

WACHTELL, LIPTON, ROSEN & KATZ

MARTIN LIPTON
HERBERT M. WACHTELL
BERNARD W. NUSSBAUM
LAWRENCE B. PEDOWITZ
PAUL VICZARRONDO, JR.
PETER C. HEIN
HAROLD S. NOVIKOFF
KENNETH B. FORREST
MEYER G. KOPLOW
THEODORE N. MIRVIS
EDWARD D. HERLIHY
DANIEL A. NEFF
ERIC M. ROTH
ANDREW R. BROWNSTEIN
MICHAEL H. BYOWITZ
PAUL K. ROWE
MARC WOLINSKY
DAVID GRUENSTEIN
STEPHEN G. GELLMAN
STEVEN A. ROSENBLUM

STEPHANIE J. SELIGMAN
JOHN F. SAVARESE
SCOTT K. CHARLES
DAVID S. NEILL
JODI J. SCHWARTZ
ADAM O. ENMERICH
GEORGE T. CONWAY III
RALPH M. LEVENE
RICHARD G. MASON
MICHAEL J. SEGAL
DAVID M. SILK
ROBIN PANOVKA
DAVID A. KATZ
ILENE KNABLE GOTTS
DAVID M. MURPHY
JEFFREY M. WINTNER
TREVOR S. NORWITZ
BEN M. GERMANA
ANDREW J. NUSSBAUM
RACHELLE SILVERBERG

51 WEST 52ND STREET
NEW YORK, N.Y. 10019-6150
TELEPHONE: (212) 403-1000
FACSIMILE: (212) 403-2000

GEORGE A. KATZ (1965-1989)
JAMES H. FOGELSON (1967-1991)

OF COUNSEL

WILLIAM T. ALLEN
PETER C. CANELLOS
DAVID M. EINHORN
THEODORE GEWERTZ
RICHARD D. KATCHER
THEODORE A. LEVINE
DOUGLAS K. MAYER
ROBERT B. MAZUR
PHILIP MINDLIN
ROBERT M. MORGENTHAU
ERIC S. ROBINSON
PATRICIA A. ROBINSON
LEONARD M. ROSEN
MICHAEL W. SCHWARTZ
ELLIOTT V. STEIN
WARREN R. STERN
PATRICIA A. VLAHAKIS
J. BRYAN WHITWORTH
AMY R. WOLF

* ADMITTED IN THE DISTRICT OF COLUMBIA

COUNSEL

DAVID M. ADLERSTEIN
MICHELE J. ALEXANDER
LOUIS J. BARASH
DIANNA CHEN
ANDREW J.H. CHEUNG
PAMELA EHRENKRANZ
KATHRYN GETTLES-ATWA
PAULA N. GORDON
NANCY B. GREENBAUM
MAURA R. GROSSMAN
MARK A. KOENIG
J. AUSTIN LYONS
AMANDA N. PERSAUD
JEFFREY A. WATIKER

DAVID C. BRYAN
STEVEN A. COHEN
DEBORAH L. PAUL
DAVID C. KARP
RICHARD K. KIM
JOSHUA R. CAMMAKER
MARK GORDON
JOSEPH O. LARSON
LAWRENCE S. MAKOW
JEANNENARIE O'BRIEN
WAYNE M. CARLIN
STEPHEN R. D'PRIMA
NICHOLAS G. DEMMO
IGOR KIRMAN
JONATHAN M. NOSES
T. EIKO STANGE
DAVID A. SCHWARTZ
JOHN F. LYNCH
WILLIAM SAVITT
ERIC M. ROSOF

MARTIN J.E. ARMS
GREGORY E. OSTLING
DAVID B. ANGERS
ADAM J. SHAPIRO
NELSON O. FITTS
JEREMY L. GOLDSTEIN
JOSHUA M. HOLMES
DAVID E. SHAPIRO
OAMIAN G. DIDDEN
ANTE VUCIC
IAN BOCKZO
MATTHEW M. GUEST
DAVID E. KAHAN
DAVID K. LAM
BENJAMIN M. ROTH
JOSHUA A. FELTMAN
ELAINE P. GOLIN
EMIL A. KLEINHAUS
KARESSA L. CAIN

October 11, 2012

Mr. Charles Fleet
Senior Supervisory Consumer Financial Services Analyst
Board of Governors of the Federal Reserve System
20th Street and Constitution Avenue, NW
Washington, DC 20551

Re: Application by Trustmark Corporation
to Acquire BancTrust Financial Group, Inc.

Dear Mr. Fleet:

This letter responds to your request, dated October 3, 2012, for additional information relating to the application filed by Trustmark Corporation, Jackson, Mississippi, under section 3(a)(5) of the Bank Holding Company Act, to acquire 100 percent of the voting securities of BancTrust Financial Group, Inc., Mobile, Alabama, and thereby indirectly acquire BankTrust, Mobile, Alabama. Below is your question followed by Trustmark's response.

To the extent not already provided, please describe the community outreach efforts (e.g., credit needs ascertainment, marketing/advertising, product development), if any, by Trustmark National Bank to make home mortgage credit available to borrowers throughout the bank's assessment areas, including to Hispanics and African Americans.

Mr. Charles Fleet
October 11, 2012
Page 2

Trustmark National Bank ("Trustmark Bank") is dedicated to making home mortgage credit available to all borrowers, regardless of race or ethnicity, throughout its assessment areas. As a result of this dedication, Trustmark Bank received a rating of "Outstanding" on its most recent CRA Performance Evaluation by the OCC. Only approximately 5% of the large banks regulated by the OCC have achieved an "Outstanding" CRA rating.

Trustmark Bank works diligently to maintain policies that ensure all segments of the community are served equally. An example of one such policy is shown in its mortgage originators' CRA goals. This policy states:

"Each Trustmark originator is expected to reach out to all areas of the community, making every effort to generate new mortgage applications from low to moderate income borrowers. All originators are required to make 6 business development calls each year to minority agents and/or agents who work with minority home buyers on a regular basis. Each originator is required to host and/or teach at least one Homebuyer Education workshop each year. Our Community Outreach Coordinator is available to provide assistance as needed regarding non-profits in your market who could partner with Trustmark on these initiatives."

In an effort to ensure that its policies are reflective of the needs of those in its markets, Trustmark Bank encourages its associates to participate in various community activities, particularly those that would qualify as a "service" under the Community Reinvestment Act. As previously mentioned, each assessment area is required to perform a certain number of CRA qualifying services each year. Because the bank has identified delinquent credit as a primary reason for individuals not qualifying for a home mortgage, financial education is a primary focus. Trustmark Bank employs a full-time Community Outreach Coordinator, who has recently obtained Neighborworks Center for Homeownership Education and Counseling Certification and Pre-Purchase Home Ownership Education through Neighborworks Training Institute. This position is primarily responsible for providing financial education classes to low- and moderate-income people, working with Trustmark Bank's originators to increase lending to these groups and working with housing-related entities to educate and promote homeownership. While this position is not required under the Community Reinvestment Act, Trustmark Bank chose to create the position to further ensure that all segments of its markets are served.

In addition to financial education, Trustmark Bank participates in the USDA's Guaranteed Rural Housing Loan program. This program is an avenue for assisting low- and moderate-income borrowers. In 2010, Trustmark Bank funded a total of 544 rural development loans totaling \$69.4 million. In 2011, Trustmark Bank funded 556 rural development loans totaling \$71.1 million. During the first nine months of 2012, Trustmark Bank funded 479 rural development loans totaling \$63.8 million.

Mr. Charles Fleet
October 11, 2012
Page 3

Trustmark Bank also participates in Mississippi Home Corporation's ("MHC") loan programs. MHC's goal is to raise funds "from private investors to finance the acquisition, construction and rehabilitation of residential housing for persons of low to moderate income within the State." In 2010, Trustmark Bank funded loans using MHC's programs totaling approximately \$42.4 million. During 2011, loans funded using MHC's programs totaled approximately \$41.9 million while approximately \$37.7 million in loans have been funded year-to-date through September 19, 2012. All of these loans were made to low- and moderate-income borrowers throughout the State of Mississippi.

In summary, Trustmark Bank is dedicated to serving all segments of its communities, including low- and moderate-income segments. Policies have been established to ensure this dedication is not compromised and that mortgage credit is available to borrowers throughout the bank's assessment areas.

If you should have any questions regarding this letter, please feel free to contact me.

Sincerely,



Richard K. Kim

cc: Federal Reserve Bank of Atlanta

Office of the Comptroller of the Currency
Southern District
500 North Akard, Suite 1600
Dallas, Texas 75201-3323

Federal Deposit Insurance Corporation
Atlanta Regional Office
Millenium in Midtown
10 Tenth Street, NE, Suite 800
Atlanta, Georgia 30309-3906

Matthew Lee, Esq.
Inner City Press/Fair Finance Watch
747 Third Avenue
New York, New York 10017