



Rotation of Audit Partners of Independent Auditor

FIRST HORIZON NATIONAL CORPORATION AUDIT COMMITTEE GUIDELINES ROTATION OF AUDIT PARTNERS OF INDEPENDENT AUDITOR

Rule 2-01(c)(6) of Regulation S-X requires that certain partners of the independent auditor rotate off the engagement after a specified period of time. At the July Audit Committee Meeting at which the annual audit plan is presented, the Committee shall discuss with management and the independent auditors the timing and process for implementing rotation of the lead partner, the concurring or reviewing partner and other audit engagement team partners.

The Committee shall receive confirmation from management and the independent auditors that the provisions of Rule 2-01(c)(6) of Regulation S-X have been satisfied and that the independent auditor is deemed to be "independent" under the rules and regulations of the Securities and Exchange Commission.

[Reflects 4/20/04 holding company name change.]