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, 2022
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, 2022**
Common Stock, $.625 par value	536,803,802

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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
AMERIBOR	American Interbank Offered Rate
AOCI	Accumulated other comprehensive income
ARRC	Alternative Reference Rates Committee
ASC	FASB Accounting Standards Codification
Associate	Person employed by FHN
ASU	Accounting Standards Update
Bank	First Horizon Bank
BOLI	Bank-owned life insurance
BSBY	Bloomberg short-term bank yield index
C&I	Commercial, financial, and industrial loan portfolio
CARES Act	Coronavirus Aid, Relief, and Economic Security Act
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 loan portfolio
CRMC	Credit Risk Management Committee
DTA	Deferred tax asset
DTL	Deferred tax liability
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
FTRESC	FT Real Estate Securities Company, Inc.
GAAP	Generally accepted accounting principles (U.S.)
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
TDBNA	TD Bank, N.A.
TD-US	TD Bank US Holding Company
TD Merger Agreement	Merger agreement between FHN, TD, TD-US, and a TD-US subsidiary
Pending TD Merger	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:

- the possibility that the anticipated benefits of the IBKC merger will not be realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in any or all of FHN’s market areas;
- potential adverse reactions or changes to business or associate relationships resulting from the IBKC merger;
- global, general and local economic and business conditions, including economic recession or depression;
- the potential impacts on FHN’s businesses of the COVID-19 pandemic, including negative impacts from quarantines, market declines, and volatility, and changes in client behavior related to the COVID-19 pandemic;
- 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;
- the 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 require management to make estimates about matters that are uncertain;

- the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the TD Merger Agreement;
- the outcome of any legal proceedings that have been or may be instituted against FHN, TD, or TD-US, including potential litigation that has been or may be instituted against FHN or its directors or officers related to the Pending TD Merger or the TD Merger Agreement;
- the timing and completion of the Pending TD Merger, including the possibility that the Pending TD Merger will not close when expected or at all because required regulatory, shareholder, or other approvals are not received or other conditions to the closing are not satisfied on a timely basis or at all, or are obtained subject to conditions that are not anticipated;
- the extent, timing, and results of governmental actions, examinations, reviews, reforms, regulations, and interpretations of the Board of Governors of the Federal Reserve System, the Office of the Comptroller of the Currency, the Federal Deposit Insurance Corporation, the Tennessee Department of Financial Institutions, and other regulators;
- the risk that any announcements relating to the Pending TD Merger could have adverse effects on the market price of the common stock of FHN;
- certain restrictions during the pendency of the Pending TD Merger that may impact FHN's ability to pursue certain business opportunities or strategic transactions;
- the possibility that the Pending TD Merger may be more expensive to complete than anticipated, including as a result of unexpected factors or events;
- the diversion of management's attention from ongoing business operations and opportunities caused by the Pending TD Merger;
- reputational risk and potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement of the Pending TD Merger; and
- other factors that may affect the future results of FHN.

FHN cautions readers of this report that the list above is not exhaustive as of the date of this report. Further, 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, as amended, along with any additional factors which might materially affect future results and outcomes.

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, tangible book value per common share, and loans and leases excluding PPP loans. Table I.1.26 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, 2022	December 31, 2021
Assets		
Cash and due from banks	**$ 1,193**	$ 1,147
Interest-bearing deposits with banks	**3,241**	14,907
Federal funds sold and securities purchased under agreements to resell	**690**	641
Trading securities	**1,421**	1,601
Securities available for sale at fair value	**8,718**	8,707
Securities held to maturity (fair value of $1,222 and $705, respectively)	**1,385**	712
Loans held for sale (including $89 and $258 at fair value, respectively)	**680**	1,172
Loans and leases	**57,354**	54,859
Allowance for loan and lease losses	**(664)**	(670)
Net loans and leases	**56,690**	54,189
Premises and equipment	**622**	665
Goodwill	**1,511**	1,511
Other intangible assets	**246**	298
Other assets	**3,902**	3,542
Total assets	**$ 80,299**	$ 89,092
Liabilities		
Noninterest-bearing deposits	**$ 25,813**	$ 27,883
Interest-bearing deposits	**40,202**	47,012
Total deposits	**66,015**	74,895
Trading liabilities	**383**	426
Short-term borrowings	**1,416**	2,124
Term borrowings	**1,597**	1,590
Other liabilities	**2,605**	1,563
Total liabilities	**72,016**	80,598
Equity		
Preferred stock, Non-cumulative perpetual, no par value; authorized 5,000,000 shares; issued 31,686 and 26,750 shares, respectively	**1,014**	520
Common stock, $0.625 par value; authorized 700,000,000 shares; issued 536,736,705 and 533,576,766 shares, respectively	**335**	333
Capital surplus	**4,812**	4,743
Retained earnings	**3,254**	2,891
Accumulated other comprehensive loss, net	**(1,427)**	(288)
FHN shareholders' equity	**7,988**	8,199
Noncontrolling interest	**295**	295
Total equity	**8,283**	8,494
Total liabilities and equity	**$ 80,299**	$ 89,092

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,		Nine Months Ended September 30,	
	2022	2021	**2022**	2021
Interest income				
Interest and fees on loans and leases	**$ 617**	$ 482	**$ 1,553**	$ 1,485
Interest and fees on loans held for sale	**9**	8	**30**	22
Interest on investment securities	**46**	31	**123**	88
Interest on trading securities	**15**	6	**39**	20
Interest on other earning assets	**46**	6	**82**	11
Total interest income	**733**	533	**1,827**	1,626
Interest expense				
Interest on deposits	**43**	20	**72**	67
Interest on trading liabilities	**3**	1	**9**	4
Interest on short-term borrowings	**7**	2	**10**	4
Interest on term borrowings	**18**	18	**53**	55
Total interest expense	**71**	41	**144**	130
Net interest income	**662**	492	**1,683**	1,496
Provision for credit losses	**60**	(85)	**50**	(245)
Net interest income after provision for credit losses	**602**	577	**1,633**	1,741
Noninterest income				
Fixed income	**46**	96	**170**	324
Deposit transactions and cash management	**43**	44	**129**	130
Brokerage, management fees and commissions	**23**	24	**71**	65
Mortgage banking and title income	**9**	34	**65**	126
Card and digital banking fees	**21**	21	**64**	59
Other service charges and fees	**13**	12	**41**	32
Trust services and investment management	**11**	13	**36**	39
Securities gains (losses), net	**12**	1	**18**	12
Deferred compensation income	**(3)**	3	**(24)**	12
Loss on debt extinguishment	**—**	(23)	**—**	(23)
Other income	**38**	22	**72**	53
Total noninterest income	**213**	247	**642**	829
Noninterest expense				
Personnel expense	**275**	296	**820**	920
Net occupancy expense	**32**	33	**96**	103
Computer software	**28**	30	**85**	87
Operations services	**22**	24	**65**	59
Legal and professional fees	**10**	21	**50**	52
Contract employment and outsourcing	**12**	21	**43**	47
Amortization of intangible assets	**13**	14	**39**	42
Advertising and public relations	**12**	14	**34**	23
Equipment expense	**11**	12	**34**	35
Communications and delivery	**10**	9	**28**	28
Other expense	**44**	52	**156**	171
Total noninterest expense	**469**	526	**1,450**	1,567
Income before income taxes	**346**	298	**825**	1,003
Income tax expense	**78**	63	**183**	222
Net income	**$ 268**	$ 235	**$ 642**	$ 781
Net income attributable to noncontrolling interest	**3**	3	**8**	9
Net income attributable to controlling interest	**$ 265**	$ 232	**$ 634**	$ 772
Preferred stock dividends	**8**	8	**24**	29
Net income available to common shareholders	**$ 257**	$ 224	**$ 610**	$ 743

Basic earnings per common share	**$ 0.48**	$ 0.41	**$ 1.14**	$ 1.35
Diluted earnings per common share	**$ 0.45**	$ 0.41	**$ 1.08**	$ 1.34
Weighted average common shares	**535,986**	545,818	**534,613**	549,434
Diluted average common shares	**570,153**	549,819	**563,538**	554,199

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in millions) (Unaudited)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	**2022**	2021
Net income	**$ 268**	$ 235	**$ 642**	$ 781
Other comprehensive income (loss), net of tax:				
Net unrealized gains (losses) on securities available for sale	**(368)**	(38)	**(1,003)**	(103)
Net unrealized gains (losses) on cash flow hedges	**(99)**	(1)	**(142)**	(5)
Net unrealized gains (losses) on pension and other postretirement plans	**3**	1	**6**	7
Other comprehensive income (loss)	**(464)**	(38)	**(1,139)**	(101)
Comprehensive income (loss)	**(196)**	197	**(497)**	680
Comprehensive income attributable to noncontrolling interest	**3**	3	**8**	9
Comprehensive income (loss) attributable to controlling interest	**$ (199)**	$ 194	**$ (505)**	$ 671
Income tax expense (benefit) of items included in other comprehensive income:				
Net unrealized gains (losses) on securities available for sale	**$ (119)**	$ (12)	**$ (324)**	$ (33)
Net unrealized gains (losses) on cash flow hedges	**(32)**	—	**(46)**	(2)
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, 2022								
	Preferred Stock		Common Stock						
(Dollars in millions, except per share data; shares in thousands) (unaudited)	Shares	Amount	Shares	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)
Comprehensive income (loss)	—	—	—	—	—	195	(423)	3	(225)
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)
Comprehensive income (loss)	—	—	—	—	—	174	(252)	3	(75)
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)
Comprehensive income (loss)	—	—	—	—	—	265	(464)	3	(196)
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 CHANGES IN EQUITY (continued)

	Nine Months Ended September 30, 2021								
	Preferred Stock		Common Stock						
(Dollars in millions, except per share data; shares in thousands) (unaudited)	Shares	Amount	Shares	Amount	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss) (a)	Noncontrolling Interest	Total
Balance, December 31, 2020	26,250	$ 470	555,031	$ 347	$ 5,074	$ 2,261	$ (140)	$ 295	$ 8,307
Net income	—	—	—	—	—	233	—	3	236
Other comprehensive income (loss)	—	—	—	—	—	—	(101)	—	(101)
Comprehensive income (loss)	—	—	—	—	—	233	(101)	3	135
Cash dividends declared:									
Preferred stock	—	—	—	—	—	(8)	—	—	(8)
Common stock ($0.15 per share)	—	—	—	—	—	(84)	—	—	(84)
Common stock repurchased (b)	—	—	(3,864)	(2)	(60)	—	—	—	(62)
Common stock issued for:									
Stock options exercised and restricted stock awards	—	—	1,208	—	12	—	—	—	12
Stock-based compensation expense	—	—	—	—	10	—	—	—	10
Dividends declared - noncontrolling interest of subsidiary preferred stock	—	—	—	—	—	—	—	(3)	(3)
Balance, March 31, 2021	26,250	470	552,375	345	5,036	2,402	(241)	295	8,307
Net income	—	—	—	—	—	308	—	3	311
Other comprehensive income (loss)	—	—	—	—	—	—	38	—	38
Comprehensive income (loss)	—	—	—	—	—	308	38	3	349
Cash dividends declared:									
Preferred stock	—	—	—	—	—	(8)	—	—	(8)
Common stock ($0.15 per share)	—	—	—	—	—	(85)	—	—	(85)
Preferred stock issuance (1,500 shares issued at $100,000 per share net of offering costs)	1,500	145	—	—	—	—	—	—	145
Call of preferred stock	(1,000)	(95)				(5)			(100)
Common stock repurchased (b)	—	—	(3,435)	(3)	(61)	—	—	—	(64)
Common stock issued for:									
Stock options exercised and restricted stock awards	—	—	1,925	2	11	—	—	—	13
Stock-based compensation expense	—	—	—	—	11	—	—	—	11
Dividends declared - noncontrolling interest of subsidiary preferred stock	—	—	—	—	—	—	—	(3)	(3)
Balance, June 30, 2021	26,750	520	550,865	344	4,997	2,612	(203)	295	8,565
Net income	—	—	—	—	—	232	—	3	235
Other comprehensive income (loss)	—	—	—	—	—	—	(38)	—	(38)
Comprehensive income (loss)	—	—	—	—	—	232	(38)	3	197
Cash dividends declared:									
Preferred stock	—	—	—	—	—	(8)	—	—	(8)
Common stock ($0.15 per share)	—	—	—	—	—	(83)	—	—	(83)
Common stock repurchased (b)	—	—	(9,235)	(5)	(141)	—	—	—	(146)
Common stock issued for:									
Stock options exercised and restricted stock awards	—	—	230	—	—	—	—	—	—
Stock-based compensation expense	—	—	—	—	10	—	—	—	10
Dividends declared - noncontrolling interest of subsidiary preferred stock	—	—	—	—	—	—	—	(3)	(3)
Balance, September 30, 2021	26,750	$ 520	541,860	$ 339	$ 4,866	$ 2,753	$ (241)	$ 295	$ 8,532

(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.

(b) Includes $59 million, $57 million and $141 million repurchased under share repurchase programs for the three months ended March 31, 2021, June 30, 2021, and September 30, 2021, respectively.

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in millions) (Unaudited)	Nine months ended September 30, 2022	2021
Operating Activities		
Net income	**$ 642**	$ 781
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for credit losses	**50**	(245)
Deferred income tax expense (benefit)	**167**	(28)
Depreciation and amortization of premises and equipment	**45**	46
Amortization of intangible assets	**39**	42
Net other amortization and accretion	**(3)**	(50)
Net (increase) decrease in trading securities	**1,728**	1,347
Net (increase) decrease in derivatives	**822**	309
Stock-based compensation expense	**53**	31
Securities (gains) losses, net	**(18)**	(12)
(Gain) loss on BOLI	**(4)**	(5)
Net (gains) losses on sale/disposal of fixed assets	**(1)**	32
Gain on sale of mortgage servicing rights	**(12)**	—
Gain on sale of title services business	**(21)**	—
Loans held for sale:		
Purchases and originations	**(3,184)**	(4,682)
Gross proceeds from settlements and sales	**2,050**	3,288
(Gain) loss due to fair value adjustments and other	**78**	(142)
Other operating activities, net	**(145)**	(144)
Total adjustments	**1,644**	(213)
Net cash provided by (used in) operating activities	**2,286**	568
Investing Activities		
Proceeds from sales of securities available for sale	**—**	68
Proceeds from maturities of securities available for sale	**1,080**	1,680
Purchases of securities available for sale	**(2,457)**	(2,343)
Purchases of securities held to maturity	**(712)**	(304)
Proceeds from prepayments of securities held to maturity	**40**	10
Proceeds from sales of premises and equipment	**17**	22
Purchases of premises and equipment	**(22)**	(46)
Proceeds from BOLI	**9**	12
Net (increase) decrease in loans and leases	**(2,471)**	2,891
Net (increase) decrease in interest-bearing deposits with banks	**11,666**	(6,478)
Other investing activities, net	**5**	15
Net cash provided by (used in) investing activities	**7,155**	(4,473)
Financing Activities		
Common stock:		
Stock options exercised	**30**	25
Cash dividends paid	**(243)**	(252)
Repurchase of shares	**(12)**	(272)
Preferred stock:		
Preferred stock issuance	**494**	145
Cash dividends paid - preferred stock - noncontrolling interest	**(9)**	(9)
Cash dividends paid - preferred stock	**(24)**	(24)
Net increase (decrease) in deposits	**(8,880)**	4,287
Net increase (decrease) in short-term borrowings	**(707)**	27
Increases (decreases) in term borrowings	**5**	(112)
Net cash provided by (used in) financing activities	**(9,346)**	3,815
Net increase (decrease) in cash and cash equivalents	**95**	(90)
Cash and cash equivalents at beginning of period	**1,788**	1,648
Cash and cash equivalents at end of period	**$ 1,883**	$ 1,558

Supplemental Disclosures		
Total interest paid	**$ 127**	$ 128
Total taxes paid	**11**	254
Total taxes refunded	**4**	28
Transfer from loans to OREO	**3**	3
Transfer from loans HFS to trading securities	**1,548**	1,490
Transfer from loans to loans HFS	**—**	31

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, as amended, for the year ended December 31, 2021. 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.

Pending Merger

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"), TD Bank US Holding Company, a Delaware corporation and indirect, wholly owned subsidiary of TD ("TD-US"), and Falcon Holdings Acquisition Co., a Delaware corporation and wholly owned subsidiary of TD-US ("Merger Sub").

Pursuant to the TD Merger Agreement, FHN and Merger Sub will merge (the "First Holding Company Merger"), with FHN continuing as the surviving entity in the merger. Following the First Holding Company Merger, at the election of TD, FHN and TD-US will merge (the "Second Holding Company Merger" and, together with the First Holding Company Merger, the "Holding Company Mergers"), with TD-US continuing as the surviving entity in the merger.

Upon the terms and subject to the conditions set forth in the TD Merger Agreement, each share of FHN common stock, par value $0.625 per share, ("Company Common Stock"), issued and outstanding immediately prior to the effective time of the First Holding Company Merger (the "First Effective Time") will be converted into the right to receive $25.00 (USD) per share in cash, without interest. If the transaction does not close on or before November 27, 2022, shareholders will receive an additional $0.65 per share of Company Common Stock on an annualized basis (or approximately 5.4 cents per month) for the period from November 28, 2022 through the day immediately prior to the closing.

Each outstanding share of FHN's preferred stock, series B, C, D, E and F, will remain issued and outstanding in connection with the First Holding Company Merger. If TD elects to effect the Second Holding Company Merger, at the effective time of the Second Holding Company Merger, each outstanding share of FHN's preferred stock will be converted into a share of a newly created, corresponding series of preferred stock of TD-US having terms as described in the Merger Agreement.

Following the completion of the First Holding Company Merger, at such time as determined by TD, First Horizon Bank and TD Bank, N.A., a national banking association ("TDBNA") will merge, with TDBNA surviving as a subsidiary of TD-US (the "Bank Merger" and together with the Holding Company Mergers, the "Pending TD Merger").

The Pending TD Merger is expected to be completed in the first quarter of TD's 2023 fiscal year, and is subject to customary closing conditions, including approvals from U.S. and Canadian regulatory authorities. FHN's shareholders approved the merger on May 31, 2022. Merger and integration expenses related to the Pending TD Merger are recorded in FHN's Corporate segment. Expenses recognized during the three and nine months ended September 30, 2022 were approximately $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 are 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. 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, 2022, except for hedging relationships existing as of

December 31, 2022, that an entity has elected certain optional expedients for and that are retained through the end of the hedging relationship.

FHN has identified contracts affected by reference rate reform and developed modification plans for those contracts. FHN has elected to utilize the optional expedients and exceptions provided by ASU 2020-04 for certain contract modifications that have already been implemented. For cash flow hedges that reference 1-Month USD LIBOR, FHN has applied expedients related to 1) the assumption of probability of cash flows when reference rates are changed on hedged items 2) avoiding de-designation when critical terms (i.e., reference rates) change and 3) the allowed assumption of shared risk exposure for hedged items. For its 2022 cash flow hedges that reference 1-Month Term SOFR, FHN has 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 anticipates that it will continue to utilize the expedients and exceptions for future modifications in situations where they mitigate potential accounting outcomes that do not faithfully represent management's intent or risk management activities, consistent with the purpose of the standard.

The FASB has proposed an extension of the transition window for ASU 2020-04 until 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 Secure 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.

Accounting Changes Issued But Not Currently Effective

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. Early adoption is permitted. FHN is evaluating the impact of ASU 2022-01 on its future hedging strategies.

ASU 2022-02

Also 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. Early adoption is permitted. For the transition method related to the recognition and measurement of TDRs, FHN has the option to apply a modified retrospective transition, resulting in a cumulative-effect adjustment to retained earnings in the period of adoption. Otherwise, provisions in this ASU will be applied prospectively. FHN is evaluating the impact of ASU 2022-02, and is not currently able to reasonably estimate the impact the adoption will have on its consolidated financial position, results of operations, or cash flows.

Note 2—Investment Securities

The following tables summarize FHN's investment securities as of September 30, 2022 and December 31, 2021:

INVESTMENT SECURITIES AT SEPTEMBER 30, 2022

	September 30, 2022			
(Dollars in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities available for sale:				
Government agency issued MBS	$ 5,457	$ —	$ (767)	$ 4,690
Government agency issued CMO	2,775	—	(360)	2,415
Other U.S. government agencies	1,212	—	(156)	1,056
States and municipalities	648	—	(91)	557
Total securities available for sale (a)	**$ 10,092**	**$ —**	**$ (1,374)**	**$ 8,718**
Securities held to maturity:				
Government agency issued MBS	$ 908	$ —	$ (116)	$ 792
Government agency issued CMO	477	—	(47)	430
Total securities held to maturity	**$ 1,385**	**$ —**	**$ (163)**	**$ 1,222**

(a) Includes $6.4 billion of securities pledged to secure public deposits, securities sold under agreements to repurchase, and for other purposes.

INVESTMENT SECURITIES AT YE 2021

	December 31, 2021			
(Dollars in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities available for sale:				
Government agency issued MBS	$ 5,062	$ 42	$ (49)	$ 5,055
Government agency issued CMO	2,296	8	(47)	2,257
Other U.S. government agencies	861	4	(15)	850
States and municipalities	535	11	(1)	545
Total securities available for sale (a)	$ 8,754	$ 65	$ (112)	$ 8,707
Securities held to maturity:				
Government agency issued MBS	$ 509	$ —	$ (5)	$ 504
Government agency issued CMO	203	—	(2)	201
Total securities held to maturity	$ 712	$ —	$ (7)	$ 705

(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, 2022 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	$ —	$ —	$ 45	$ 45
After 1 year through 5 years	—	—	117	110
After 5 years through 10 years	—	—	397	351
After 10 years	—	—	1,301	1,107
Subtotal	—	—	1,860	1,613
Government agency issued MBS and CMO (a)	1,385	1,222	8,232	7,105
Total	**$ 1,385**	**$ 1,222**	**$ 10,092**	**$ 8,718**

(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.

Gross gains and losses on sales of AFS securities for the three and nine months ended September 30, 2022 and 2021 were insignificant. Cash proceeds from sales of AFS securities were insignificant for the three and nine months ended September 30, 2022. Cash proceeds from sales of AFS securities for the three and nine months ended September 30, 2021 were $35 million and $68 million.

The following tables provide information on investments within the available-for-sale portfolio that had unrealized losses as of September 30, 2022 and December 31, 2021:

AFS INVESTMENT SECURITIES WITH UNREALIZED LOSSES

	As of September 30, 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	$ 3,168	$ (429)	$ 1,517	$ (338)	$ 4,685	$ (767)
Government agency issued CMO	1,398	(155)	992	(205)	2,390	(360)
Other U.S. government agencies	669	(71)	386	(85)	1,055	(156)
States and municipalities	507	(74)	48	(17)	555	(91)
Total	**$ 5,742**	**$ (729)**	**$ 2,943**	**$ (645)**	**$ 8,685**	**$ (1,374)**

	As of December 31, 2021					
	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	$ 2,973	$ (41)	$ 184	$ (8)	$ 3,157	$ (49)
Government agency issued CMO	1,436	(37)	248	(10)	1,684	(47)
Other U.S. government agencies	459	(11)	90	(4)	549	(15)
States and municipalities	68	(1)	—	—	68	(1)
Total	$ 4,936	$ (90)	$ 522	$ (22)	$ 5,458	$ (112)

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 $27 million and $23 million as of September 30, 2022 and December 31, 2021. 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 period. 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 period.

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 and $1 million as of September 30, 2022 and December 31, 2021. FHN has assessed the risk of credit loss and has determined that zero allowance for credit losses for HTM securities was necessary as of September 30, 2022 and December 31, 2021. 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 $78 million and $70 million at September 30, 2022 and December 31, 2021, respectively. The year-to-date 2022 and 2021 gross amounts of upward and downward valuation adjustments were not significant.

Unrealized losses of $2 million and unrealized gains of $1 million were recognized in the three months ended September 30, 2022 and 2021, respectively, and unrealized losses of $15 million and unrealized gains $7 million were recognized for the nine months ended September 30, 2022 and 2021, respectively, for equity investments with readily determinable fair values.

Note 3—Loans and Leases

The loans and lease 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, 2022 and December 31, 2021, excluding accrued interest of $180 million and $134 million, respectively, which is included in other assets in the Consolidated Balance Sheets.

LOANS AND LEASES BY PORTFOLIO SEGMENT

(Dollars in millions)	**September 30, 2022**	December 31, 2021
Commercial:		
Commercial and industrial (a) (b)	**$ 28,910**	$ 26,550
Loans to mortgage companies	**2,710**	4,518
Total commercial, financial, and industrial	**31,620**	31,068
Commercial real estate	**13,021**	12,109
Consumer:		
HELOC	**1,977**	1,964
Real estate installment loans	**9,887**	8,808
Total consumer real estate	**11,864**	10,772
Credit card and other	**849**	910
Loans and leases	**$ 57,354**	$ 54,859
Allowance for loan and lease losses	**(664)**	(670)
Net loans and leases	**$ 56,690**	$ 54,189

(a) Includes equipment financing leases of $962 million and $792 million as of September 30, 2022 and December 31, 2021, respectively.
(b) Includes PPP loans fully guaranteed by the SBA of $129 million and $1.0 billion as of September 30, 2022 and December 31, 2021, respectively.

Restrictions

Loans and leases with carrying values of $37.4 billion and $36.6 billion were pledged as collateral for borrowings at September 30, 2022 and December 31, 2021, 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, 2022, FHN had loans to mortgage companies of $2.7 billion and loans to finance and insurance companies of $4.1 billion. As a result, 22% 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, 2022 and December 31, 2021:

C&I PORTFOLIO

	September 30, 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)	$ 4,518	$ 4,415	$ 2,051	$ 2,357	$ 1,300	$ 3,947	$ 2,710	$ 9,006	$ 399	$ 30,703
Special Mention (PD grade 13)	29	24	11	73	9	68	—	96	3	313
Substandard, Doubtful, or Loss (PD grades 14,15, and 16)	36	32	71	34	78	130	—	126	97	604
Total C&I loans	$ 4,583	$ 4,471	$ 2,133	$ 2,464	$ 1,387	$ 4,145	$ 2,710	$ 9,228	$ 499	$ 31,620

	December 31, 2021									
(Dollars in millions)	2021	2020	2019	2018	2017	Prior to 2017	LMC (a)	Revolving Loans	Revolving Loans Converted to Term Loans	Total
Credit Quality Indicator:										
Pass (PD grades 1 through 12) (b)	$ 7,372	$ 3,576	$ 3,439	$ 1,455	$ 1,193	$ 2,267	$ 4,518	$ 6,386	$ 13	$ 30,219
Special Mention (PD grade 13)	25	39	50	48	36	43	—	100	4	345
Substandard, Doubtful, or Loss (PD grades 14,15, and 16)	24	61	67	103	24	48	—	129	48	504
Total C&I loans	$ 7,421	$ 3,676	$ 3,556	$ 1,606	$ 1,253	$ 2,358	$ 4,518	$ 6,615	$ 65	$ 31,068

(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, 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)	$ 2,099	$ 3,260	$ 1,547	$ 1,969	$ 881	$ 2,687	$ 251	$ 20	$ 12,714
Special Mention (PD grade 13)	1	1	2	45	98	9	—	—	156
Substandard, Doubtful, or Loss (PD grades 14,15, and 16)	—	3	12	62	26	36	12	—	151
Total CRE loans	$ 2,100	$ 3,264	$ 1,561	$ 2,076	$ 1,005	$ 2,732	$ 263	$ 20	$ 13,021

(Dollars in millions)	December 31, 2021								
	2021	2020	2019	2018	2017	Prior to 2017	Revolving Loans	Revolving Loans Converted to Term Loans	Total
Credit Quality Indicator:									
Pass (PD grades 1 through 12)	$ 3,441	$ 2,065	$ 2,514	$ 929	$ 691	$ 1,822	$ 204	$ —	$ 11,666
Special Mention (PD grade 13)	4	26	52	125	20	65	—	—	292
Substandard, Doubtful, or Loss (PD grades 14,15, and 16)	47	—	24	3	33	32	12	—	151
Total CRE loans	$ 3,492	$ 2,091	$ 2,590	$ 1,057	$ 744	$ 1,919	$ 216	$ —	$ 12,109

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, 2022 and December 31, 2021. 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

(Dollars in millions)	September 30, 2022								
	2022	2021	2020	2019	2018	Prior to 2018	Revolving Loans	Revolving Loans Converted to Term Loans (a)	Total
FICO score 740 or greater	$ 1,743	$ 1,873	$ 833	$ 541	$ 284	$ 1,354	$ 1,208	$ 68	$ 7,904
FICO score 720-739	235	254	118	100	35	247	174	19	1,182
FICO score 700-719	209	210	94	58	38	234	140	23	1,006
FICO score 660-699	175	138	91	57	63	296	195	25	1,040
FICO score 620-659	15	25	26	42	20	110	50	10	298
FICO score less than 620	15	18	31	12	24	269	49	16	434
Total	$ 2,392	$ 2,518	$ 1,193	$ 810	$ 464	$ 2,510	$ 1,816	$ 161	$ 11,864

	December 31, 2021								
(Dollars in millions)	2021	2020	2019	2018	2017	Prior to 2017	Revolving Loans	Revolving Loans Converted to Term Loans (a)	Total
FICO score 740 or greater	$ 1,594	$ 1,156	$ 825	$ 473	$ 394	$ 1,335	$ 1,086	$ 115	$ 6,978
FICO score 720-739	236	171	109	61	44	209	162	21	1,013
FICO score 700-719	143	112	81	68	45	153	141	23	766
FICO score 660-699	164	131	120	106	44	246	204	44	1,059
FICO score 620-659	42	36	55	23	13	118	66	27	380
FICO score less than 620	26	84	42	32	45	272	42	33	576
Total	$ 2,205	$ 1,690	$ 1,232	$ 763	$ 585	$ 2,333	$ 1,701	$ 263	$ 10,772

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, 2022 and December 31, 2021.

CREDIT CARD & OTHER PORTFOLIO

	September 30, 2022								
(Dollars in millions)	2022	2021	2020	2019	2018	Prior to 2018	Revolving Loans	Revolving Loans Converted to Term Loans (a)	Total
FICO score 740 or greater	$ 25	$ 17	$ 12	$ 10	$ 4	$ 25	$ 290	$ 7	$ 390
FICO score 720-739	3	2	2	1	1	5	33	1	48
FICO score 700-719	2	4	1	1	—	4	37	—	49
FICO score 660-699	2	2	2	1	2	7	35	1	52
FICO score 620-659	1	2	1	—	1	3	21	—	29
FICO score less than 620	7	7	6	10	7	68	175	1	281
Total	$ 40	$ 34	$ 24	$ 23	$ 15	$ 112	$ 591	$ 10	$ 849

	December 31, 2021								
(Dollars in millions)	2021	2020	2019	2018	2017	Prior to 2017	Revolving Loans	Revolving Loans Converted to Term Loans (a)	Total
FICO score 740 or greater	$ 56	$ 35	$ 29	$ 23	$ 13	$ 56	$ 200	$ 11	$ 423
FICO score 720-739	14	5	4	3	4	17	46	3	96
FICO score 700-719	8	5	4	4	3	17	42	1	84
FICO score 660-699	25	6	5	6	4	31	98	2	177
FICO score 620-659	4	3	2	4	3	18	22	1	57
FICO score less than 620	24	3	3	4	4	16	18	1	73
Total	$ 131	$ 57	$ 47	$ 44	$ 31	$ 155	$ 426	$ 19	$ 910

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. In accordance with revised Interagency Guidance issued in 2020, FHN was not required to designate loans with deferrals granted in response to COVID-19 as past due because of such deferrals. If a borrower defers payment, this may result in no contractual payments being past due, and as such, loans would not be considered past due during the period of deferral, and as a result, are excluded from loans past due 30-89 days and loans 90+ days past due in the tables below.

The following table reflects accruing and non-accruing loans and leases by class on September 30, 2022 and December 31, 2021:

ACCRUING & NON-ACCRUING LOANS AND LEASES

	September 30, 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)	$ 28,728	$ 65	$ 1	**$ 28,794**	$ 49	$ 21	$ 46	**$ 116**	**$ 28,910**
Loans to mortgage companies	2,710	—	—	**2,710**	—	—	—	**—**	**2,710**
Total commercial, financial, and industrial	31,438	65	1	**31,504**	49	21	46	**116**	**31,620**
Commercial real estate:									
CRE (b)	13,006	5	—	**13,011**	7	—	3	**10**	**13,021**
Consumer real estate:									
HELOC (c)	1,917	10	5	**1,932**	35	2	8	**45**	**1,977**
Real estate installment loans (d)	9,736	21	12	**9,769**	58	7	53	**118**	**9,887**
Total consumer real estate	11,653	31	17	**11,701**	93	9	61	**163**	**11,864**
Credit card and other:									
Credit card	256	5	6	**267**	—	—	—	**—**	**267**
Other	577	2	—	**579**	1	1	1	**3**	**582**
Total credit card and other	833	7	6	**846**	1	1	1	**3**	**849**
Total loans and leases	$ 56,930	$ 108	$ 24	**$ 57,062**	$ 150	$ 31	$ 111	**$ 292**	**$ 57,354**

	December 31, 2021								
	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)	$ 26,367	$ 53	$ 5	$ 26,425	$ 97	$ 1	$ 27	$ 125	$ 26,550
Loans to mortgage companies	4,518	—	—	4,518	—	—	—	—	4,518
Total commercial, financial, and industrial	30,885	53	5	30,943	97	1	27	125	31,068
Commercial real estate:									
CRE (b)	12,087	13	—	12,100	6	1	2	9	12,109
Consumer real estate:									
HELOC (c)	1,906	7	6	1,919	34	2	9	45	1,964
Real estate installment loans (d)	8,658	30	27	8,715	44	3	46	93	8,808
Total consumer real estate	10,564	37	33	10,634	78	5	55	138	10,772
Credit card and other:									
Credit card	292	2	2	296	—	—	—	—	296
Other	608	3	—	611	1	—	2	3	614
Total credit card and other	900	5	2	907	1	—	2	3	910
Total loans and leases	$ 54,436	$ 108	$ 40	$ 54,584	$ 182	$ 7	$ 86	$ 275	$ 54,859

(a) $113 million and $99 million of C&I loans are nonaccrual loans that have been specifically reviewed for impairment with no related allowance in 2022 and 2021, respectively.
(b) $5 million and $5 million of CRE loans are nonaccrual loans that have been specifically reviewed for impairment with no related allowance in 2022 and 2021, respectively.
(c) $5 million and $7 million of HELOC loans are nonaccrual loans that have been specifically reviewed for impairment with no related allowance in 2022 and 2021, respectively.
(d) $7 million and $50 million of real estate installment loans are nonaccrual loans that have been specifically reviewed for impairment with no related allowance in 2022 and 2021, 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, 2022 and December 31, 2021, FHN had commercial loans with amortized cost of approximately $116 million and $120 million, respectively, that were based on the value of underlying collateral. Collateral-dependent C&I and CRE loans totaled $108 million and $8 million, respectively, at September 30, 2022. 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, 2022, FHN recognized charge-offs of $5 million and $9 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 $7 million and $28 million, respectively, as of September 30, 2022 and $7 million and $20 million, respectively, as of December 31, 2021. Charge-offs during the three and nine months ended September 30, 2022 were $2 million for collateral-dependent consumer loans and were not significant for the three and nine months ended September 30, 2021.

Troubled Debt Restructurings

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. Extensions and 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.

A modification is classified as a TDR if the borrower is experiencing financial difficulty and it is determined that FHN has granted a concession to the borrower. 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. Many aspects of a borrower's financial situation are assessed when determining whether they are experiencing financial difficulty. Concessions could include extension of the maturity date, reductions of the interest rate (which may make the rate lower than current market for a new loan with similar risk), reduction or forgiveness of accrued interest, or principal forgiveness. The assessments of whether a borrower is experiencing (or is likely to experience) financial difficulty, and whether a concession has been granted, are subjective in nature and management's judgment is required when determining whether a modification is classified as a TDR. In accordance with regulatory guidance, certain loan modifications that might ordinarily have qualified as TDRs were not accounted for as TDRs and have been excluded from the disclosures below. For loan modifications that were made during the year ended December 31, 2021 that met the TDR relief provisions outlined in either the CARES Act, as extended by the CAA, or revised Interagency Guidance, FHN has excluded these modifications from consideration as TDRs, and has excluded loans with these qualifying modifications from designation as TDRs in the information and discussion that follows.

On September 30, 2022 and December 31, 2021, FHN had $204 million and $206 million, respectively, of portfolio loans classified as TDRs. Additionally, $31 million and $35 million of loans held for sale as of September 30, 2022 and December 31, 2021, respectively, were classified as TDRs.

The following table presents the end of period balance for loans modified in a TDR during the periods indicated:

LOANS MODIFIED IN A TDR

(Dollars in millions)	Three Months Ended September 30, 2022 Number	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Three Months Ended September 30, 2021 Number	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
C&I	**3**	**$ 30**	**$ 24**	5	$ 8	$ 7
CRE	**—**	**—**	**—**	—	—	—
HELOC	**30**	**2**	**2**	2	—	—
Real estate installment loans	**—**	**—**	**—**	6	—	—
Credit card and other	**51**	**10**	**10**	8	—	—
Total TDRs	**84**	**$ 42**	**$ 36**	21	$ 8	$ 7

(Dollars in millions)	Nine Months Ended September 30, 2022 Number	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Nine Months Ended September 30, 2021 Number	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
C&I	**6**	**$ 30**	**$ 24**	32	$ 37	$ 34
CRE	**—**	**—**	**—**	1	12	10
HELOC	**86**	**6**	**6**	21	2	2
Real estate installment loans	**181**	**41**	**41**	41	8	8
Credit card and other	**60**	**10**	**10**	36	—	—
Total TDRs	**333**	**$ 87**	**$ 81**	131	$ 59	$ 54

The following table presents TDRs which re-defaulted during the three and nine months ended September 30, 2022 and 2021, 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

(Dollars in millions)	Three Months Ended September 30, 2022 Number	Recorded Investment	Three Months Ended September 30, 2021 Number	Recorded Investment
C&I	**—**	**$ —**	6	$ 3
CRE	**—**	**—**	4	10
HELOC	**8**	**—**	—	—
Real estate installment loans	**21**	**7**	1	1
Credit card and other	**3**	**—**	1	—
Total TDRs	**32**	**$ 7**	12	$ 14

(Dollars in millions)	Nine Months Ended September 30, 2022 Number	Recorded Investment	Nine Months Ended September 30, 2021 Number	Recorded Investment
C&I	**5**	**$ —**	18	$ 5
CRE	**—**	**—**	6	19
HELOC	**8**	**—**	1	—
Real estate installment loans	**27**	**8**	8	4
Credit card and other	**12**	**—**	2	—
Total TDRs	**52**	**$ 8**	35	$ 28

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. Provision for credit losses related to the loans and leases portfolio and the 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 as 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 to adjust historical loss information in situations where current loan characteristics differ from those in the historical loss information and for differences in economic conditions and other factors.

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 evaluation of the adequacy of the ACL utilizes a weighting approach for multiple economic forecast scenarios 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 may also be affected by a variety of qualitative factors that FHN considers to reflect current judgment of various events and risks that are not measured in the quantitative calculations.

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. As of September 30, 2022 and December 31, 2021, FHN recognized less than $1 million in allowance for expected credit losses on COVID-19 deferrals that do not qualify for the election which is not reflected in the table below. 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, 2022 and 2021 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).

The ACL balance as of September 30, 2022 reflects the impact of loan growth, deterioration in the macroeconomic forecast and a preliminary estimate of potential losses related to Hurricane Ian. In developing credit loss estimates for its loan and lease portfolios, FHN utilized multiple Moody's forecast scenarios for its macroeconomic inputs. During the three and nine months ended September 30, 2022, FHN's scenario selection process focused on key economic drivers such as unemployment and economic activity including recession risk. Risks considered include: rising interest rates, supply chain disruptions, labor/wage constraints, international conflict, and the ongoing impact of COVID-19. FHN selected one scenario as its base case, which was the Moody's baseline scenario. The heaviest weight was placed on the base case forecast, which assumed positive real GDP growth over the forecast horizon.

During the year ended December 31, 2021, FHN considered stressed loan portfolios or industries that are most exposed to the effects of the COVID-19 pandemic, and added qualitative adjustments, where needed, to account for the risks not captured in modeled results. 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, 2022 and 2021:

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, 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**
	Three Months Ended September 30, 2021				
Allowance for loan and lease losses:					
Balance as of July 1, 2021	$ 385	$ 210	$ 203	$ 17	$ 815
Charge-offs	(11)	(2)	(1)	(5)	(19)
Recoveries	7	2	7	—	16
Provision for loan losses	(7)	(48)	(30)	7	(78)
Balance as of September 30, 2021	$ 374	$ 162	$ 179	$ 19	$ 734
Reserve for remaining unfunded commitments:					
Balance as of July 1, 2021	$ 57	$ 9	$ 9	$ —	$ 75
Provision for remaining unfunded commitments	(8)	1	—	—	(7)
Balance as of September 30, 2021	49	10	9	—	68
Allowance for credit losses as of September 30, 2021	$ 423	$ 172	$ 188	$ 19	$ 802

	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**

	Nine Months Ended September 30, 2021				
Allowance for loan and lease losses:					
Balance as of January 1, 2021	$ 453	$ 242	$ 242	$ 26	$ 963
Charge-offs	(27)	(5)	(5)	(11)	(48)
Recoveries	18	5	21	3	47
Provision for loan and lease losses	(70)	(80)	(79)	1	(228)
Balance as of September 30, 2021	$ 374	$ 162	$ 179	$ 19	$ 734
Reserve for remaining unfunded commitments:					
Balance as of January 1, 2021	$ 65	$ 10	$ 10	$ —	$ 85
Provision for remaining unfunded commitments	(16)	—	(1)	—	(17)
Balance as of September 30, 2021	49	10	9	—	68
Allowance for credit losses as of September 30, 2021	$ 423	$ 172	$ 188	$ 19	$ 802

(a) C&I loans as of September 30, 2022 and 2021 include $129 million and $2.0 billion 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.

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.

Prior to the IBKC merger, FHN's mortgage banking operations were not significant. At September 30, 2022, FHN had approximately $40 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 2022 and 2021, 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 the nine months ended September 30, 2022 and the year ended December 31, 2021.

MORTGAGE LOANS HELD FOR SALE

(Dollars in millions)	**September 30, 2022**	December 31, 2021
Balance at beginning of period	**$ 250**	$ 409
Originations and purchases	**1,158**	2,836
Sales, net of gains	**(1,326)**	(3,025)
Mortgage loans transferred from (to) held for investment	**—**	30
Balance at end of period	**$ 82**	$ 250

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, 2022			December 31, 2021		
(Dollars in millions)	**Gross Carrying Amount**	**Accumulated Amortization**	**Net Carrying Amount**	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Mortgage servicing rights	**$ 19**	**$ (4)**	**$ 15**	$ 39	$ (9)	$ 30

In addition, there was an insignificant amount of non-mortgage and commercial servicing rights as of September 30, 2022 and December 31, 2021. Total mortgage servicing fees included in mortgage banking and title income were $1 million for the three months ended September 30, 2022 and 2021, respectively. Total mortgage servicing fees included in mortgage banking and title income were $4 million and $2 million for the nine months ended September 30, 2022 and 2021, respectively. Mortgage servicing rights with a net carrying amount of $21 million were sold during the second quarter of 2022 resulting in a gain of $12 million for the nine months ended September 30, 2022 which is included in mortgage banking and title income on the Consolidated Statements of Income.

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, 2022 and December 31, 2021.

GOODWILL

(Dollars in millions)	Regional Banking	Specialty Banking	Total
December 31, 2020	$ 880	$ 631	$ 1,511
Additions	—	—	—
December 31, 2021	$ 880	$ 631	$ 1,511
Additions	—	—	—
September 30, 2022	**$ 880**	**$ 631**	**$ 1,511**

FHN performed the required annual goodwill impairment test as of October 1, 2021. 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 a subsequent interim test was not necessary. FHN is currently in the process of performing its annual impairment test as of October 1, 2022.

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, 2022			December 31, 2021		
(Dollars in millions)	**Gross Carrying Amount**	**Accumulated Amortization**	**Net Carrying Value**	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Core deposit intangibles	**$ 371**	**$ (161)**	**$ 210**	$ 371	$ (128)	$ 243
Client relationships	**32**	**(12)**	**20**	37	(11)	26
Other (a)	**27**	**(11)**	**16**	41	(12)	29
Total	**$ 430**	**$ (184)**	**$ 246**	$ 449	$ (151)	$ 298

(a) Includes non-compete covenants and purchased credit card intangible assets. Also includes title plant intangible assets and 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, 2022	December 31, 2021
	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	4,936	494	494	—
						31,686	$ 1,032	$ 1,014	$ 520

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 LIBOR plus 4.262%.
(c) Fixed dividend rate will reset on May 1, 2026 to three-month LIBOR plus 4.920%.
(d) Fixed dividend rate will reset on May 1, 2024 to three-month LIBOR 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 is convertible into up to 4.9% of the outstanding shares of FHN common stock in certain circumstances, including closing of the Pending TD Merger or termination of the TD Merger Agreement. Conversion occurs at a fixed rate of 5,574.136 shares of common stock for each share of Series G Convertible Preferred Stock, or 4,000 shares of common stock if regulatory approval of the Pending TD Merger is not obtained. For more information on the impact of the convertible features on diluted earnings per share, see Note 9 - Earnings Per Share.

The Series G Convertible Preferred Stock is redeemable at FHN's option, in whole or in part, on or after February 28, 2027. Earlier redemption is possible, at FHN's election, if certain regulatory capital events occur. The $494 million carrying value of the Series G Convertible Preferred Stock currently qualifies as Tier 1 Capital. Dividends are payable only in certain circumstances if the TD Merger Agreement is terminated before the shares are converted into common stock.

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 the three month LIBOR 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, 2022 and December 31, 2021, $295 million of Class A Preferred Stock was recognized as noncontrolling interest on the Consolidated Balance Sheets.

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, 2022 and 2021:

ACCUMULATED OTHER COMPREHENSIVE INCOME

(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)**

(Dollars in millions)	Securities AFS	Cash Flow Hedges	Pension and Post-retirement Plans	Total
Balance as of July 1, 2021	$ 43	$ 8	$ (254)	$ (203)
Net unrealized gains (losses)	(38)	—	(1)	(39)
Amounts reclassified from AOCI	—	(1)	2	1
Other comprehensive income (loss)	(38)	(1)	1	(38)
Balance as of September 30, 2021	$ 5	$ 7	$ (253)	$ (241)

(Dollars in millions)	Securities AFS	Cash Flow Hedges	Pension and Post-retirement Plans	Total
Balance as of January 1, 2021	$ 108	$ 12	$ (260)	$ (140)
Net unrealized gains (losses)	(103)	(1)	1	(103)
Amounts reclassified from AOCI	—	(4)	6	2
Other comprehensive income (loss)	(103)	(5)	7	(101)
Balance as of September 30, 2021	$ 5	$ 7	$ (253)	$ (241)

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	**2022**	2021	**2022**	2021	**Affected line item in the statement where net income is presented**
Cash Flow Hedges:					
Realized (gains) losses on cash flow hedges	**$ 5**	$ (2)	**$ 9**	$ (6)	Interest and fees on loans and leases
Tax expense (benefit)	**(1)**	1	**(2)**	2	Income tax expense
	4	(1)	**7**	(4)	
Pension and Postretirement Plans:					
Amortization of prior service cost and net actuarial (gain) loss	**4**	3	**8**	8	Other expense
Tax expense (benefit)	**(1)**	(1)	**(2)**	(2)	Income tax expense
	3	2	**6**	6	
Total reclassification from AOCI	**$ 7**	$ 1	**$ 13**	$ 2	

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, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Net income	**$ 268**	$ 235	**$ 642**	$ 781
Net income attributable to noncontrolling interest	**3**	3	**8**	9
Net income attributable to controlling interest	**265**	232	**634**	772
Preferred stock dividends	**8**	8	**24**	29
Net income available to common shareholders	**$ 257**	$ 224	**$ 610**	$ 743
Weighted average common shares outstanding—basic	**535,986**	545,818	**534,613**	549,434
Effect of dilutive restricted stock, performance equity awards and options	**6,655**	4,001	**7,258**	4,765
Effect of dilutive convertible preferred stock (a)	**27,512**	—	**21,667**	—
Weighted average common shares outstanding—diluted	**570,153**	549,819	**563,538**	554,199
Basic earnings per common share	**$ 0.48**	$ 0.41	**$ 1.14**	$ 1.35
Diluted earnings per common share	**$ 0.45**	$ 0.41	**$ 1.08**	$ 1.34

(a) During the first quarter of 2022, FHN issued $494 million of Series G Convertible Preferred Stock, which is convertible into common stock upon completion of the Pending TD Merger or the termination of the TD Merger Agreement. 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, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Stock options excluded from the calculation of diluted EPS	**11**	2,901	**35**	1,431
Weighted average exercise price of stock options excluded from the calculation of diluted EPS	**$ 26.03**	$ 17.75	**$ 25.65**	$ 20.64
Other equity awards excluded from the calculation of diluted EPS	**493**	2,464	**199**	1,394

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, 2022, 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, 2022, 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.

Exposures from pre-2009 Mortgage Business

FHN is contending with indemnification claims related to "other whole loans sold," which were mortgage loans originated by FHN before 2009 and sold outside of a securitization organized by FHN. These claims generally assert that FHN-originated loans contributed to losses in connection with mortgage loans securitized by the buyer of the loans. The claims generally do not include specific deficiencies for specific loans sold by FHN. Instead, the claims generally assert that FHN is liable for a share of the claimant's loss estimated by assessing the totality of the

other whole loans sold by FHN to claimant in relation to the totality of the larger number of loans securitized by claimant. FHN is unable to estimate an RPL range for these matters due to significant uncertainties regarding: the number of, and the facts underlying, the loan originations which claimants assert are indemnifiable; the applicability of FHN's contractual indemnity covenants to those facts and originations; and, in those cases where an indemnity claim may be supported, whether any legal defenses, counterclaims, other counter-positions, or third-party claims might eliminate or reduce claims against FHN or their impact on FHN.

FHN also has indemnification claims related to servicing obligations. The most significant is from 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.

FHN has additional potential exposures related to its pre-2009 mortgage businesses. A few of those matters have become litigation which FHN currently estimates are immaterial, some are non-litigation claims or threats, some are mere subpoenas or other requests for information, and in some areas FHN has no indication of any active or threatened dispute. Some of those matters might eventually result in settlements, and some might eventually result in adverse litigation outcomes, but none are included in the material loss contingency liabilities mentioned above or in the RPL range mentioned above.

Mortgage Loan Repurchase and Foreclosure Liability

FHN's repurchase and foreclosure liability, primarily related to its pre-2009 mortgage businesses, is comprised of accruals to cover estimated loss content in the active pipeline (consisting of mortgage loan repurchase, make-whole, foreclosure/servicing demands and certain related exposures), estimated future inflows, and estimated loss content related to certain known claims not currently included in the active pipeline. 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 and $17 million as of September 30, 2022 and December 31, 2021, respectively. 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.

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 a contribution of $6 million to the qualified pension plan in 2021. Management does not currently anticipate that FHN will make a contribution to the qualified pension plan in 2022.

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 2021. FHN anticipates making benefit payments under the non-qualified plans of $5 million in 2022.

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 18 - Retirement Plans and Other Employee Benefits in FHN's 2021 Annual Report on Form 10-K, as amended.

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)	**2022**	2021	**2022**	2021
Components of net periodic benefit cost				
Interest cost	**$ 5**	$ 4	**$ 15**	$ 12
Expected return on plan assets	**(6)**	(7)	**(18)**	(15)
Amortization of unrecognized:				
Actuarial (gain) loss	**4**	2	**8**	6
Other	**—**	—	**—**	2
Net periodic benefit cost	**$ 3**	$ (1)	**$ 5**	$ 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 consumer and commercial 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. 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, 2022 and 2021:

SEGMENT FINANCIAL INFORMATION

	Three Months Ended September 30, 2022			
(Dollars in millions)	**Regional Banking**	**Specialty Banking**	**Corporate**	**Consolidated**
Net interest income (expense)	**$ 517**	**$ 138**	**$ 7**	**$ 662**
Provision for credit losses	**43**	**17**	**—**	**60**
Noninterest income (a)	**110**	**64**	**39**	**213**
Noninterest expense (b)	**304**	**104**	**61**	**469**
Income (loss) before income taxes	**280**	**81**	**(15)**	**346**
Income tax expense (benefit)	**65**	**20**	**(7)**	**78**
Net income (loss)	**$ 215**	**$ 61**	**$ (8)**	**$ 268**
Average assets	**$ 42,815**	**$ 19,749**	**$ 19,986**	**$ 82,550**

	Three Months Ended September 30, 2021			
(Dollars in millions)	Regional Banking	Specialty Banking	Corporate	Consolidated
Net interest income (expense)	$ 444	$ 154	$ (106)	$ 492
Provision for credit losses	(52)	(33)	—	(85)
Noninterest income	113	142	(8)	247
Noninterest expense (b)	292	139	95	526
Income (loss) before income taxes	317	190	(209)	298
Income tax expense (benefit)	74	46	(57)	63
Net income (loss)	$ 243	$ 144	$ (152)	$ 235
Average assets	$ 40,908	$ 20,505	$ 26,988	$ 88,401

(a) 2022 includes a $21 million gain related to the sale of the title insurance business in the Corporate segment.
(b) 2022 and 2021 includes $24 million and $46 million, respectively, in merger and integration expenses related to the IBKC merger and Pending TD Merger in the Corporate segment.

	Nine Months Ended September 30, 2022			
(Dollars in millions)	**Regional Banking**	**Specialty Banking**	**Corporate**	**Consolidated**
Net interest income (expense)	**$ 1,410**	**$ 424**	**$ (151)**	**$ 1,683**
Provision for credit losses	**64**	**(4)**	**(10)**	**50**
Noninterest income (a)	**337**	**265**	**40**	**642**
Noninterest expense (b)	**911**	**349**	**190**	**1,450**
Income (loss) before income taxes	**772**	**344**	**(291)**	**825**
Income tax expense (benefit)	**181**	**84**	**(82)**	**183**
Net income (loss)	**$ 591**	**$ 260**	**$ (209)**	**$ 642**
Average assets	**$ 41,779**	**$ 20,071**	**$ 23,949**	**$ 85,799**

	Nine Months Ended September 30, 2021			
(Dollars in millions)	Regional Banking	Specialty Banking	Corporate	Consolidated
Net interest income (expense)	$ 1,319	$ 466	$ (289)	$ 1,496
Provision for credit losses	(169)	(60)	(16)	(245)
Noninterest income	323	477	29	829
Noninterest expense (b)	837	441	289	1,567
Income (loss) before income taxes	974	562	(533)	1,003
Income tax expense (benefit)	228	136	(142)	222
Net income (loss)	$ 746	$ 426	$ (391)	$ 781
Average assets	$ 41,931	$ 20,717	$ 24,483	$ 87,131

(a) 2022 includes a $21 million gain related to the sale of the title insurance business in the Corporate segment.
(b) 2022 and 2021 includes $99 million and $148 million, respectively, in merger and integration expenses related to the IBKC merger and Pending TD Merger 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, 2022 and 2021:

NONINTEREST INCOME DETAIL BY SEGMENT

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

(Dollars in millions)	Three months ended September 30, 2021			
	Regional Banking	Specialty Banking	Corporate	Consolidated
Noninterest income:				
Fixed income (a)	$ —	$ 96	$ —	$ 96
Deposit transactions and cash management	40	3	1	44
Brokerage, management fees and commissions	24	—	—	24
Mortgage banking and title income	—	34	—	34
Card and digital banking fees	18	1	2	21
Other service charges and fees	6	5	1	12
Trust services and investment management	13	—	—	13
Securities gains (losses), net (b)	—	—	1	1
Deferred compensation income	—	—	3	3
Loss on debt extinguishment	—	—	(23)	(23)
Other income (c)	12	3	7	22
Total noninterest income	$ 113	$ 142	$ (8)	$ 247

(a) 2022 and 2021 includes $13 million and $12 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.

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

(Dollars in millions)	Nine Months Ended September 30, 2021			
	Regional Banking	Specialty Banking	Corporate	Consolidated
Noninterest income:				
Fixed income (a)	$ 1	$ 323	$ —	$ 324
Deposit transactions and cash management	117	8	5	130
Brokerage, management fees and commissions	65	—	—	65
Mortgage banking and title income	—	124	2	126
Card and digital banking fees	51	2	6	59
Other service charges and fees	18	12	2	32
Trust services and investment management	39	—	—	39
Securities gains (losses), net (b)	—	—	12	12
Deferred compensation income	—	—	12	12
Loss on debt extinguishment	—	—	(23)	(23)
Other income (c)	32	8	13	53
Total noninterest income	$ 323	$ 477	$ 29	$ 829

(a) 2022 and 2021 includes $33 million and $35 million for 2022 and 2021, 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, 2022 and December 31, 2021:

CONSOLIDATED VIEs

(Dollars in millions)	**September 30, 2022**	December 31, 2021
Assets:		
Other assets	**$ 173**	$ 205
Liabilities:		
Other liabilities	**$ 146**	$ 179

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, 2022 and 2021.

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, 2022 and 2021 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)	**2022**	2021	**2022**	2021
Income tax expense (benefit):				
Amortization of qualifying LIHTC investments	**$ 11**	$ 9	**$ 33**	$ 26
Low income housing tax credits	**(11)**	(8)	**(35)**	(25)
Other tax benefits related to qualifying LIHTC investments	**(3)**	(2)	**(9)**	(7)

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 Troubled Debt Restructurings

For certain troubled commercial loans, First Horizon Bank restructures the terms of the borrower's debt in an effort to increase the probability of receipt of amounts contractually due. Following a troubled debt restructuring, 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, 2022 and December 31, 2021:

NONCONSOLIDATED VIEs AT SEPTEMBER 30, 2022

(Dollars in millions)	Maximum Loss Exposure	Liability Recognized	Classification
Type			
Low income housing partnerships	$ 445	$ 160	(a)
Other tax credit investments (b)	87	67	Other assets
Small issuer trust preferred holdings (c)	172	—	Loans and leases
On-balance sheet trust preferred securitization	27	87	(d)
Holdings of agency mortgage-backed securities (c)	8,785	—	(e)
Commercial loan troubled debt restructurings (f)	55	—	Loans and leases
Proprietary trust preferred issuances (g)	—	167	Term borrowings

(a) Maximum loss exposure represents $285 million of current investments and $160 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 $296 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 $55 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.

NONCONSOLIDATED VIEs AT DECEMBER 31, 2021

(Dollars in millions)	Maximum Loss Exposure	Liability Recognized	Classification
Type			
Low income housing partnerships	$ 382	$ 129	(a)
Other tax credit investments (b)	77	56	Other assets
Small issuer trust preferred holdings (c)	195	—	Loans and leases
On-balance sheet trust preferred securitization	27	87	(d)
Holdings of agency mortgage-backed securities (c)	8,550	—	(e)
Commercial loan troubled debt restructurings (f)	98	—	Loans and leases
Proprietary trust preferred issuances (g)	—	167	Term borrowings

(a) Maximum loss exposure represents $253 million of current investments and $129 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 $526 million classified as trading securities, $712 million classified as held to maturity and $7.3 billion classified as securities available for sale.
(f) Maximum loss exposure represents $94 million of current receivables and $4 million of 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, 2022 and December 31, 2021, respectively, FHN had $220 million and $181 million of cash receivables and $39 million and $102 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 $34 million and $85 million for the three months ended September 30, 2022 and 2021, $133 million

and $291 million for the nine months ended September 30, 2022 and 2021, 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 tables summarize derivatives associated with FHNF's trading activities as of September 30, 2022 and December 31, 2021:

DERIVATIVES ASSOCIATED WITH TRADING

	September 30, 2022		
(Dollars in millions)	**Notional**	**Assets**	**Liabilities**
Customer interest rate contracts	**$ 3,112**	**$ 3**	**$ 291**
Offsetting upstream interest rate contracts	**3,112**	**80**	**3**
Option contracts purchased	**10**	**—**	**—**
Forwards and futures purchased	**2,089**	**4**	**36**
Forwards and futures sold	**2,204**	**40**	**3**

	December 31, 2021		
(Dollars in millions)	Notional	Assets	Liabilities
Customer interest rate contracts	$ 3,587	$ 84	$ 41
Offsetting upstream interest rate contracts	3,587	4	8
Option contracts purchased	13	—	—
Forwards and futures purchased	4,430	2	9
Forwards and futures sold	5,044	10	2

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, 2022 and December 31, 2021:

DERIVATIVES ASSOCIATED WITH INTEREST RATE RISK MANAGEMENT

	September 30, 2022		
(Dollars in millions)	**Notional**	**Assets**	**Liabilities**
Customer Interest Rate Contracts Hedging			
Hedging Instruments and Hedged Items:			
Customer interest rate contracts	**$ 8,315**	**$ —**	**$ 611**
Offsetting upstream interest rate contracts	**8,315**	**184**	**—**

(Dollars in millions)	December 31, 2021 Notional	Assets	Liabilities
Customer Interest Rate Contracts Hedging			
Hedging Instruments and Hedged Items:			
Customer interest rate contracts	$ 8,037	$ 202	$ 29
Offsetting upstream interest rate contracts	8,037	4	15

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, 2022 and 2021:

DERIVATIVE GAINS (LOSSES) ASSOCIATED WITH INTEREST RATE RISK MANAGEMENT

(Dollars in millions)	Three Months Ended September 30, 2022 Gains (Losses)	Three Months Ended September 30, 2021 Gains (Losses)	Nine Months Ended September 30, 2022 Gains (Losses)	Nine Months Ended September 30, 2021 Gains (Losses)
Customer Interest Rate Contracts Hedging				
Hedging Instruments and Hedged Items:				
Customer interest rate contracts (a)	**$ 271**	$ (29)	**$ 788**	$ (197)
Offsetting upstream interest rate contracts (a)	**(271)**	29	**(788)**	197

(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. In conjunction with the IBKC merger, FHN acquired interest rate contracts (floors and collars) which have been re-designated as cash flow hedges. The debt instruments primarily consist of held-to-maturity commercial loans that have variable interest payments based on 1-month LIBOR.

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, 2022 and December 31, 2021:

DERIVATIVES ASSOCIATED WITH CASH FLOW HEDGES

(Dollars in millions)	September 30, 2022 Notional	Assets	Liabilities
Cash Flow Hedges			
Hedging Instruments:			
Interest rate contracts	**$ 5,525**	**$ —**	**$ 82**
Hedged Items:			
Variability in cash flows related to debt instruments (primarily loans)	**N/A**	**$ 5,525**	**N/A**

(Dollars in millions)	December 31, 2021 Notional	Assets	Liabilities
Cash Flow Hedges			
Hedging Instruments:			
Interest rate contracts	$ 1,100	$ 13	$ —
Hedged Items:			
Variability in cash flows related to debt instruments (primarily loans)	N/A	$ 1,100	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, 2022 and 2021:

DERIVATIVE GAINS (LOSSES) ASSOCIATED WITH CASH FLOW HEDGES

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	**2022**	2021
(Dollars in millions)	**Gains (Losses)**	Gains (Losses)	**Gains (Losses)**	Gains (Losses)
Cash Flow Hedges				
Hedging Instruments:				
Interest rate contracts (a)	**$ (138)**	$ (6)	**$ (105)**	$ (20)
Gain (loss) recognized in other comprehensive income (loss)	**(103)**	—	**(149)**	(1)
Gain (loss) reclassified from AOCI into interest income	**4**	(1)	**7**	(4)

(a) Approximately $20 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

(Dollars in millions)	**September 30, 2022 Notional**	**Assets**	**Liabilities**
Mortgage Banking Hedges			
Option contracts written	**$ 92**	**$ —**	**$ 1**
Forward contracts written	**136**	**5**	**—**

(Dollars in millions)	December 31, 2021 Notional	Assets	Liabilities
Mortgage Banking Hedges			
Option contracts written	$ 241	$ 4	$ —
Forward contracts written	404	—	—

The following table summarizes gains (losses) on FHN's derivatives associated with mortgage banking activities for the three and nine months ended September 30, 2022 and 2021:

DERIVATIVE GAINS (LOSSES) ASSOCIATED WITH MORTGAGE BANKING HEDGES

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	2021	**2022**	2021
(Dollars in millions)	**Gains (Losses)**	Gains (Losses)	**Gains (Losses)**	Gains (Losses)
Mortgage Banking Hedges				
Option contracts written	**$ 4**	$ (3)	**$ 5**	$ (12)
Forward contracts written	**6**	—	**33**	—
Forward contracts purchased	**—**	(2)	**—**	10

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, 2022 and December 31, 2021, the derivative liabilities associated with the sales of Visa Class B shares were $20 million and $23 million, respectively. FHN recognized $12 million in derivative valuation adjustments related to prior sales of Visa Class B shares for the nine months ended September 30, 2022 and $19 million for the year ended December 31, 2021. 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, 2022 and December 31, 2021, these loans were valued at $11 million and $7 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, 2022 and December 31, 2021, the notional values of FHN's risk participations were $217 million and $257 million of derivative assets and $738 million and $500 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, 2022 and December 31, 2021, 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, 2022 and December 31, 2021, 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 entered into prior to required central clearing 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 $5 million of assets and $290 million of liabilities on September 30, 2022, and $67 million of assets and $26 million of liabilities on December 31, 2021. As of September 30, 2022 and December 31, 2021, FHN had received collateral of $110 million and $205 million and posted collateral of $61 million and $14 million, respectively, in the normal course of business related to these agreements.

Certain agreements entered into prior to required central clearing 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 $194 million of assets and $290 million of liabilities on September 30, 2022, and $74 million of assets and $30 million of liabilities on December 31, 2021. As of September 30, 2022 and December 31, 2021, FHN had received collateral of $302 million and $213 million and posted collateral of $61 million and $18 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, 2022 and December 31, 2021:

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, 2022						
Interest rate derivative contracts	**$ 267**	**$ —**	**$ 267**	**$ (54)**	**$ (196)**	**$ 17**
Forward contracts	**44**	**—**	**44**	**(11)**	**(28)**	**5**
	$ 311	**$ —**	**$ 311**	**$ (65)**	**$ (224)**	**$ 22**
December 31, 2021						
Interest rate derivative contracts	$ 311	$ —	$ 311	$ (32)	$ (181)	$ 98
Forward contracts	12	—	12	(4)	(3)	5
	$ 323	$ —	$ 323	$ (36)	$ (184)	$ 103

(a) Included in other assets on the Consolidated Balance Sheets. As of September 30, 2022 and December 31, 2021, $7 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, 2022 and December 31, 2021:

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, 2022						
Interest rate derivative contracts	**$ 988**	**$ —**	**$ 988**	**$ (54)**	**$ (180)**	**$ 754**
Forward contracts	**39**	**—**	**39**	**(11)**	**(10)**	**18**
	$ 1,027	**$ —**	**$ 1,027**	**$ (65)**	**$ (190)**	**$ 772**
December 31, 2021						
Interest rate derivative contracts	$ 93	$ —	$ 93	$ (32)	$ (38)	$ 23
Forward contracts	10	—	10	(4)	(1)	5
	$ 103	$ —	$ 103	$ (36)	$ (39)	$ 28

(a) Included in other liabilities on the Consolidated Balance Sheets. As of September 30, 2022 and December 31, 2021, $21 million and $24 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, 2022 and December 31, 2021:

SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL

(Dollars in millions)	Gross amounts of recognized assets	Gross amounts offset in the Balance Sheets	Net amounts of assets presented in the Balance Sheets	Gross amounts not offset in the Balance Sheets: Offsetting securities sold under agreements to repurchase	Gross amounts not offset in the Balance Sheets: Securities collateral (not recognized on FHN's Balance Sheets)	Net amount
Securities purchased under agreements to resell:						
September 30, 2022	**$ 492**	**$ —**	**$ 492**	**$ (11)**	**$ (479)**	**$ 2**
December 31, 2021	488	—	488	(10)	(476)	2

The following table provides details of securities sold under agreements to repurchase and collateral pledged by FHN as of September 30, 2022 and December 31, 2021:

SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

(Dollars in millions)	Gross amounts of recognized liabilities	Gross amounts offset in the Balance Sheets	Net amounts of liabilities presented in the Balance Sheets	Gross amounts not offset in the Balance Sheets: Offsetting securities purchased under agreements to resell	Gross amounts not offset in the Balance Sheets: Securities/ government guaranteed loans collateral	Net amount
Securities sold under agreements to repurchase:						
September 30, 2022	**$ 658**	**$ —**	**$ 658**	**$ (11)**	**$ (647)**	**$ —**
December 31, 2021	1,247	—	1,247	(10)	(1,237)	—

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 tables provide details, by collateral type, of the remaining contractual maturity of securities sold under agreements to repurchase as of September 30, 2022 and December 31, 2021:

MATURITIES OF SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

(Dollars in millions)	**September 30, 2022** Overnight and Continuous	Up to 30 Days	Total
Securities sold under agreements to repurchase:			
U.S. treasuries	**$ 11**	**$ —**	**$ 11**
Government agency issued MBS	**558**	**—**	**558**
Government agency issued CMO	**89**	**—**	**89**
Total securities sold under agreements to repurchase	**$ 658**	**$ —**	**$ 658**

(Dollars in millions)	December 31, 2021 Overnight and Continuous	Up to 30 Days	Total
Securities sold under agreements to repurchase:			
U.S. treasuries	$ 33	$ —	$ 33
Government agency issued MBS	1,068	—	1,068
Other U.S. government agencies	31	—	31
Government guaranteed loans (SBA and USDA)	115	—	115
Total securities sold under agreements to repurchase	$ 1,247	$ —	$ 1,247

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 tables present the balances of assets and liabilities measured at fair value on a recurring basis as of September 30, 2022 and December 31, 2021:

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

	September 30, 2022			
(Dollars in millions)	Level 1	Level 2	Level 3	Total
Trading securities:				
U.S. treasuries	$ —	$ 53	$ —	$ 53
Government agency issued MBS	—	60	—	60
Government agency issued CMO	—	236	—	236
Other U.S. government agencies	—	147	—	147
States and municipalities	—	31	—	31
Corporate and other debt	—	871	—	871
Interest-only strips (elected fair value)	—	—	23	23
Total trading securities	—	1,398	23	1,421
Loans held for sale (elected fair value)	—	69	20	89
Securities available for sale:				
Government agency issued MBS	—	4,690	—	4,690
Government agency issued CMO	—	2,415	—	2,415
Other U.S. government agencies	—	1,056	—	1,056
States and municipalities	—	557	—	557
Total securities available for sale	—	8,718	—	8,718
Other assets:				
Deferred compensation mutual funds	106	—	—	106
Equity, mutual funds, and other	22	—	—	22
Derivatives, forwards and futures	49	—	—	49
Derivatives, interest rate contracts	—	267	—	267
Derivatives, other	—	2	—	2
Total other assets	177	269	—	446
Total assets	$ 177	$ 10,454	$ 43	$ 10,674
Trading liabilities:				
U.S. treasuries	$ —	$ 326	$ —	$ 326
Corporate and other debt	—	57	—	57
Total trading liabilities	—	383	—	383
Other liabilities:				
Derivatives, forwards and futures	39	—	—	39
Derivatives, interest rate contracts	—	988	—	988
Derivatives, other	—	2	20	22
Total other liabilities	39	990	20	1,049
Total liabilities	$ 39	$ 1,373	$ 20	$ 1,432

	December 31, 2021			
(Dollars in millions)	Level 1	Level 2	Level 3	Total
Trading securities:				
U.S. treasuries	$ —	$ 85	$ —	$ 85
Government agency issued MBS	—	464	—	464
Government agency issued CMO	—	62	—	62
Other U.S. government agencies	—	276	—	276
States and municipalities	—	34	—	34
Corporate and other debt	—	642	—	642
Interest-only strips (elected fair value)	—	—	38	38
Total trading securities	—	1,563	38	1,601
Loans held for sale (elected fair value)	—	230	28	258
Securities available for sale:				
Government agency issued MBS	—	5,055	—	5,055
Government agency issued CMO	—	2,257	—	2,257
Other U.S. government agencies	—	850	—	850
States and municipalities	—	545	—	545
Total securities available for sale	—	8,707	—	8,707
Other assets:				
Deferred compensation mutual funds	125	—	—	125
Equity, mutual funds, and other	25	—	—	25
Derivatives, forwards and futures	12	—	—	12
Derivatives, interest rate contracts	—	311	—	311
Derivatives, other	—	1	—	1
Total other assets	162	312	—	474
Total assets	$ 162	$ 10,812	$ 66	$ 11,040
Trading liabilities:				
U.S. treasuries	$ —	$ 334	$ —	$ 334
Government agency issued MBS	—	1	—	1
Corporate and other debt	—	91	—	91
Total trading liabilities	—	426	—	426
Other liabilities:				
Derivatives, forwards and futures	11	—	—	11
Derivatives, interest rate contracts	—	93	—	93
Derivatives, other	—	1	23	24
Total other liabilities	11	94	23	128
Total liabilities	$ 11	$ 520	$ 23	$ 554

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, 2022 and 2021 on a recurring basis are summarized as follows:

CHANGES IN LEVEL 3 ASSETS & LIABILITIES MEASURED AT FAIR VALUE

	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)

	Three Months Ended September 30, 2021					
(Dollars in millions)	Interest-only strips-AFS		Loans held for sale		Net derivative liabilities	
Balance on July 1, 2021	$ 30		$ 25		$ (18)	
Total net gains (losses) included in net income	1		—		—	
Purchases	—		3		—	
Sales	(35)		(8)		—	
Settlements	—		—		2	
Net transfers into (out of) Level 3	20	(b)	4		—	
Balance on September 30, 2021	$ 16		$ 24		$ (16)	
Net unrealized gains (losses) included in net income	$ —	(c)	$ —	(a)	$ —	(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, 2022 and 2021, on a recurring basis are summarized as follows:

CHANGES IN LEVEL 3 ASSETS & LIABILITIES MEASURED AT FAIR VALUE

	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)

	Nine Months Ended September 30, 2021							
(Dollars in millions)	Interest-only strips-AFS		Loans held for sale		Loans held for investment		Net derivative liabilities	
Balance on January 1, 2021	$ 32		$ 12		$ 16		$ (14)	
Total net gains (losses) included in net income	5		2		—		(9)	
Purchases	—		8		—		—	
Sales	(68)		(18)		—		—	
Settlements	—		(2)		(2)		7	
Net transfers into (out of) Level 3	47	(b)	22	(e)	(14)	(e)	—	
Balance on September 30, 2021	$ 16		$ 24		$ —		$ (16)	
Net unrealized gains (losses) included in net income	$ —	(c)	$ 2	(a)	$ —		$ (9)	(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.
(e) The loans held for investment at fair value option portfolio was transferred to the loans held for sale portfolio on April 1, 2021.

There were no net unrealized gains (losses) for Level 3 assets and liabilities included in other comprehensive income as of September 30, 2022 and 2021.

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, 2022, and December 31, 2021, 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, 2022			
(Dollars in millions)	Level 1	Level 2	Level 3	Total
Loans held for sale—SBAs and USDA	$ —	$ 556	$ —	$ 556
Loans and leases (a)	—	—	122	122
OREO (b)	—	—	3	3
Other assets (c)	—	—	40	40

	Carrying value at December 31, 2021			
(Dollars in millions)	Level 1	Level 2	Level 3	Total
Loans held for sale—SBAs and USDA	$ —	$ 852	$ 1	$ 853
Loans held for sale—first mortgages	—	—	1	1
Loans and leases (a)	—	—	84	84
OREO (b)	—	—	3	3
Other assets (c)	—	—	30	30

(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, 2022 and 2021:

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)	**2022**	2021	**2022**	2021
Loans held for sale—SBAs and USDA	**$ (2)**	$ (2)	**$ (4)**	$ (3)
Loans and leases (a)	**(6)**	(9)	**(7)**	(12)
OREO (b)	**—**	—	**—**	(1)
Other assets (c)	**(3)**	(2)	**(5)**	(2)
	$ (11)	$ (13)	**$ (16)**	$ (18)

(a) 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 the three and nine months ended September 30, 2022, FHN recognized less than $1 million of fixed asset and leased asset impairments and less than $1 million of fixed asset recoveries for both periods. These amounts were primarily recognized in the Corporate segment.

For the three and nine months ended September 30, 2021, FHN recognized less than $1 million of fixed asset recoveries and $33 million of fixed asset impairments, respectively, and less than $1 million of leased asset recoveries and $3 million of leased asset impairments, respectively, primarily related to continuing acquisition integration efforts associated with reduction of leased office space and banking center optimization. These amounts were primarily recognized in the Corporate segment.

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.

Level 3 Measurements

The following tables provide information regarding the unobservable inputs utilized in determining the fair value of Level 3 recurring and non-recurring measurements as of September 30, 2022 and December 31, 2021:

UNOBSERVABLE INPUTS USED IN LEVEL 3 FAIR VALUE MEASUREMENTS

(Dollars in millions)

Level 3 Class	Fair Value at September 30, 2022	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%	12%
			Bond equivalent yield	15% - 17%	15%
Loans held for sale - residential real estate	$ 20	Discounted cash flow	Prepayment speeds - First mortgage	2% - 9%	3%
			Foreclosure losses	63% - 77%	65%
			Loss severity trends - First mortgage	0% - 10% of UPB	6%
Derivative liabilities, other	$ 20	Discounted cash flow	Visa covered litigation resolution amount	$5.4 billion - $6.2 billion	$5.9 billion
			Probability of resolution scenarios	10% - 30%	24%
			Time until resolution	3 - 33 months	22 months
Loans and leases (a)	$ 122	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)	$ 40	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, 2021	Valuation Techniques	Unobservable Input	Range	Weighted Average (d)
Trading securities - SBA interest-only strips	$ 38	Discounted cash flow	Constant prepayment rate	11% - 12%	11%
			Bond equivalent yield	11% - 14%	11%
Loans held for sale - residential real estate	$ 29	Discounted cash flow	Prepayment speeds - First mortgage	4% - 12%	5%
			Foreclosure losses	54% - 66%	65%
			Loss severity trends - First mortgage	1% - 14% of UPB	8%
Loans held for sale - unguaranteed interest in SBA loans	$ 1	Discounted cash flow	Constant prepayment rate	8% - 12%	10%
			Bond equivalent yield	11%	11%
Derivative liabilities, other	$ 23	Discounted cash flow	Visa covered litigation resolution amount	$5.8 billion - $6.2 billion	$6.0 billion
			Probability of resolution scenarios	15% - 35%	24%
			Time until resolution	12 - 36 months	25 months
Loans and leases (a)	$ 84	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)	$ 30	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. SBA interest-only strips were transferred from AFS to trading securities on October 1, 2021.

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.

Loans held for investment

Constant prepayment rate, constant default rate and loss severity trends are significant unobservable inputs used in the fair value measurement of loans held for investment. Increases (decreases) in each of these inputs in isolation result in negative (positive) effects on the valuation of the associated loans.

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 has 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.

FHN also had a portion of mortgage loans held for investment for which the fair value option was elected upon origination and which were accounted for at fair value. This portion of mortgage loans held for investment at fair value option was transferred to the loans held for sale portfolio on April 1, 2021.

The following tables reflect 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, 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	**$ 89**	**$ 96**	**$ (7)**
Nonaccrual loans	**4**	**8**	**(4)**

	December 31, 2021		
(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	$ 258	$ 264	$ (6)
Nonaccrual loans	4	7	(3)

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)	**2022**	2021	**2022**	2021
Changes in fair value included in net income:				
Mortgage banking and title noninterest income				
Loans held for sale	**$ (4)**	$ (3)	**$ (10)**	$ (8)

For the three and nine months ended September 30, 2022 and 2021, 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. SBA interest-only strips were transferred from AFS to trading on October 1, 2021.

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. Starting in October 2020, 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, 2022 and December 31, 2021, 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 tables summarize the book value and estimated fair value of financial instruments recorded in the Consolidated Balance Sheets as of September 30, 2022 and December 31, 2021:

BOOK VALUE AND ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS

	September 30, 2022				
		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	$ 31,325	$ —	$ —	$ 31,084	$ 31,084
Commercial real estate	12,873	—	—	12,735	12,735
Consumer:					
Consumer real estate	11,671	—	—	11,550	11,550
Credit card and other	821	—	—	825	825
Total loans and leases, net of allowance for loan and lease losses	56,690	—	—	56,194	56,194
Short-term financial assets:					
Interest-bearing deposits with banks	3,241	3,241	—	—	3,241
Federal funds sold	198	—	198	—	198
Securities purchased under agreements to resell	492	—	492	—	492
Total short-term financial assets	3,931	3,241	690	—	3,931
Trading securities (a)	1,421	—	1,398	23	1,421
Loans held for sale:					
Mortgage loans (elected fair value) (a)	89	—	69	20	89
USDA & SBA loans - LOCOM	557	—	559	—	559
Mortgage loans - LOCOM	34	—	—	34	34
Total loans held for sale	680	—	628	54	682
Securities available for sale (a)	8,718	—	8,718	—	8,718
Securities held to maturity	1,385	—	1,222	—	1,222
Derivative assets (a)	318	49	269	—	318
Other assets:					
Tax credit investments	530	—	—	530	530
Deferred compensation mutual funds	106	106	—	—	106
Equity, mutual funds, and other (b)	251	22	—	229	251
Total other assets	887	128	—	759	887
Total assets	$ 74,030	$ 3,418	$ 12,925	$ 57,030	$ 73,373
Liabilities:					
Defined maturity deposits	$ 2,671	$ —	$ 2,668	$ —	$ 2,668
Trading liabilities (a)	383	—	383	—	383
Short-term financial liabilities:					
Federal funds purchased	496	—	496	—	496
Securities sold under agreements to repurchase	657	—	657	—	657
Other short-term borrowings	263	—	263	—	263
Total short-term financial liabilities	1,416	—	1,416	—	1,416
Term borrowings:					
Real estate investment trust-preferred	46	—	—	47	47
Term borrowings—new market tax credit investment	66	—	—	59	59
Secured borrowings	4	—	—	4	4
Junior subordinated debentures	148	—	—	150	150
Other long term borrowings	1,333	—	1,331	—	1,331
Total term borrowings	1,597	—	1,331	260	1,591
Derivative liabilities (a)	1,049	39	990	20	1,049
Total liabilities	$ 7,116	$ 39	$ 6,788	$ 280	$ 7,107

(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 $26 million and FRB stock of $203 million.

(Dollars in millions)	December 31, 2021				
	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	$ 30,734	$ —	$ —	$ 31,020	$ 31,020
Commercial real estate	11,955	—	—	11,986	11,986
Consumer:					
Consumer real estate	10,609	—	—	11,111	11,111
Credit card and other	891	—	—	906	906
Total loans and leases, net of allowance for loan and lease losses	54,189	—	—	55,023	55,023
Short-term financial assets:					
Interest-bearing deposits with banks	14,907	14,907	—	—	14,907
Federal funds sold	153	—	153	—	153
Securities purchased under agreements to resell	488	—	488	—	488
Total short-term financial assets	15,548	14,907	641	—	15,548
Trading securities (a)	1,601	—	1,563	38	1,601
Loans held for sale:					
Mortgage loans (elected fair value) (a)	258	—	230	28	258
USDA & SBA loans - LOCOM	853	—	855	1	856
Other loans - LOCOM	24	—	24	—	24
Mortgage loans - LOCOM	37	—	—	37	37
Total loans held for sale	1,172	—	1,109	66	1,175
Securities available for sale (a)	8,707	—	8,707	—	8,707
Securities held to maturity	712	—	705	—	705
Derivative assets (a)	324	12	312	—	324
Other assets:					
Tax credit investments	456	—	—	450	450
Deferred compensation mutual funds	125	125	—	—	125
Equity, mutual funds, and other (b)	257	25	—	232	257
Total other assets	838	150	—	682	832
Total assets	$ 83,091	$ 15,069	$ 13,037	$ 55,809	$ 83,915
Liabilities:					
Defined maturity deposits	$ 3,500	$ —	$ 3,524	$ —	$ 3,524
Trading liabilities (a)	426	—	426	—	426
Short-term financial liabilities:					
Federal funds purchased	775	—	775	—	775
Securities sold under agreements to repurchase	1,247	—	1,247	—	1,247
Other short-term borrowings	102	—	102	—	102
Total short-term financial liabilities	2,124	—	2,124	—	2,124
Term borrowings:					
Real estate investment trust-preferred	46	—	—	47	47
Term borrowings—new market tax credit investment	59	—	—	58	58
Secured borrowings	6	—	—	6	6
Junior subordinated debentures	148	—	—	150	150
Other long term borrowings	1,331	—	1,452	—	1,452
Total term borrowings	1,590	—	1,452	261	1,713
Derivative liabilities (a)	128	11	94	23	128
Total liabilities	$ 7,768	$ 11	$ 7,620	$ 284	$ 7,915

(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 $29 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, 2022 and December 31, 2021:

UNFUNDED COMMITMENTS

	Contractual Amount		Fair Value	
(Dollars in millions)	**September 30, 2022**	December 31, 2021	**September 30, 2022**	December 31, 2021
Unfunded Commitments:				
Loan commitments	**$ 26,747**	$ 24,229	**$ 1**	$ 1
Standby and other commitments	**716**	810	**7**	6

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, 2022, FHN had over 500 business locations in 22 states, including over 400 banking centers in 12 states, and employed more than 7,500 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 2021 Annual Report on Form 10-K, as amended.

Executive Overview

Merger Agreement with Toronto-Dominion Bank

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”), TD Bank US Holding Company, a Delaware corporation and indirect, wholly owned subsidiary of TD (“TD-US”), and Falcon Holdings Acquisition Co., a Delaware corporation and wholly owned subsidiary of TD-US (“Merger Sub”).

Pursuant to the TD Merger Agreement, FHN and Merger Sub will merge (the “First Holding Company Merger”), with FHN continuing as the surviving entity in the merger. Following the First Holding Company Merger, at the election of TD, FHN and TD-US will merge (the “Second Holding Company Merger” and, together with the First Holding Company Merger, the “Holding Company Mergers”), with TD-US continuing as the surviving entity in the merger.

Upon the terms and subject to the conditions set forth in the TD Merger Agreement, each share of FHN common stock, par value $0.625 per share, (“Company Common Stock”), issued and outstanding immediately prior to the effective time of the First Holding Company Merger (the “First Effective Time”) will be converted into the right to receive $25.00 (USD) per share in cash, without interest. If the transaction does not close on or before November 27, 2022, shareholders will receive an additional $0.65 per share of Company Common Stock on an annualized basis (or approximately 5.4 cents per month) for the period from November 27, 2022 through the day immediately prior to the closing. Each outstanding share of FHN’s preferred stock, series B, C, D, E and F, will remain issued outstanding in connection with the First Holding Company Merger. If TD elects to effect the Second Holding Company Merger, at the effective time of the Second Holding Company Merger, each outstanding share of FHN’s preferred stock will be converted into a share of a newly created, corresponding series of TD-US having terms as described in the Merger Agreement.

Following the completion of the First Holding Company Merger, at such time as determined by TD, First Horizon Bank and TD Bank, N.A., a national banking association (“TDBNA”) will merge, with TDBNA surviving as a subsidiary of TD-US (the “Bank Merger” and together with the Holding Company Mergers, the “Pending TD Merger”).

In connection with the TD Merger Agreement, TD purchased from FHN shares of non-voting Perpetual Convertible Preferred Stock, Series G, a new series of preferred stock of FHN (the “Series G Convertible Preferred Stock”) in a private placement transaction having an aggregate liquidation preference and purchase price of approximately $494 million, pursuant to a securities purchase agreement between FHN and TD entered into concurrently with the execution and delivery of the TD Merger Agreement. The Series G Convertible Preferred Stock is convertible into up to 4.9% of the outstanding shares of Company Common Stock in certain circumstances, including the closing of the Pending TD Merger or the termination of the TD Merger Agreement.

Financial Performance Summary

Third Quarter 2022 Highlights

FHN reported third quarter 2022 net income available to common shareholders of $257 million, or $0.45 per diluted share, compared to $166 million, or $0.29 per diluted share, in second quarter 2022 and $224 million, or $0.41 per diluted share, in third quarter 2021.

Net interest income of $662 million increased $120 million from second quarter 2022 reflecting the benefit of higher rates, loan growth, and higher investment portfolio income, partially offset by higher funding costs. Compared to third quarter 2021, net interest income increased $170 million, driven by higher earning asset yields and higher average investment portfolio balances.

Provision for credit losses was $60 million in third quarter 2022 compared to $30 million in second quarter 2022 largely reflecting the impact of loan growth, deterioration in the macroeconomic forecast and a preliminary estimate for potential losses related to Hurricane Ian. The provision for credit losses increased $145 million compared to a benefit of $85 million in third quarter 2021, as the benefit in the prior year reflected an improved macroeconomic outlook and positive credit grade migration.

Noninterest income of $213 million increased $12 million compared to second quarter 2022 largely driven by a gain of $21 million on the sale of FHN's title services business. Results also reflect higher deferred compensation income and securities gains offset by decreases in mortgage banking and title income and fixed income. Noninterest income decreased $34 million compared to third quarter 2021 primarily reflecting lower fixed income and mortgage banking and title income. Results also reflect the impact of a $23 million loss on the retirement of legacy IBKC trust preferred securities in third quarter 2021 and higher securities gains in third quarter 2022

Noninterest expense of $469 million decreased $19 million from second quarter 2022, largely reflecting the impact of $12 million in derivative valuation adjustments on prior Visa Class-B share sales in second quarter 2022. Compared with third quarter 2021, noninterest expense decreased $57 million largely reflecting decreases in personnel expense, legal and professional fees and contract employment and outsourcing. Merger and integration expenses related to the IBKC and Pending TD Mergers totaled $24 million for the third quarter of 2022 compared to $38 million in second quarter 2022 and $46 million in third quarter 2021.

Year-to-Date and Period End Highlights

For the nine months ended September 30, 2022, net income available to common shareholders was $610 million, or $1.08 per diluted share, compared to $743 million, or $1.34 per diluted share, for the nine months ended September 30, 2021. The decrease was the result of a $295 million increase in the provision for credit losses and a $187 million decrease in noninterest income, offset by a $187 million increase in net interest income and a $117 million decrease in noninterest expense.

Period-end loans and leases of $57.4 billion increased $2.5 billion from December 31, 2021 despite a decrease of $909 million in PPP loans. Average loans and leases of $56.5 billion in third quarter 2022 increased $1.0 billion from $55.5 billion in third quarter 2021 driven by consumer loan growth of $730 million and commercial loan growth of $305 million.

Period-end deposits of $66.0 billion decreased $8.9 billion, or 12%, from December 31, 2021 driven by a $6.8 billion decrease in interest-bearing deposits and a $2.1 billion decrease in noninterest-bearing deposits. Average deposits decreased $5.6 billion from third quarter 2021 from higher deposit balances in the prior year associated with elevated liquidity related to the COVID-19 pandemic.

Tier 1 risk-based capital and total risk-based capital ratios at September 30, 2022 were 11.71% and 13.10%, an improvement from 11.04% and 12.34% at December 31, 2021, respectively. The CET1 ratio was 9.94% at September 30, 2022 compared to 9.92% at December 31, 2021.

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, 2022, the three months ended June 30, 2022, and the three and nine months ended September 30, 2021 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, 2022**	June 30, 2022	September 30, 2021	**September 30, 2022**	September 30, 2021
Pre-provision net revenue (a)	**$ 406**	$ 255	$ 213	**$ 875**	$ 758
Diluted earnings per common share	**$ 0.45**	$ 0.29	$ 0.41	**$ 1.08**	$ 1.34
Return on average assets (b)	**1.29 %**	0.82 %	1.05 %	**1.00 %**	1.20 %
Return on average common equity (c)	**13.85 %**	9.12 %	11.43 %	**10.97 %**	12.96 %
Return on average tangible common equity (a) (d)	**18.23 %**	12.07 %	14.95 %	**14.44 %**	17.06 %
Net interest margin (e)	**3.49 %**	2.74 %	2.41 %	**2.85 %**	2.50 %
Noninterest income to total revenue (f)	**23.27 %**	27.06 %	33.34 %	**27.07 %**	35.33 %
Efficiency ratio (g)	**54.29 %**	65.76 %	71.27 %	**62.83 %**	67.75 %
Allowance for loan and lease losses to total loans and leases	**1.16 %**	1.10 %	1.32 %	**1.16 %**	1.32 %
Net charge-offs (recoveries) to average loans and leases (annualized)	**0.08 %**	0.09 %	0.02 %	**0.08 %**	— %
Total period-end equity to period-end assets	**10.32 %**	10.04 %	9.64 %	**10.32 %**	9.64 %
Tangible common equity to tangible assets (a)	**6.64 %**	6.55 %	6.80 %	**6.64 %**	6.80 %
Cash dividends declared per common share	**$ 0.15**	$ 0.15	$ 0.15	**$ 0.45**	$ 0.45
Book value per common share	**$ 12.99**	$ 13.50	$ 14.24	**$ 12.99**	$ 14.24
Tangible book value per common share (a)	**$ 9.72**	$ 10.18	$ 10.88	**$ 9.72**	$ 10.88
Common equity Tier 1	**9.94 %**	9.81 %	10.09 %	**9.94 %**	10.09 %
Market capitalization	**$ 12,291**	$ 11,724	$ 8,827	**$ 12,291**	$ 8,827

(a) Represents a non-GAAP measure which is reconciled in the non-GAAP to GAAP reconciliation in Table I.2.26.
(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, 2022			June 30, 2022			September 30, 2021		
	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	**$ 44,046**	**$ 496**	**4.47 %**	$ 43,589	$ 382	3.52 %	$ 43,741	$ 372	3.37 %
Consumer loans	**12,497**	**124**	**3.94**	11,987	112	3.74	11,767	112	3.81
Total loans and leases	**56,543**	**620**	**4.35**	55,576	494	3.57	55,508	484	3.47
Loans held for sale	**761**	**9**	**4.91**	1,027	10	3.89	992	8	3.25
Investment securities	**10,315**	**55**	**2.14**	9,781	46	1.87	8,494	31	1.48
Trading securities	**1,342**	**15**	**4.54**	1,509	13	3.43	1,171	6	2.07
Federal funds sold	**259**	**1**	**2.28**	228	1	1.11	13	—	0.18
Securities purchased under agreements to resell (a)	**402**	**2**	**1.89**	629	1	0.49	574	—	(0.04)
Interest-bearing deposits with banks	**6,341**	**35**	**2.15**	10,989	21	0.79	15,023	6	0.16
Total earning assets / Total interest income	**$ 75,963**	**$ 737**	**3.86 %**	$ 79,739	$ 586	2.95 %	$ 81,775	$ 535	2.61 %
Cash and due from banks	**1,246**			1,281			1,263		
Goodwill and other intangible assets, net	**1,767**			1,789			1,829		
Allowance for loan and lease losses	**(639)**			(621)			(793)		
Other assets	**4,214**			4,138			4,327		
Total assets	**$ 82,551**			$ 86,326			$ 88,401		
Liabilities and Shareholders' Equity:									
Interest-bearing deposits:									
Savings	**$ 23,569**	**$ 19**	**0.31 %**	$ 24,841	$ 5	0.08 %	$ 27,793	$ 9	0.12 %
Other interest-bearing deposits	**15,103**	**21**	**0.56**	16,273	9	0.22	15,333	5	0.12
Time deposits	**2,759**	**3**	**0.50**	3,040	4	0.50	4,122	6	0.62
Total interest-bearing deposits	**41,431**	**43**	**0.41**	44,154	18	0.16	47,248	20	0.17
Federal funds purchased	**596**	**3**	**2.28**	733	1	0.80	906	—	0.14
Securities sold under agreements to repurchase	**877**	**2**	**0.82**	770	1	0.32	1,422	1	0.32
Trading liabilities	**372**	**3**	**3.03**	585	4	2.52	527	1	1.11
Other short-term borrowings	**238**	**2**	**2.22**	207	—	0.81	124	1	0.09
Term borrowings	**1,598**	**18**	**4.57**	1,597	17	4.38	1,665	18	4.39
Total interest-bearing liabilities / Total interest expense	**$ 45,112**	**$ 71**	**0.63 %**	$ 48,046	$ 41	0.34 %	$ 51,892	$ 41	0.31 %
Noninterest-bearing liabilities:									
Noninterest-bearing deposits	**26,701**			27,791			26,485		
Other liabilities	**2,069**			1,875			1,447		
Total liabilities	**73,882**			77,712			79,824		
Shareholders' equity	**8,374**			8,319			8,282		
Noncontrolling interest	**295**			295			295		
Total shareholders' equity	**8,669**			8,614			8,577		
Total liabilities and shareholders' equity	**$ 82,551**			$ 86,326			$ 88,401		
Net earnings assets / Net interest income (TE) / Net interest spread	**$ 30,851**	**$ 666**	**3.23 %**	$ 31,693	$ 545	2.61 %	$ 29,883	$ 494	2.30 %
Taxable equivalent adjustment		**(4)**	**0.26**		(3)	0.13		(2)	0.11
Net interest income / Net interest margin (b)		**$ 662**	**3.49 %**		$ 542	2.74 %		$ 492	2.41 %

(a) Negative yield is driven by negative market rates on reverse repurchase agreements.
(b) 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 2022 versus Second Quarter 2022

Net interest income of $662 million in third quarter 2022 increased $120 million from second quarter 2022 driven by higher interest rates, greater average loan balances, and additional investment portfolio income, partially offset by higher funding costs.

The net interest margin of 3.49% in third quarter 2022 improved 75 basis points from second quarter 2022 primarily due to the benefit of higher interest rates as well as loan and securities portfolio growth and lower excess cash balances, partially offset by an increase in funding costs.

Average earning assets of $76.0 billion in third quarter 2022 decreased $3.8 billion from second quarter 2022 largely due to a $4.6 billion decrease in interest-bearing cash, offset by a $1.0 billion increase in loans and leases, driven by a $457 million increase in commercial loans and a $510 million increase in consumer loans.

Third Quarter 2022 versus Third Quarter 2021

Net interest income increased $170 million from third quarter 2021 driven by both higher earning asset yields and higher investment portfolio balances.

Third quarter 2022 net interest margin increased 108 basis points from 2.41% in third quarter 2021, driven by the impact of higher yields on earning assets, partially offset by higher funding costs.

Average earning assets decreased $5.8 billion from third quarter 2021 largely driven by a $8.7 billion decrease in average interest-bearing deposits with banks, offset by a $1.0 billion increase in loans and leases and a $1.8 billion increase in investment securities.

Table I.2.3

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

	Nine Months Ended					
	September 30, 2022			September 30, 2021		
(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	**$ 43,366**	**$ 1,217**	**3.75 %**	$ 44,771	$ 1,135	3.38 %
Consumer loans	**12,043**	**344**	**3.80**	12,072	357	3.98
Total loans and leases	**55,409**	**1,561**	**3.76**	56,843	1,492	3.51
Loans held for sale	**980**	**30**	**4.01**	856	22	3.41
Investment securities	**9,923**	**139**	**1.87**	8,406	88	1.43
Trading securities	**1,481**	**39**	**3.52**	1,303	20	2.02
Federal funds sold	**190**	**1**	**1.52**	32	—	0.13
Securities purchased under agreements to resell (a)	**567**	**2**	**0.61**	580	—	(0.08)
Interest-bearing deposits with banks	**10,713**	**63**	**0.79**	12,468	11	0.12
Total earning assets / Total interest income	**$ 79,263**	**$ 1,835**	**3.09 %**	$ 80,488	$ 1,633	2.72 %
Cash and due from banks	**1,251**			1,260		
Goodwill and other intangible assets, net	**1,786**			1,843		
Premises and equipment, net	**643**			724		
Allowance for loan and lease losses	**(639)**			(875)		
Other assets	**3,495**			3,691		
Total assets	**$ 85,799**			$ 87,131		
Liabilities and Shareholders' Equity:						
Interest-bearing liabilities:						
Interest-bearing deposits:						
Savings	**$ 24,903**	**$ 27**	**0.14 %**	$ 27,468	$ 31	0.15 %
Other interest-bearing deposits	**15,972**	**34**	**0.28**	15,617	17	0.14
Time deposits	**3,046**	**11**	**0.51**	4,479	19	0.58
Total interest-bearing deposits	**43,921**	**72**	**0.22**	47,564	67	0.19
Federal funds purchased	**737**	**5**	**0.96**	969	1	0.11
Securities sold under agreements to repurchase	**882**	**3**	**0.40**	1,229	2	0.33
Trading liabilities	**523**	**9**	**2.32**	535	4	1.01
Other short-term borrowings	**185**	**2**	**1.29**	130	1	0.08
Term borrowings	**1,595**	**53**	**4.41**	1,669	55	4.39
Total interest-bearing liabilities / Total interest expense	**$ 47,843**	**$ 144**	**0.40 %**	$ 52,096	$ 130	0.33 %
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	**27,468**			25,070		
Other liabilities	**1,854**			1,503		
Total liabilities	**77,165**			78,669		
Shareholders' equity	**8,339**			8,167		
Noncontrolling interest	**295**			295		
Total shareholders' equity	**8,634**			8,462		
Total liabilities and shareholders' equity	**$ 85,799**			$ 87,131		
Net earnings assets / Net interest income (TE) / Net interest spread	**$ 31,420**	**$ 1,691**	**2.69 %**	$ 28,392	$ 1,503	2.39 %
Taxable equivalent adjustment		**(8)**	**0.16**		(7)	0.11
Net interest income / Net interest margin (b)		**$ 1,683**	**2.85 %**		$ 1,496	2.50 %

(a) Yield is driven by negative market rates on reverse repurchase agreements.
(b) 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, 2022, net interest income of $1.7 billion increased $187 million from the same period one year ago largely driven by higher earning asset yields.

Total average earning assets decreased $1.2 billion in the first nine months of 2022 largely from decreases in average loans and leases and interest-bearing cash partially offset by growth in investment securities.

The year-to-date net interest margin of 2.85% increased 35 basis points compared to the same period of 2021 as the increase in earning asset yields was partially offset by an increase in the cost of interest-bearing liabilities.

Provision for Credit Losses

The 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.

For the third quarter 2022, provision for credit losses was $60 million compared to $30 million in second quarter 2022, largely reflecting the impact of loan growth, deterioration in the macroeconomic forecast, and a preliminary estimate for potential losses related to Hurricane Ian. The third quarter 2022 provision increased $145 million from third quarter 2021 and increased $295 million on a year-to-date basis. The increase in provision during 2022 was reflective of non-PPP loan growth, deterioration in the macroeconomic forecast and a preliminary estimate of potential losses related to Hurricane Ian. The provision benefit in 2021 reflected an improved macroeconomic outlook and positive credit grade migration.

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			3Q22 vs. 2Q22		3Q22 vs. 3Q21	
(Dollars in millions)	**September 30, 2022**	June 30, 2022	September 30, 2021	$ Change	% Change	$ Change	% Change
Noninterest income:							
Fixed income	**$ 46**	$ 51	$ 96	$ (5)	(10)%	$ (50)	(52)%
Deposit transactions and cash management	**43**	42	44	1	2	(1)	(2)
Brokerage, management fees and commissions	**23**	24	24	(1)	(4)	(1)	(4)
Card and digital banking fees	**21**	23	21	(2)	(9)	—	—
Other service charges and fees	**13**	15	12	(2)	(13)	1	8
Trust services and investment management	**11**	12	13	(1)	(8)	(2)	(15)
Securities gains (losses), net	**12**	—	1	12	100	11	NM
Mortgage banking and title income	**9**	34	34	(25)	(74)	(25)	(74)
Deferred compensation income	**(3)**	(17)	3	14	82	(6)	(200)
Loss on debt extinguishment	**—**	—	(23)	—	—	23	100
Other income	**38**	17	22	21	124	16	73
Total noninterest income	**$ 213**	$ 201	$ 247	$ 12	6 %	$ (34)	(14)%

NM – Not meaningful

Third Quarter 2022 versus Second Quarter 2022

Noninterest income of $213 million increased $12 million, or 6%, from second quarter 2022. During third quarter 2022, FHN sold its title services business for a gain of $21 million. Noninterest income results were also impacted by higher deferred compensation income and securities gains offset by decreases in mortgage banking and title income and fixed income.

Fixed income of $46 million decreased $5 million reflecting the impact of higher long-term rates, macroeconomic uncertainty and market volatility. Fixed income average daily revenue of $0.5 million compared with $0.6 million in second quarter 2022.

Mortgage banking and title income of $9 million decreased $25 million largely driven by declines in mortgage sales volume and margin compression as well as the divestiture of the title services business.

The increase in securities gains was largely attributable to a $10 million gain on an equity securities investment.

Deferred compensation income increased $14 million reflecting fluctuations in equity market valuations.

Third Quarter 2022 versus Third Quarter 2021

Noninterest income of $213 million for third quarter 2022 decreased $34 million, or 14%, compared to third quarter 2021, primarily reflecting lower fixed income and mortgage banking and title income. Results also reflect the impact of a $23 million loss on the retirement of legacy IBKC trust preferred securities in third quarter 2021 and higher securities gains in third quarter 2022.

Fixed income of $46 million decreased $50 million from third quarter 2021. Fixed income product revenue decreased $51 million, reflecting less favorable market conditions, while revenue from other products increased $1 million, largely driven by higher loans sales partially offset by lower derivative fees.

Mortgage banking and title income decreased $25 million largely driven by declines in mortgage sales volume and margin compression as well as the divestiture of the title services business.

Deferred compensation income decreased $6 million reflecting fluctuations in equity market valuations relative to the prior year.

Table I.2.5

NONINTEREST INCOME

	Nine Months Ended			
(Dollars in millions)	**September 30, 2022**	September 30, 2021	$ Change	% Change
Noninterest income:				
Fixed income	**$ 170**	$ 324	$ (154)	(48)%
Deposit transactions and cash management	**129**	130	(1)	(1)
Brokerage, management fees and commissions	**71**	65	6	9
Mortgage banking and title income	**65**	126	(61)	(48)
Card and digital banking fees	**64**	59	5	8
Other service charges and fees	**41**	32	9	28
Trust services and investment management	**36**	39	(3)	(8)
Securities gains (losses), net	**18**	12	6	50
Deferred compensation income	**(24)**	12	(36)	NM
Loss on debt extinguishment	**—**	(23)	23	100
Other income	**72**	53	19	36
Total noninterest income	**$ 642**	$ 829	$ (187)	(23)%

NM – Not meaningful

For the nine months ended September 30, 2022, noninterest income of $642 million decreased $187 million, or 23%, compared to the same period in 2021, primarily due to lower fixed income, mortgage banking and title income and deferred compensation income.

Fixed income product revenue of $133 million decreased $158 million largely driven by less favorable market conditions. Revenue from other products of $38 million increased $5 million primarily driven by higher fees from loan sales.

Mortgage banking and title income of $65 million decreased $61 million driven by lower origination volume given the impact of higher long-term rates as well as a continued mix shift toward portfolio loans, partially offset by a $12 million gain on sale of mortgage servicing rights.

Deferred compensation income decreased $36 million for the year-to-date period of 2022 largely driven by equity market valuations relative to the prior year.

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			3Q22 vs. 2Q22		3Q22 vs. 3Q21	
(Dollars in millions)	**September 30, 2022**	June 30, 2022	September 30, 2021	$ Change	% Change	$ Change	% Change
Noninterest expense:							
Personnel expense	**$ 275**	$ 265	$ 296	$ 10	4 %	$ (21)	(7)%
Net occupancy expense	**32**	33	33	(1)	(3)	(1)	(3)
Computer software	**28**	29	30	(1)	(3)	(2)	(7)
Operations services	**22**	23	24	(1)	(4)	(2)	(8)
Amortization of intangible assets	**13**	13	14	—	—	(1)	(7)
Contract employment and outsourcing	**12**	12	21	—	—	(9)	(43)
Advertising and public relations	**12**	10	14	2	20	(2)	(14)
Equipment expense	**11**	11	12	—	—	(1)	(8)
Legal and professional fees	**10**	17	21	(7)	(41)	(11)	(52)
Communications and delivery	**10**	9	9	1	11	1	11
Other expense	**44**	66	52	(22)	(33)	(8)	(15)
Total noninterest expense	**$ 469**	$ 488	$ 526	$ (19)	(4)%	$ (57)	(11)%

Third Quarter 2022 versus Second Quarter 2022

Noninterest expense of $469 million decreased $19 million, or 4%, compared with second quarter 2022. Other noninterest expense decreased $22 million, primarily from $12 million in derivative valuation adjustments on prior Visa Class-B share sales in second quarter 2022, as well as a decline in other losses. Results also reflect a $7 million decrease in legal and professional fees largely attributable to lower merger and integration related costs. Personnel expense increased $10 million largely reflecting higher deferred compensation expense.

***Third Quarter 2022 versus Third Quarter* 2021**

Noninterest expense of $469 million decreased $57 million, or 11%, from third quarter 2021. Personnel expense decreased $21 million largely attributable to lower incentive-based compensation and deferred compensation costs. Legal and professional fees decreased $11 million and contract employment and outsourcing expense decreased $9 million from third quarter 2021 largely attributable to lower merger and integration related costs.

Table I.2.7

NONINTEREST EXPENSE

	Nine Months Ended			
(Dollars in millions)	**September 30, 2022**	September 30, 2021	$ Change	% Change
Noninterest expense:				
Personnel expense	**$ 820**	$ 920	$ (100)	(11)%
Net occupancy expense	**96**	103	(7)	(7)
Computer software	**85**	87	(2)	(2)
Operations services	**65**	59	6	10
Legal and professional fees	**50**	52	(2)	(4)
Contract employment and outsourcing	**43**	47	(4)	(9)
Amortization of intangible assets	**39**	42	(3)	(7)
Equipment expense	**34**	35	(1)	(3)
Advertising and public relations	**34**	23	11	48
Communications and delivery	**28**	28	—	—
Other expense	**156**	171	(15)	(9)
Total noninterest expense	**$ 1,450**	$ 1,567	$ (117)	(7)%

For the nine months ended September 30, 2022, noninterest expense decreased $117 million, or 7%, largely attributable to a $100 million decrease in personnel expense reflecting lower revenue-based incentives and commissions and deferred compensation expense. Occupancy expense decreased $7 million largely reflecting lower merger and integration expenses as well as the benefit of IBKC merger cost savings.

Year-to-date results also reflect increases in advertising and public relations and operations services.

Total merger and integration expense was $99 million for the first nine months of 2022 compared to $148 million for the same period of 2021.

Income Taxes

FHN recorded income tax expense of $78 million in third quarter 2022 compared to $48 million in second quarter 2022 and $63 million in third quarter 2021. For the nine months ended September 30, 2022 and 2021, FHN recorded income tax expense of $183 million and $222 million, respectively.

The effective tax rate was approximately 22.6%, 21.3%, and 21.1% for the three months ended September 30, 2022, June 30, 2022 and September 30, 2021, respectively. The effective tax rate was approximately 22.2% and 22.1% for the nine months ended September 30, 2022 and 2021, 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-deductibility of 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.

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, 2022, FHN's gross DTA and gross DTL were $675 million and $421 million, respectively, resulting in a net DTA of $254 million at September 30, 2022, compared with a net DTA of $52 million at December 31, 2021.

As of September 30, 2022, FHN had deferred tax asset balances related to federal and state income tax carryforwards of $61 million and $5 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 $280 million for third quarter 2022, an increase of $51 million compared to second quarter 2022, driven by a $49 million increase in revenue and a $9 million decrease in provision for credit losses partially offset by a $7 million increase in noninterest expense. Net interest income of $517 million increased $52 million reflecting the benefit of higher interest rates and average loan balances, partially offset by higher funding costs.

Pre-tax income for third quarter 2022 decreased $37 million compared to $317 million for third quarter 2021. The provision for credit losses increased $95 million largely reflecting the impact of non-PPP loan growth, deterioration in the macroeconomic forecast and a preliminary estimate of potential losses related to Hurricane Ian. Net interest income increased $73 million from third quarter 2021 driven by higher earning asset yields. Noninterest expense increased $12 million compared to third quarter 2021.

Pre-tax income of $772 million for the nine months ended September 30, 2022 decreased $202 million compared to the same period of 2021, largely from a $233 million increase in provision for credit losses. The increase in provision during 2022 was the result of loan growth, deterioration in the macroeconomic forecast and a preliminary estimate of potential losses related to Hurricane Ian. Results also reflect a $105 million increase in revenue, largely from higher net interest income, and a $74 million increase in noninterest expense, largely tied to higher personnel expense and fraud losses.

Specialty Banking

Pre-tax income in the Specialty Banking segment of $81 million for third quarter 2022 decreased $58 million compared to second quarter 2022, driven by a $36 million increase in provision for credit losses and a $35 million decline in revenue, offset by a $12 million decline in noninterest expense. Fixed income of $46 million decreased $5 million, reflecting the impact of higher long-term rates, macroeconomic uncertainty and market volatility. Mortgage banking and title income of $9 million decreased $25 million largely driven by a decline in mortgage sales volume and margin compression as well as the divestiture of the title services business. The decline in noninterest expense was largely reflective of lower personnel expense of $12 million tied to a decrease in incentive-based compensation.

Pre-tax income in the Specialty Banking segment decreased $109 million compared to third quarter 2021 largely driven by lower revenue and higher provision for credit losses, partially offset by lower noninterest expense. The decline in revenue was primarily attributable to lower fixed income and mortgage banking and title income.

Pre-tax income of $344 million for the nine months ended September 30, 2022 decreased $218 million from the same period of 2021 largely reflecting a $211 million decrease in noninterest income tied to lower fixed income and mortgage banking and title fees.

Corporate

Pre-tax loss for the Corporate segment was $15 million for third quarter 2022 compared to $144 million for second quarter 2022, largely reflecting a $71 million increase in net interest income and a $47 million increase in noninterest income. Merger and integration expenses were $24 million compared to $38 million in the prior quarter.

Pre-tax income in the Corporate segment increased $194 million compared to third quarter 2021. Net interest income increased $112 million from the impact of funds transfer pricing. Noninterest income increased $47 million compared to third quarter 2021, largely the result of the gain on the sale of the title services business, a loss on the retirement of legacy IBKC trust preferred securities in third quarter 2021 and higher securities gains in the current quarter. Noninterest expense decreased $35 million from the third quarter 2021, largely reflecting lower merger and integration expenses. Merger and integration expenses were $24 million compared to $46 million in third quarter 2021.

Pre-tax loss of $291 million for the nine months ended September 30, 2022 improved $242 million compared to the same period of 2021. Net interest expense decreased $138 million reflecting the impact of funds transfer pricing. Noninterest income of $40 million increased $11 million compared to the prior year. Noninterest income results reflect the impact of a $23 million loss on retirement of legacy IBKC trust preferred securities in third quarter 2021, the $21 million gain on sale of the title services business in third quarter 2022, and higher securities gains. These increases were partially offset by lower deferred compensation income of $36 million.

Noninterest expense of $190 million for the nine months ended September 30, 2022 decreased $99 million compared to the same period of 2021 largely reflecting lower deferred compensation expense in the current year, as well as the impact of impairments on long-lived assets related to acquisition integration efforts in 2021.

Analysis of Financial Condition

Total period-end assets were $80.3 billion as of September 30, 2022 compared to $89.1 billion at December 31, 2021. The decrease in total assets during 2022 was driven by a $11.7 billion decrease in interest-bearing deposits with banks from lower customer deposits, offset by a $2.5 billion increase in loans and leases and a $684 million increase in investment securities.

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 $57.4 billion increased $2.5 billion as of September 30, 2022 compared to December 31, 2021. Year-to-date loan growth included a $1.5 billion increase in commercial loans and leases primarily from CRE growth and a $1.0 billion increase in consumer loans. Total loan growth was tempered by a $909 million decrease in PPP loans. Average loans and leases of $56.5 billion increased $1.0 billion from second quarter 2022 from a $510 million increase in consumer loans and a $457 million increase in commercial loans.

Compared to third quarter 2021, average loans and leases increased $1.0 billion, reflecting consumer loan growth of $730 million and commercial loan growth of $305 million. Average commercial loan growth was tempered by a $2.7 billion decrease in average PPP loans compared to third quarter 2021.

The following table provides detail regarding FHN's loans and leases as of September 30, 2022 and December 31, 2021.

Table I.2.8

LOANS & LEASES

	As of September 30, 2022		As of December 31, 2021		
(Dollars in millions)	**Amount**	**Percent of total**	Amount	Percent of total	Growth Rate
Commercial:					
Commercial, financial, and industrial (a)	**$ 31,620**	**55 %**	$ 31,068	57 %	2 %
Commercial real estate	**13,021**	**23**	12,109	22	8
Total commercial	**44,641**	**78**	43,177	79	3
Consumer:					
Consumer real estate	**11,864**	**21**	10,772	20	10
Credit card and other	**849**	**1**	910	1	(7)
Total consumer	**12,713**	**22**	11,682	21	9
Total loans and leases	**$ 57,354**	**100 %**	$ 54,859	100 %	5 %

(a) Includes equipment financing loans and leases.

C&I loans are the largest component of the loan portfolio, comprising 55% of total loans at the end of the third quarter 2022 and 57% at year-end 2021. C&I loans increased 2% from December 31, 2021, largely driven by Regional Banking growth partially offset by PPP loan run-off of $909 million. Commercial real estate loans increased $912 million in 2022 largely driven by growth in the Specialty Banking segment.

Consumer loans of $12.7 billion increased $1 billion from year-end 2021, largely driven by growth in real estate installment loans, primarily within the Regional Banking segment.

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, 2022 and December 31, 2021, loans HFS were $680 million and $1.2 billion, respectively. Held-for-sale consumer mortgage loans secured by residential real estate in process of foreclosure totaled $4 million at September 30, 2022 and $3 million at December 31, 2021.

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 (21% and 20% of total loans at September 30, 2022 and December 31, 2021, 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, as amended, for the year ended December 31, 2021 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, 2022 are generally consistent with those reported and disclosed in FHN's Form 10-K, as amended, for the year ended December 31, 2021.

Commercial Loan and Lease Portfolios

C&I

The C&I portfolio totaled $31.6 billion as of September 30, 2022 and $31.1 billion as of December 31, 2021 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, PPP loans, 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, 2021 was driven by growth in the Regional Banking segment which exceeded a $909 million decrease in PPP loans. Excluding PPP loans, C&I loan growth was $1.5 billion. The largest geographical concentrations of balances in the C&I portfolio as of September 30, 2022 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, 2022, and December 31, 2021. 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, 2022 Amount	September 30, 2022 Percent	December 31, 2021 Amount	December 31, 2021 Percent
Industry:				
Finance and insurance	**$ 4,089**	**13 %**	$ 3,483	11 %
Real estate rental and leasing (a)	**3,195**	**10**	2,771	9
Loans to mortgage companies	**2,710**	**9**	4,518	15
Health care and social assistance	**2,635**	**8**	2,413	8
Accommodation and food service	**2,231**	**7**	2,221	7
Manufacturing	**2,149**	**7**	1,950	6
Wholesale trade	**2,073**	**7**	1,845	6
Retail trade	**1,693**	**5**	1,532	5
Energy	**1,351**	**4**	1,325	4
Other (professional, construction, transportation, etc.) (b)	**9,494**	**30**	9,010	29
Total C&I loan portfolio	**$ 31,620**	**100 %**	$ 31,068	100 %

(a) Leasing, rental of real estate, equipment, and goods.
(b) Industries in this category each comprise less than 5% as of September 30, 2022.

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 22% and 26% of FHN's C&I loan portfolio as of September 30, 2022 and December 31, 2021, respectively, and as a result could be affected by items that uniquely impact the financial services industry. As of September 30, 2022, 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 9% of the C&I portfolio as of September 30, 2022 and 15% as of December 31, 2021. This portfolio generally fluctuates with mortgage rates and seasonal factors and 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. Generally, new loan originations to mortgage lenders increase when there is a decline in mortgage rates and decrease when rates rise; in the third quarter 2022, rates rose. In periods of economic uncertainty, this trend may not occur even if interest rates are declining. In third quarter 2022, 82% of the loan originations were home purchases and 18% were refinance transactions. On a year-to-date basis, home purchases were approximately 71% of total loan originations.

Finance and Insurance

The finance and insurance component represented 13% of the C&I portfolio as of September 30, 2022 and 11% as of December 31, 2021, 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, 2022, asset-based lending to consumer finance companies represented approximately $1.9 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.

The C&I portfolio as of September 30, 2022 includes 924 loans made under the PPP with an aggregate principal balance of $129 million, 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, 2022, and FHN has assigned a risk weight of zero to PPP loans for regulatory capital purposes.

For these loans, there are remaining net lender fees of less than $1 million to be paid to FHN as of September 30, 2022. During 2022, FHN continues to work with its clients that have applied for and received PPP loan forgiveness. Through September 30, 2022, over $5 billion of the original $6 billion in PPP loans originated by FHN and

IBERIABANK prior to acquisition have been forgiven by the SBA.

Commercial Real Estate

The CRE portfolio totaled $13.0 billion as of September 30, 2022 and $12.1 billion as of December 31, 2021. The CRE portfolio reflects financings for both commercial construction and nonconstruction loans. The largest geographical concentrations of CRE loan balances as of September 30, 2022 were in Florida (26%), Texas (12%), North Carolina (11%), Georgia (10%), Louisiana (9%), and Tennessee (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 (27%), office (22%), retail (18%), industrial (15%), hospitality (11%), land/land development (2%), and other (5%).

Consumer Loan Portfolios

Consumer Real Estate

The consumer real estate portfolio totaled $11.9 billion and $10.8 billion as of September 30, 2022 and December 31, 2021, respectively, and is primarily composed of home equity lines and installment loans. The largest geographical concentrations of balances as of September 30, 2022 were in Florida (30%), Tennessee (23%), Louisiana (9%), Texas (9%), North Carolina (7%), and New York (5%). No other state represented more than 5% of the portfolio.

As of September 30, 2022, approximately 88% of the consumer real estate portfolio was in a first lien position. At origination, the weighted average FICO score of this portfolio was 756 and the refreshed FICO scores averaged 754 as of September 30, 2022, no significant change from FICO scores of 755 and 754, respectively, as of December 31, 2021. 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, 2022 and December 31, 2021, FHN had held-for-investment consumer mortgage loans secured by real estate that were in the process of foreclosure totaling $32 million and $20 million, respectively.

HELOCs comprised $2.0 billion of the consumer real estate portfolio as of both September 30, 2022 and December 31, 2021, 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, 2022, approximately 91% of FHN's HELOCs were in the draw period compared to 88% at December 31, 2021. It is expected that $499 million, or 28%, 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, 2022** Repayment Amount	**Percent**	December 31, 2021 Repayment Amount	Percent
Months remaining in draw period:				
0-12	**$ 36**	**2 %**	$ 43	2 %
13-24	**41**	**2**	42	2
25-36	**100**	**6**	50	3
37-48	**125**	**7**	136	8
49-60	**197**	**11**	160	9
>60	**1,313**	**72**	1,324	76
Total	**$ 1,812**	**100 %**	$ 1,755	100 %

Credit Card and Other

The credit card and other portfolio, which is primarily within the Regional Banking segment, totaled $849 million as of September 30, 2022 and $910 million as of December 31, 2021. This portfolio primarily consists of consumer-related credits, including home equity and other personal consumer loans, credit card receivables, and automobile loans. The $61 million decrease was driven by net repayments.

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 5 in FHN's 2021 Form 10-K, as amended.

The ALLL decreased to $664 million as of September 30, 2022 from $670 million as of December 31, 2021. The ALLL balance as of September 30, 2022 reflects the impact of loan growth, deterioration in the macroeconomic forecast and a preliminary estimate of potential losses related to Hurricane Ian. The ALLL to total loans and leases ratio decreased 6 basis points to 1.16%. The ACL to total loans and leases ratio decreased to 1.31% as of September 30, 2022 from 1.34% as of December 31, 2021.

Consolidated Net Charge-offs

Net charge-offs in third quarter 2022 were $12 million, or an annualized 8 basis points of total loans and leases, compared to net charge-offs of $3 million, or 2 basis points of total loans and leases, in third quarter 2021.

Net charge-offs in the commercial portfolio in third quarter 2022 were $12 million compared to $4 million in third quarter 2021, primarily the result of lower gross recoveries compared to the prior year. Net charge-offs in the consumer portfolio were less than $1 million in third quarter 2022 compared to net recoveries of $1 million in third quarter 2021.

Table I.2.11

ANALYSIS OF ALLOWANCE FOR CREDIT LOSSES AND CHARGE-OFFS

(Dollars in millions)	**September 30, 2022**	December 31, 2021	September 30, 2021
Allowance for loan and lease losses			
C&I	**$ 295**	$ 334	$ 374
CRE	**148**	154	162
Consumer real estate	**193**	163	179
Credit card and other	**28**	19	19
Total allowance for loan and lease losses	**$ 664**	$ 670	$ 734
Reserve for remaining unfunded commitments			
C&I	**$ 58**	$ 46	$ 49
CRE	**19**	12	10
Consumer real estate	**11**	8	9
Credit card and other	**—**	—	—
Total reserve for remaining unfunded commitments	**$ 88**	$ 66	$ 68
Allowance for credit losses			
C&I	**$ 353**	$ 380	$ 423
CRE	**167**	166	172
Consumer real estate	**204**	171	188
Credit card and other	**28**	19	19
Total allowance for credit losses	**$ 752**	$ 736	$ 802
Period-end loans and leases			
C&I	**$ 31,620**	$ 31,068	$ 31,516
CRE	**13,021**	12,109	12,194

Consumer real estate	**11,864**	10,772	10,787
Credit card and other	**849**	910	938
Total period-end loans and leases	**$ 57,354**	$ 54,859	$ 55,435
ALLL / loans and leases %			
C&I	**0.93 %**	1.07 %	1.19 %
CRE	**1.14**	1.27	1.33
Consumer real estate	**1.63**	1.51	1.65
Credit card and other	**3.32**	2.14	2.03
Total ALLL / loans and leases %	**1.16 %**	1.22 %	1.32 %
ACL / loans and leases %			
C&I	**1.11 %**	1.22 %	1.34 %
CRE	**1.28**	1.37	1.41
Consumer real estate	**1.72**	1.59	1.74
Credit card and other	**3.32**	2.09	2.04
Total ACL / loans and leases %	**1.31 %**	1.34 %	1.45 %
Quarter-to-date net charge-offs (recoveries)			
C&I	**$ 11**	$ 1	$ 4
CRE	**1**	—	—
Consumer real estate	**(5)**	(3)	(6)
Credit card and other	**5**	3	5
Total net charge-offs (recoveries)	**$ 12**	$ 1	$ 3
Average loans and leases			
C&I	**$ 31,120**	$ 30,780	$ 31,477
CRE	**12,926**	12,221	12,264
Consumer real estate	**11,633**	10,738	10,819
Credit card and other	**864**	943	948
Total average loans and leases	**$ 56,543**	$ 54,682	$ 55,508
Charge-off % (annualized)			
C&I	**0.14 %**	0.01 %	0.06 %
CRE	**0.01**	(0.01)	0.01
Consumer real estate	**(0.17)**	(0.10)	(0.24)
Credit card and other	**2.46**	1.26	1.86
Total charge-off %	**0.08 %**	0.01 %	0.02 %
ALLL / annualized net charge-offs			
C&I	**676 %**	7,238 %	2,169 %
CRE	**6,931**	NM	11,982
Consumer real estate	**NM**	NM	NM
Credit card and other	**133**	164	104
Total ALLL / net charge-offs	**1,428 %**	17,374 %	6,855 %

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 $301 million as of September 30, 2022 from $285 million as of December 31, 2021, largely driven by higher nonaccrual loans in the consumer real estate portfolio. The nonperforming loans and leases ratio increased one basis point to 0.51% as of September 30, 2022.

Certain nonperforming loans in both the commercial and consumer portfolios are deemed collateral-dependent and are charged down to an estimate of collateral value less costs to sell. Because the estimated loss has been recognized through a partial charge-off, typically an ALLL is not recorded.

Table I.2.12

NONACCRUAL/NONPERFORMING LOANS, FORECLOSED ASSETS, & OTHER DISCLOSURES

(Dollars in millions)

Nonperforming loans and leases	**September 30, 2022**	December 31, 2021
C&I	**$ 116**	$ 125
CRE	**10**	9
Consumer real estate	**163**	138
Credit card and other	**3**	3
Total nonperforming loans and leases (a)	**$ 292**	$ 275
Nonperforming loans held for sale (a)	**$ 6**	$ 7
Foreclosed real estate and other assets (b)	**3**	3
Total nonperforming assets (a) (b)	**$ 301**	$ 285
Nonperforming loans and leases to total loans and leases		
C&I	**0.37 %**	0.40 %
CRE	**0.08**	0.08
Consumer real estate	**1.37**	1.29
Credit card and other	**0.31**	0.31
Total NPL %	**0.51 %**	0.50 %
ALLL / NPLs		
C&I	**253 %**	268 %
CRE	**1,422**	1,671
Consumer real estate	**119**	118
Credit card and other	**1,070**	699
Total ALLL / NPLs	**228 %**	244 %

(a) Excludes loans and leases that are 90 or more days past due and still accruing interest.
(b) Balances do not include government-insured foreclosed real estate. Foreclosed real estate from GNMA loans totaled $1 million as of both September 30, 2022 and December 31, 2021.

The following table provides nonperforming assets by business segment:

Table I.2.13

NONPERFORMING ASSETS BY SEGMENT

(Dollars in millions)

	September 30, 2022	December 31, 2021
Nonperforming loans and leases (a) (b)		
Regional Banking	**$ 204**	$ 163
Specialty Banking	**56**	78
Corporate	**32**	34
Consolidated	**$ 292**	$ 275
Foreclosed real estate (c)		
Regional Banking	**$ —**	$ 2
Specialty Banking	**2**	—
Corporate	**1**	1
Consolidated	**$ 3**	$ 3
Nonperforming Assets (a) (b) (c)		
Regional Banking	**$ 204**	$ 165
Specialty Banking	**58**	78
Corporate	**33**	35
Consolidated	**$ 295**	$ 278
Nonperforming loans and leases to loans and leases		
Regional Banking	**0.50 %**	0.43 %
Specialty Banking	**0.34**	0.48
Corporate	**6.19**	5.39
Consolidated	**0.51 %**	0.50 %
NPA % (d)		
Regional Banking	**0.50 %**	0.44 %
Specialty Banking	**0.36**	0.48
Corporate	**6.48**	5.51
Consolidated	**0.51 %**	0.51 %

(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 of $1 million as of both September 30, 2022 and December 31, 2021.
(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.

In addition to PPP loans, other customer support initiatives in response to the COVID-19 pandemic include incremental lending assistance for borrowers through delayed payment programs and fee waivers. Customer deferrals were not material at September 30, 2022 and December 31, 2021. To the extent that loans were past due as of September 30, 2022 or December 31, 2021 and had been granted a deferral, they were excluded from loans past due 30 to 89 days and loans past due 90 days or more in the table and discussion below.

Loans 90 days or more past due and still accruing were $24 million as of September 30, 2022 compared to $40 million as of December 31, 2021. Loans 30 to 89 days past due were $108 million as of both September 30, 2022 and December 31, 2021. C&I loans past due 30 to 89 days increased $12 million while past due CRE loans decreased $8 million and past due consumer real estate loans decreased $6 million.

Table I.2.14

ACCRUING DELINQUENCIES & OTHER CREDIT DISCLOSURES

(Dollars in millions)

Accruing loans and leases 30+ days past due	September 30, 2022	December 31, 2021
C&I	$ 66	$ 58
CRE	5	13
Consumer real estate	48	70
Credit card and other	12	7
Total accruing loans and leases 30+ days past due	$ 131	$ 148
Accruing loans and leases 30+ days past due %		
C&I	0.21 %	0.19 %
CRE	0.04	0.11
Consumer real estate	0.40	0.65
Credit card and other	1.43	0.76
Total accruing loans and leases 30+ days past due %	0.23 %	0.27 %
Accruing loans and leases 90+ days past due (a) (b) (c):		
C&I	$ 1	$ 5
Consumer real Estate	17	33
Credit card and other	6	2
Total accruing loans and leases 90+ days past due	$ 24	$ 40
Loans held for sale		
30 to 89 days past due	$ 4	$ 7
30 to 89 days past due - guaranteed portion (d)	2	2
90+ days past due	14	24
90+ days past due - guaranteed portion (d)	6	12

(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 $540 million on September 30, 2022 and $597 million on December 31, 2021. 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.

Troubled Debt Restructurings and Loan Modifications

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. Extensions and 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. In a situation where an economic concession has been granted to a borrower that is experiencing financial difficulty, FHN identifies and reports that loan as a TDR.

For loan modifications that met the TDR relief provisions outlined in either the CARES Act, as extended by the CAA, or revised Interagency Guidance, FHN has excluded these

modifications from consideration as a TDR and has excluded loans with these qualifying modifications from designation as a TDR in the information and discussion that follows. See Note 3 – Loans and Leases for further discussion regarding TDRs and loan modifications.

On September 30, 2022 and December 31, 2021, FHN had $204 million and $206 million portfolio loans classified as held-for-investment TDRs, respectively. For these TDRs, including specific reserves, FHN had an allowance for loan and lease losses of $13 million, or 7% of TDR balances as of September 30, 2022, and $12 million, or 6% of TDR balances, as of December 31, 2021. Additionally, FHN had $31 million and $35 million of HFS loans classified as TDRs as of September 30, 2022 and December 31, 2021, respectively.

The following table provides a summary of TDRs for the periods ended September 30, 2022 and December 31, 2021:

Table I.2.15

TROUBLED DEBT RESTRUCTURINGS

(Dollars in millions)	**September 30, 2022**	December 31, 2021
Held for investment:		
Commercial loans:		
Current	**$ 15**	$ 53
Delinquent	**—**	—
Non-accrual	**40**	35
Total commercial loans	**$ 55**	$ 88
Consumer real estate:		
Current	**$ 76**	$ 60
Delinquent	**9**	4
Non-accrual (a)	**64**	53
Total consumer real estate	**$ 149**	$ 117
Credit card and other:		
Current	**$ —**	$ 1
Delinquent	**—**	—
Non-accrual	**—**	—
Total credit card and other	**—**	1
Total held for investment	**$ 204**	$ 206
Held for sale:		
Current	**$ 24**	$ 27
Delinquent	**6**	7
Non-accrual	**1**	1
Total held for sale	**31**	35
Total troubled debt restructurings	**$ 235**	$ 241

(a) Balances as of September 30, 2022 and December 31, 2021 include $11 million and $12 million, respectively, of discharged bankruptcies.

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 $10.1 billion and $9.4 billion on September 30, 2022 and December 31, 2021, respectively, representing approximately 13% and 11% of total assets, respectively. See Note 2 - Investment

Securities for more information about the securities portfolio.

Deposits

Total deposits of $66.0 billion as of September 30, 2022 decreased $8.9 billion from December 31, 2021 reflecting a continued downward trend from mid-2021 highs driven by excess liquidity associated with the COVID-19 pandemic. Interest-bearing deposits decreased $6.8 billion and noninterest-bearing deposits decreased $2.1 billion.

See Tables 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, 2022 and December 31, 2021.

Table I.2.16

DEPOSITS

	September 30, 2022		December 31, 2021			
(Dollars in millions)	**Amount**	**Percent of total**	Amount	Percent of total	Change	Percent
Savings	**$ 22,800**	**35 %**	$ 26,457	35 %	$ (3,657)	(14)%
Time deposits	**2,671**	**4**	3,500	5	(829)	(24)
Other interest-bearing deposits	**14,731**	**22**	17,055	23	(2,324)	(14)
Total interest-bearing deposits	**40,202**	**61**	47,012	63	(6,810)	(14)
Noninterest-bearing deposits	**25,813**	**39**	27,883	37	(2,070)	(7)
Total deposits	**$ 66,015**	**100 %**	$ 74,895	100 %	$ (8,880)	(12)%

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 $1.8 billion and $2.6 billion as of September 30, 2022 and December 31, 2021, respectively.

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 $1.6 billion as of September 30, 2022 and December 31, 2021.

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 $8.3 billion at September 30, 2022 and $8.5 billion at December 31, 2021. Significant changes included net income of $642 million and the issuance of $494 million in Series G preferred stock, which were offset by $271 million in common and preferred dividends and a decrease in AOCI of $1.1 billion.

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.2.17

REGULATORY CAPITAL DATA

(Dollars in millions)	**September 30, 2022**	December 31, 2021
Shareholders' equity	**$ 7,988**	$ 8,199
Modified CECL transitional amount (a)	**85**	114
FHN non-cumulative perpetual preferred stock	**(1,014)**	(520)
Common equity tier 1 before regulatory adjustments	**$ 7,059**	$ 7,793
Regulatory adjustments:		
Disallowed goodwill and other intangibles	**(1,669)**	(1,711)
Net unrealized (gains) losses on securities available for sale	**1,039**	36
Net unrealized (gains) losses on pension and other postretirement plans	**249**	255
Net unrealized (gains) losses on cash flow hedges	**139**	(3)
Disallowed deferred tax assets	**—**	(2)
Other deductions from common equity tier 1	**(1)**	(1)
Common equity tier 1	**$ 6,816**	$ 6,367
FHN non-cumulative perpetual preferred stock (b)	**920**	426
Qualifying noncontrolling interest— First Horizon Bank preferred stock	**295**	295
Tier 1 capital	**$ 8,031**	$ 7,088
Tier 2 capital	**956**	830
Total regulatory capital	**$ 8,987**	$ 7,918
Risk-Weighted Assets		
First Horizon Corporation	**$ 68,580**	$ 64,183
First Horizon Bank	**68,065**	63,601
Average Assets for Leverage		
First Horizon Corporation	**82,059**	87,683
First Horizon Bank	**81,368**	86,953

Table I.2.18

REGULATORY RATIOS & AMOUNTS

	September 30, 2022		December 31, 2021	
	Ratio	Amount	Ratio	Amount
Common Equity Tier 1				
First Horizon Corporation	**9.94 %**	**$ 6,816**	9.92 %	$ 6,367
First Horizon Bank	**10.55**	**7,182**	10.75	6,838
Tier 1				
First Horizon Corporation	**11.71**	**8,031**	11.04	7,088
First Horizon Bank	**10.98**	**7,477**	11.22	7,133
Total				
First Horizon Corporation	**13.10**	**8,987**	12.34	7,918
First Horizon Bank	**12.18**	**8,289**	12.41	7,893
Tier 1 Leverage				
First Horizon Corporation	**9.79**	**8,031**	8.08	7,088
First Horizon Bank	**9.19**	**7,477**	8.20	7,133
Other Capital Ratios				
Total period-end equity to period-end assets	**10.32**		9.53	
Tangible common equity to tangible assets (c)	**6.64**		6.73	
Adjusted tangible common equity to risk-weighted assets (c)	**9.12**		9.20	

(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, 2022, 25% of the full amount at December 31, 2021 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.2.26.

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, 2022, 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.

For FHN, the Tier 1 and Total risk-based regulatory capital ratios increased in third quarter 2022 relative to year-end 2021 primarily from the impact of net income less dividends during the first nine months of 2022. FHN's Tier 1 Capital and Tier 1 Leverage ratios as of September 30, 2022 further benefited from the issuance of its Series G preferred stock in February 2022. FHN and First Horizon Bank's risk-based regulatory capital ratios were negatively impacted in 2022 from an increase in risk-weighted assets from December 31, 2021.

During 2022, capital ratios are expected to remain above well-capitalized standards plus the required capital conservation buffer.

Common Stock Purchase Programs

General Purchase Program

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 not authorized a preferred stock 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, replacing the 2018 program, which was terminated. On

October 26, 2021, FHN announced that the 2021 program had been increased by $500 million and extended to October 31, 2023. Like the 2018 program, 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 will be subject to various factors, including FHN's capital position, financial performance, capital impacts of strategic initiatives, market conditions and regulatory considerations.

As of September 30, 2022, $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. At current price levels, which have been impacted by the Pending TD Merger since it was announced, management does not currently anticipate purchasing additional shares under this authority.

Table I.2.19

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
2022				
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 two compensation plans for which the share purchase authority had expired.

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 restrictions. As of September 30, 2022, the maximum number of shares that may be purchased under the program was 22.5 million shares. Management currently does not anticipate purchasing a material number of shares under this authority during 2022.

Table I.2.20

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
2022				
July 1 to July 31	31	$ 21.98	31	22,598
August 1 to August 31	71	22.07	71	22,527
September 1 to September 30	1	22.89	1	22,526
Total	**103**	**$ 22.05**	**103**	

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 2021 Annual Report on Form 10-K, as amended.

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 the 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.2.21

VaR & SVaR MEASURES

	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**

	Three Months Ended September 30, 2021			Nine Months Ended September 30, 2021			As of September 30, 2021
(Dollars in millions)	Mean	High	Low	Mean	High	Low	
1-day							
VaR	$ 1	$ 1	$ 1	$ 2	$ 4	$ 1	$ 1
SVaR	5	6	4	4	6	2	5
10-day							
VaR	3	5	2	6	21	1	4
SVaR	19	24	14	17	24	11	21

	Year Ended December 31, 2021			As of December 31, 2021
(Dollars in millions)	Mean	High	Low	
1-day				
VaR	$ 1	$ 4	$ 1	$ 2
SVaR	4	7	2	5
10-day				
VaR	5	21	1	5
SVaR	18	27	11	22

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.2.22

SCHEDULE OF RISKS INCLUDED IN VaR

	As of September 30, 2022		As of September 30, 2021		As of December 31, 2021	
(Dollars in millions)	**1-day**	**10-day**	1-day	10-day	1-day	10-day
Interest rate risk	**$ 1**	**$ 3**	$ 1	$ 3	$ 1	$ 1
Credit spread risk	**1**	**1**	—	1	1	1

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, 2022, 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.2.23

INTEREST RATE SENSITIVITY

Shifts in Interest Rates (in bps)	% Change in Projected Net Interest Income
-100	-9.1%
-50	-4.4%
-25	-2.2%
+25	+2.1%
+50	+4.2%
+100	+8.3%
+200	+13.9%

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 0.3%. 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 0.3%. 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.

FHN's net interest income had been impacted by the disruption from the COVID-19 pandemic and its variants as well as the low-rate environment. The impact of government stimulus programs and other developments continue to influence net interest income results, although the impacts from these programs have abated.

Interest rates have been increasing over the past three quarters as the Federal Reserve has pivoted its monetary policy actions to curb inflation, with the expectation that rates will increase further in the future. FHN continues to monitor current economic trends and potential exposures closely.

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. 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 ($14.3 billion was available as of September 30, 2022), brokered deposits, loan sales, syndications, and access to the Federal Reserve Bank.

Core deposits are a significant source of funding and have historically been a stable source of liquidity for banks. Generally, core deposits represent funding from a financial institution's client base which provides inexpensive, predictable pricing. The ratio of average loans, excluding loans HFS and restricted real estate loans, to average core deposits was 79% for September 30, 2022 and 80% for December 31, 2021.

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. In February 2022, FHN issued and sold to TD 4,936 shares of Series G Perpetual Convertible Preferred Stock in a private placement transaction for $494 million. As of September 30, 2022, FHN had outstanding $1.3 billion in senior and subordinated unsecured debt and $1.0 billion in non-cumulative perpetual preferred stock. As of September 30, 2022, 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 $1.4 billion as of October 1, 2022.

In March 2022, FHN agreed to suspend the Dividend Reinvestment Plan in connection with the Pending TD Merger. As a result of the suspension of the Plan, participants in the Plan received their first quarter 2022 FHN dividend, paid on April 1, 2022, in cash. During the suspension period, dividend payments of FHN will not be automatically reinvested in additional shares of FHN common stock and participants in the Plan will be unable 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 amounts of $180 million in first quarter 2022, $85 million in second, third, and fourth quarter 2022, and $770 million in 2021. First Horizon Bank declared and paid preferred dividends in each quarter of 2022 and 2021. Additionally, First Horizon Bank declared preferred dividends in fourth quarter 2022, payable in January 2023.

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.

FHN paid a cash dividend of $0.15 per common share on October 3, 2022. FHN paid cash dividends of $1,625 per Series E preferred share and $1,175 per Series F preferred share on October 11, 2022 and $305 per Series D preferred share and $165 per Series C preferred share on November 1, 2022. In addition, in October 2022, the Board approved cash dividends per share in the following amounts:

Table I.2.24

CASH DIVIDENDS APPROVED BUT NOT PAID

	Dividend/Share	Record Date	Payment Date
Common Stock	$ 0.15	12/16/2022	01/03/2023
Preferred Stock			
Series B	$ 331.25	01/17/2023	02/01/2023
Series C	$ 165.00	01/17/2023	02/01/2023
Series E	$ 1,625.00	12/23/2022	01/10/2023
Series F	$ 1,175.00	12/23/2022	01/10/2023

If the Pending TD Merger is completed before December 16, 2022 (the common stock record date), the common stock dividend described above will not be paid.

The FHN preferred stock and the First Horizon Bank Class A preferred stock will remain outstanding after the closing of the Pending TD Merger. If, following the closing of the Pending TD Merger, TD elects to effect the merger of FHN into TD Bank US Holding Company, at the effective time of such merger, each share of FHN preferred stock described above will be automatically converted into a share of a newly created, corresponding series of preferred stock of TD Bank US Holding Company having terms that are not materially less favorable than those of the existing series of FHN preferred stock. In addition, following the closing of the Pending TD Merger, at the effective time of the merger of First Horizon Bank into TDBNA, each share of First Horizon Bank Class A preferred stock will be automatically converted into a share of a newly created, corresponding series of preferred stock of TDBNA having terms that are not materially less favorable than those of the existing First Horizon Bank Class A preferred stock. The payment and timing of the dividends will not be impacted by any such conversion of the FHN preferred stock into TD Bank US Holding Company preferred stock or the First Horizon Bank Class A preferred stock into TDBNA preferred stock.

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. As discussed in Note 10 - Contingencies and Other Disclosures, 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

FHN's repurchase and foreclosure liability, primarily related to its pre-2009 mortgage business, is comprised of accruals to cover estimated loss content in the active pipeline (consisting of mortgage loan repurchase, make-whole, foreclosure/servicing demands and certain related exposures), estimated future inflows, and estimated loss content related to certain known claims not currently included in the active pipeline. 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 repurchase and foreclosure liability was $16 million and $17 million as of September 30, 2022 and December 31, 2021, respectively.

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 how the COVID-19 pandemic continues to affect FHN's clients, 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 late September, Hurricane Ian caused substantial damage and disruption in Florida, Georgia, and South Carolina, affecting FHN's operations in those states and impacting many of FHN's clients and communities. The financial impacts of Ian on FHN, especially indirect impacts through FHN's clients, have been estimated for purposes

of this report but only on a preliminary basis; they may not be fully known for some time.

Inflation, Recession, and Federal Reserve Policy

Economic Overview

The year 2022 to date has been marked by: strong inflation (which began in 2021); the Federal Reserve implementing a "tightening" policy to contain inflation by increasing short-term interest rates and ending asset purchases; many indicators suggesting near-term recession; continuing supply-chain difficulties impacting many industries; and low unemployment rates. Historically, while it is common for unemployment to rise only after a recession has begun, it is unusual for unemployment to remain low in the context of the events in 2022 so far. The delayed reaction is likely to be temporary, however: if recessionary pressures continue to grow, demand for labor eventually will abate.

Amplifying inflationary pressures and general uncertainties this year, the Russian military invaded Ukraine in February. Much of Europe and the rest of the world, including the U.S., has imposed economic sanctions on Russia for its attack, its ongoing military campaign resulting in substantial civilian casualties, and the manner in which it has prosecuted the war which, reportedly, has significantly violated several international conventions and treaties. The war and sanctions resulted in global oil and gas prices rising precipitously in early 2022, along with the prices of several other commodities exported by Russia, Ukraine, or both, including certain grains and vegetable oils. The onset of winter in Europe is expected to exacerbate shortages of oil, natural gas, and other heating fuels.

Federal Reserve and Rates

The Federal Reserve has raised short-term rates several times already this year, and recent public comments indicate that further raises will continue until inflation is judged to be adequately controlled. The last four raises have been 75 basis points each, which is aggressive by historical standards. Moreover, the Federal Reserve has expressed its intent to bring inflation under control even at the risk of creating, or deepening, an economic recession. By raising rates, the Federal Reserve intends to curb demand in the U.S. for goods and services by making credit more expensive and reducing the amount of borrowed dollars generally. If supplies remain constant, curbing demand should curb inflation eventually.

FHN cannot predict exactly when or how much short-term rates will be raised, nor how market-driven long-term rates will behave, nor how those actions may affect financial markets, during the remainder of 2022 and continuing into 2023. However, currently FHN expects the Federal Reserve to adhere to its guidance and continue raising short-term rates.

Yield Curve

During 2022, the yield curve flattened and modestly inverted at times in the first two quarters, and was inverted most of the third quarter. Unusual yield curve effects, including inversion, may continue. A traditional measure of inversion occurs when the two-year U.S. Treasury rate is higher than the ten-year rate. Traditional inversion was sustained for most of the third quarter, continuing into the fourth. Sustained traditional yield curve inversion is viewed, with statistical support, as a harbinger of economic recession.

Recession

The U.S. economy contracted (experienced negative growth) during the first and second quarters this year. Those first two contractions were modest but, in each case, contrary to official expectations. The U.S. economy grew modestly in the third quarter, buoyed in part by a disproportionate fall-off in demand for imported goods versus domestic goods. Although third-quarter U.S. growth was a positive development, and the inflation rate no longer is rising, inflation in the U.S. remains persistently high and, therefore, recessionary expectations in the U.S. remain high as well.

Traditionally, though not officially, two consecutive quarters of contraction indicates the start of a recession. Official designations of the beginning and end of a recessionary period are based on extensive data analysis and take many months to be announced. Currently, no recession has been officially declared. However, recession expectations in the U.S. have been growing all year. When people and businesses expect a recession, they often change their behaviors in ways that make recession more likely: they borrow less, spend less, and invest less.

Market Volatility

As a result of the prospects for recession, coupled with the uncertainties associated with the war in eastern Europe, financial markets world-wide have been volatile in 2022. Financial asset values broadly fell this year, especially during the second and third quarters. In the U.S., several major stock indices have fallen more than 20% from their most recent high levels, which conventionally means those indices entered a "bear" market.

Impacts on FHN

In several respects FHN has benefited significantly from rising rates. FHN is likely to continue to benefit as long as the rise in lending rates outpaces the rise in deposit and other funding rates.

However, some of FHN's businesses have been negatively impacted. The general increase in interest rates this year

has pushed home mortgage rates in the U.S. higher. FHN's direct mortgage lending and lending to mortgage companies have seen business decline significantly in 2022. If mortgage rates continue to rise, FHN's revenues and earnings from those areas likely will continue to fall substantially compared with 2021. Moreover, FHN's revenues from bond trading and related activities have fallen significantly in 2022 due to rising rates coupled with elevated market volatility.

More generally, a recession with still-rising rates likely would have a significant negative impact on FHN's businesses overall. Even if loan spreads continue to widen, demand for loans is likely to fall, reserves for loan losses are likely to rise, many commercial activities that generate fee income are likely to decline, and competition for clients is likely to 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.

Complicating the economic situation in the U.S. this year is the impact that Federal Reserve policy has had on the value of the U.S. dollar versus many other major currencies. The dollar has risen substantially in 2022, resulting in: pressure on U.S. exports, which are relatively more expensive; a windfall for imports into the U.S., which are relatively cheaper; and pressure on non-U.S. borrowers of U.S. dollars and international buyers of goods traded mainly using U.S. dollars. Although FHN is not directly and significantly impacted by those effects, some clients have been and will continue to be. Moreover, other central banks have been pressured to follow the lead of the Federal Reserve to support their respective currencies. As in the U.S., those tightening actions dampen economic activity and increase the risk of recession in those countries.

LIBOR & Reference Rate Reform

LIBOR

The London Inter-Bank Offered Rate ("LIBOR") for many years was the most widely used reference rate in the world. A large but declining portion of FHN's floating rate loans use LIBOR, denominated in U.S. Dollars ("USD"), as the reference rate to determine the interest rate paid by the client/borrower. In addition, certain floating-rate securities issued by FHN use USD LIBOR as the reference rate.

LIBOR is based on a mix of transaction-based data and expert judgment about market conditions. It is published in different tenors, which are time periods such as 1-week, 1-month, 12-month, etc.

LIBOR Discontinuance

About a decade ago, evidence emerged that some members of the panel that set LIBOR may have manipulated the published LIBOR rates rather than using strictly good-faith judgments. Several banks were fined.

In 2017, the Chief Executive of the United Kingdom Financial Conduct Authority (the “FCA”)—the governmental regulator of LIBOR—announced that it intended to halt persuading or compelling banks to submit rates for the calculation of LIBOR after 2021. In 2021, the FCA announced that tenors of USD LIBOR would no longer be published as follows:

- One week and 2-month USD LIBOR would not be published after December 31, 2021; and
- All other USD LIBOR tenors (*e.g.*, overnight, 1-month, 3-month, 6-month and 12-month tenors) would not be published after June 30, 2023.

U.S. Regulatory Position

In 2020, the Federal Reserve, the OCC, and the FDIC jointly encouraged U.S. banks to transition away from LIBOR for new contracts as soon as practicable and, in any event, by December 31, 2021. They noted that entering into new contracts that use LIBOR as a reference rate after December 31, 2021 would create safety and soundness risks.

U.S. Federal Legislation

In March 2022, Congress passed the Adjustable Interest Rate (LIBOR) Act. The legislation addresses loans that will remain 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.

Alternatives to LIBOR

LIBOR became the market-preferred reference rate because it was perceived by lenders and borrowers as being superior to alternatives in a wide range of circumstances. Now that the origination of LIBOR-indexed loans has ended, no single alternative reference rate has replaced LIBOR for USD transactions. Instead, a number of different reference rates are being used in different circumstances. These include:

- *Daily SOFR.* The Alternative Reference Rates Committee (“ARRC”) is a group of private-market

and financial regulator participants convened by the Federal Reserve and the New York Federal Reserve Bank to help ensure a successful transition from USD LIBOR to a more robust reference rate. The ARRC has recommended the Secured Overnight Financing Rate (“SOFR”) as its preferred alternative. SOFR resets daily and is based on actual transaction data for the U.S. Treasury repurchase market. Accordingly, SOFR represents a nearly risk-free secured overnight rate.

- *CME Term SOFR*. Published by CME Group, Term SOFR is a forward-looking rate, with 1-month, 3-month, 6-month and 12-month tenors, and is based on SOFR futures contracts. The ARRC recommended conventions for Term SOFR rates, recommended CME Group as the administrator for Term SOFR, and in July 2021 formally recommended CME Group's Term SOFR rates.
- *AMERIBOR.* The American Interbank Offered Rate (“AMERIBOR”) Index is produced by the American Financial Exchange. AMERIBOR is based on actual transaction data involving credit decisions by many financial institutions, on an unsecured basis.
- *BSBY*. The Bloomberg short-term bank yield index ("BSBY") is a proprietary rate index calculated and published by Bloomberg Index Services Limited. BSBY is based on actual transaction data involving unsecured credit.
- *Prime*. Although traditional prime rates (with each bank setting its own) are not likely to regain the prominence they had decades ago when U.S. banks were much smaller and the industry was more fragmented, for some clients and products banks may increase their usage of prime rates.

The alternatives listed above were made available to the majority of FHN’s commercial clients starting in November 2021. In accordance with the U.S. regulatory position, FHN ceased entering into new LIBOR based contracts as of December 31, 2021.

Each alternative reference rate has advantages and disadvantages compared with other alternatives in various circumstances. Despite being supported by the ARRC, Daily SOFR has not gained significant traction among middle market commercial borrowers. When assessing Daily SOFR, some borrowers have observed that the adoption of a rate with a daily reset introduces operational complexities, including changes to the loan's interest calculation and billing cycle. By contrast, CME Term SOFR is a rate that: 1) like LIBOR, has rate reset tenors of monthly or longer and 2) like Daily SOFR, carries the endorsement of the ARRC. For these reasons, CME Term SOFR has gained traction among many middle market commercial borrowers.

All of the alternative reference rates selected by FHN to date meet the International Organization of Securities Commissions ("IOSCO") Principles for Financial Benchmarks, as affirmed by the rate administrator and/or an independent auditor. While banking regulators have stated that banks are free to choose the index rates they offer clients, some public sector officials have urged caution in using the new credit sensitive alternative reference rates (a category that includes BSBY and AMERIBOR), primarily due to the robustness of underlying data used to derive the rates. More specifically, there is concern of an “inverted pyramid” effect where a large number of financial contracts could be priced using an index derived from a relatively low volume of transactions. In an interagency statement on October 20, 2021, U.S. banking regulatory agencies noted that “supervised institutions should understand how their chosen reference rate is constructed and be aware of any fragilities associated with that rate and the markets that underlie it”. IOSCO has also warned of the potential for the “inverted pyramid” problem and will monitor how the IOSCO label is used by administrators.

FHN is monitoring the credit sensitive reference rates and regulatory guidance around use of such rates. FHN plans to limit use of credit sensitive rates to commercial loans (approximately 2% of global USD LIBOR market) and related customer swaps (pending development of derivatives markets for these rates). Additionally, FHN expects that each financial contract will contain fallback language to guide transition from a credit sensitive rate to an alternative should that action be deemed necessary in the future.

FHN's Actions to Date & Transition Plans

Starting in 2019, FHN modernized the fallback language used in its loan documentation to better handle how floating rate loans would be re-set if LIBOR ceased to be published during the loan term.

In the fourth quarter of 2021, FHN ceased using USD LIBOR for new lending and renegotiated terms with clients whose loans are based on 1-week or 2-month USD LIBOR, which ceased publication at the end of 2021. Only a small portion of FHN's clients had such loans.

On the consumer side, FHN began transitioning from LIBOR-based adjustable rate mortgages ("ARMs") to SOFR-based ARMs in November 2021, and no longer offers LIBOR-based ARMs. SOFR has emerged as a market standard for ARMs in the U.S. and is the conforming convention for Fannie Mae and Freddie Mac.

For all products, FHN developed a go-to-market strategy which included pricing considerations, associate training, and client communications. All required systems, processes, and reporting were updated to accommodate the transition. FHN ceased origination of new contracts tied to LIBOR on December 31, 2021

In addition, FHN has established a LIBOR Transition Office to assist associates in working with their clients to re-negotiate terms of loan and derivative contracts that extend past the June 30, 2023 cessation date for the

remaining USD LIBOR tenors noted above. FHN bankers have begun amending the pricing of existing LIBOR-based commercial loans via a rate change at the time of loan renewal or via amendments to the loan documents to change the benchmark rate. Additionally, FHN bankers have begun amending interest rate derivative contracts whose tenors extend beyond the June 30, 2023 final cessation date of LIBOR.

While FHN has exposure to LIBOR in various contracts (e.g. securities, derivatives), FHN's primary exposure to LIBOR is in floating rate loans to customers and derivative contracts issued to customers through FHN Financial. Below is a summary of these exposures as of September 30, 2022:

Table I.2.25

LIBOR EXPOSURES

(Dollars in billions)	As of September 30, 2022	Mature after June 2023
Commercial loans (a)	$ 15	$ 12
Consumer loans (a)	3	3
Customer swaps (b)	8	7

(a) Amounts represent outstanding loan balances as of September 30, 2022.
(b) FHN has entered into offsetting upstream transactions with dealers to offset its market risk exposure.

Critical Accounting Policies and Estimates

FHN has made no significant changes in its critical accounting policies and estimates from those disclosed in its 2021 Annual Report on Form 10-K, as amended.

Accounting Changes

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

Financial Accounting Aspects

In 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 reference rate reform. The scope of ASU 2020-04 was expanded in 2021 with ASU 2021-01, "Scope". Refer to the Accounting Changes With Extended Transition Periods section of Note 1 - Basis of Presentation and Accounting Policies for additional information.

In April 2022, the FASB proposed to extend the relief under Topic 848 (Reference Rate Reform) by two years, from December 31, 2022 to December 31, 2024.

U.S. Tax Accommodation

On December 30, 2021, the IRS released final guidance that is intended to facilitate the transition of existing contracts from LIBOR to new reference rates without triggering modification accounting or taxable exchange treatment for those contracts. This guidance specifies what must be met in order to qualify for the beneficial transition approach and FHN is considering this guidance in its transition plans.

Non-GAAP Information

Table I.2.26

NON-GAAP TO GAAP RECONCILIATION

	Three Months Ended			Nine Months Ended	
(Dollars in millions; shares in thousands)	**September 30, 2022**	June 30, 2022	September 30, 2021	**September 30, 2022**	September 30, 2021
Pre-provision Net Revenue (Non-GAAP)					
Net interest income (GAAP)	**$ 662**	$ 542	$ 492	**$ 1,683**	$ 1,496
Plus: Noninterest income (GAAP)	**213**	201	247	**642**	829
Total revenues (GAAP)	**875**	743	739	**2,325**	2,325
Less: Noninterest expense (GAAP)	**469**	488	526	**1,450**	1,567
Pre-provision net revenue (Non-GAAP)	**$ 406**	$ 255	$ 213	**$ 875**	$ 758
Average Tangible Common Equity (Non-GAAP)					
Average total equity (GAAP)	**$ 8,669**	$ 8,614	$ 8,577	**$ 8,634**	$ 8,462
Less: Average noncontrolling interest (a)	**295**	295	295	**295**	295
Less: Average preferred stock (a)	**1,014**	1,014	520	**909**	501
(A) Total average common equity	**$ 7,360**	$ 7,305	$ 7,762	**$ 7,430**	$ 7,666
Less: Average goodwill and other intangible assets (GAAP)(b)	**1,767**	1,789	1,829	**1,786**	1,843
(B) Average tangible common equity (Non-GAAP)	**$ 5,593**	$ 5,516	$ 5,933	**$ 5,644**	$ 5,823
Net Income Available to Common Shareholders					
(C) Net income available to common shareholders (annualized) (GAAP)	**$ 1,020**	$ 666	$ 887	**$ 815**	$ 993
Tangible Common Equity (Non-GAAP)					
(D) Total equity (GAAP)	**$ 8,283**	$ 8,551	$ 8,532	**$ 8,283**	$ 8,532
Less: Noncontrolling interest (a)	**295**	295	295	**295**	295
Less: Preferred stock (a)	**1,014**	1,014	520	**1,014**	520
(E) Total common equity	**$ 6,974**	$ 7,242	$ 7,717	**$ 6,974**	$ 7,717
Less: Goodwill and other intangible assets (GAAP)(b)	**1,757**	1,783	1,822	**1,757**	1,822
(F) Tangible common equity (Non-GAAP)	**5,217**	5,459	5,895	**5,217**	5,895
Less: Unrealized gains (losses) on AFS securities, net of tax	**(1,039)**	(671)	5	**(1,039)**	5
(G) Adjusted tangible common equity (Non-GAAP)	**$ 6,256**	$ 6,130	$ 5,890	**$ 6,256**	$ 5,890
Tangible Assets (Non-GAAP)					
(H) Total assets (GAAP)	**$ 80,299**	$ 85,132	$ 88,537	**$ 80,299**	$ 88,537
Less: Goodwill and other intangible assets (GAAP) (b)	**1,757**	1,783	1,822	**1,757**	1,822
(I) Tangible assets (Non-GAAP)	**$ 78,542**	$ 83,349	$ 86,715	**$ 78,542**	$ 86,715
Risk-Weighted Assets					
(J) Risk-weighted assets (c)	**$ 68,580**	$ 67,294	$ 63,013	**$ 68,580**	$ 63,013
Period-end Shares Outstanding					
(K) Period-end shares outstanding	**536,737**	536,333	541,860	**536,737**	541,860
Ratios					
(C)/(A) Return on average common equity (GAAP)	**13.85 %**	9.12 %	11.43 %	**10.97 %**	12.96 %
(C)/(B) Return on average tangible common equity (Non-GAAP)	**18.23**	12.07	14.95	**14.44**	17.06
(D)/(H) Total period-end equity to period-end assets (GAAP)	**10.32**	10.04	9.64	**10.32**	9.64
(F)/(I) Tangible common equity to tangible assets (Non-GAAP)	**6.64**	6.55	6.80	**6.64**	6.80
(G)/(J) Adjusted tangible common equity to risk-weighted assets (Non-GAAP)	**9.12**	9.11	9.35	**9.12**	9.35
(E)/(K) Book value per common share (GAAP)	**$ 12.99**	$ 13.50	$ 14.24	**$ 12.99**	$ 14.24
(F)/(K) Tangible book value per common share (Non-GAAP)	**$ 9.72**	$ 10.18	$ 10.88	**$ 9.72**	$ 10.88

Loans and leases excluding PPP loans (Non-GAAP)					
Commercial loans and leases excluding PPP loans	**$ 44,512**	$ 43,843	$ 41,693	**$ 44,512**	$ 41,693
PPP loans	**129**	375	2,017	**129**	2,017
Total commercial loans and leases	**44,641**	44,218	43,710	**44,641**	43,710
Total consumer loans	**12,713**	12,311	11,725	**12,713**	11,725
Total loans and leases	**$ 57,354**	$ 56,529	$ 55,435	**$ 57,354**	$ 55,435

(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 99 of this report and the subsections entitled "Market Risk Management" beginning on page 99 and "Interest Rate Risk Management" beginning on page 101 of this report, and

(b) Note 14 to the Consolidated Financial Statements appearing on pages 48-54 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, as amended, for the year ended December 31, 2021, including in particular the section entitled "Risk Management" beginning on page 90 of that Report and the subsections entitled "Market Risk Management" beginning on page 91 and "Interest Rate Risk Management" beginning on page 93 of that Report; and Note 22 to the Consolidated Financial Statements appearing on pages 184-190 of Item 8 to FHN's Annual Report on Form 10-K, as amended, for the year ended December 31, 2021.

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 37 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, as amended, for the year ended December 31, 2021:

Not applicable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Unregistered Equity Securities Sold

During the third quarter of 2022, FHN sold no common or preferred equity securities which were not registered under the Securities Act of 1933, as amended.

(b) Use of Proceeds If Rule 463 is Applicable

Not applicable

(c) Equity Repurchases

The "Common Stock Purchase Programs” section including tables I.2.19 and I.2.20 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 98 of this report, is incorporated herein by reference.

Items 3., 4., and 5.

Not applicable

Item 6. Exhibits

10-Q EXHIBIT TABLE

Exh. No.	Description of Exhibit to this Report	Filed Here	Mngt Exh	Furnished	Incorporated by Reference to		
					Form	Exh. No.	Filing Date
2.1	Agreement and Plan of Merger dated as of February 27, 2022, between FHN, The Toronto-Dominion Bank, TD Bank US Holding Company, and Falcon Holdings Acquisition Co. [conformed copy]				10-K	2.1	3/01/2022
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 26, 2022				8-K	3.1	7/27/2022
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 and Executive Officers 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, 2022, formatted in Inline XBRL: (i) Consolidated Balance Sheets at September 30, 2022 and December 31, 2021; (ii) Consolidated Statements of Income for the Three and Nine Months Ended September 30, 2022 and 2021; (iii) Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended September 30, 2022 and 2021; (iv) Consolidated Statements of Changes in Equity for the Three and Nine Months Ended September 30, 2022 and 2021; (v) Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2022 and 2021; (vi) Notes to 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; and 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.

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, 2022

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 DIRECTOR AND EXECUTIVES DEFERRED COMPENSATION PLAN

(As in effect for 2023)

Effective for the 2023 plan year, the Board of Directors and its Compensation Committee approved an applicable interest rate of 10.77% for the Directors and Executives Deferred Compensation Plan. That rate increased from the 9.07% rate in effect for 2022, 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, 2022

/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, 2022

/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, 2022, (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, 2022

/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, 2022, (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, 2022

/s/ Hope Dmuchowski

Hope Dmuchowski
Senior Executive Vice President and Chief Financial Officer