

NATIONAL COMMERCE FINANCIAL CORP

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SUNTRUST BANKS INC

FORM 425

(Filing of certain prospectuses and communications in connection with business combination transactions)

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Industry	Regional Banks
Sector	Financial
Fiscal Year	12/31



Strategically Focused
...on Performance
...on Growth
...on Opportunity

L. Phillip Humann
William R. Reed, Jr.
Gary Peacock, Jr.

Sanford C. Bernstein
Strategic Decisions Conference

June 2004



Exchange Commission's internet site (<http://www.sec.gov>). Copies of the definitive joint proxy statement/prospectus and the filings with the Securities and Exchange Commission that will be incorporated by reference in the definitive joint proxy statement/prospectus can also be obtained, without charge, by directing a request to SunTrust Banks, Inc., 303 Peachtree St., N.E., Atlanta, Georgia 30308; Attention: Investor Relations; or National Commerce Financial Corporation, One Commerce Square, Memphis, Tennessee, 38159; Attention: Investor Relations.

The respective directors and executive officers of SunTrust and NCF and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed merger. **Information regarding SunTrust's directors and executive officers is available in the proxy statement filed with the Securities and Exchange Commission by SunTrust on March 2, 2004, and information regarding NCF's directors and executive officers is available in the proxy statement filed with the Securities and Exchange Commission by NCF on March 17, 2004. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is available in the preliminary joint proxy statement/prospectus contained in the registration statement filed by SunTrust with the SEC on June 3, 2004.**

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements about the benefits of the merger between SunTrust Banks, Inc. ("SunTrust") and National Commerce Financial Corporation ("NCF"), including future financial and operating results, SunTrust's plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of SunTrust's and NCF's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the ability to obtain governmental approvals of the merger on the proposed terms and schedule; the failure of

SunTrust and NCF stockholders to approve the merger; the risk that the businesses will not be integrated successfully; the risk that the cost savings and any revenue synergies from the merger may not be fully realized or may take longer to realize than expected; disruption from the merger making it more difficult to maintain relationships with clients, employees or suppliers; increased competition and its effects on pricing, spending, third-party relationships and revenues; the risk of new and changing regulation in the U.S. and internationally. Additional factors that could cause SunTrust's and NCF's results to differ materially from those described in the forward-looking statements can be found in the 2003 Annual Reports on Form 10-K of SunTrust and NCF, and in the Quarterly Reports on Form 10-Q of SunTrust and NCF filed with the Securities and Exchange Commission and available at the Securities and Exchange Commission's internet site (<http://www.sec.gov>). The forward-looking statements in this presentation speak only as of the date of the filing, and neither SunTrust nor NCF assumes any obligation to update the forward-looking statements or to update the reasons why actual results could differ from those contained in the forward-looking statements.

This presentation could include some non-GAAP measures to describe SunTrust's performance. The reconciliation of those measures to GAAP measures can be found in SunTrust's earnings press release, on SunTrust's website in the press release section of the Investor Relations pages and in the appendix of this presentation.

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Stockholders are urged to read the joint proxy statement/prospectus regarding the proposed transaction when it becomes available because it will contain important information. Stockholders will be able to obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about SunTrust and NCF, without charge, at the Securities and Exchange Commission's internet site (<http://www.sec.gov>). Copies of the joint proxy statement/prospectus and the filings with the Securities and Exchange Commission that will be incorporated by reference in the joint proxy statement/prospectus can also be obtained, without charge, by directing a request to SunTrust Banks, Inc., 303 Peachtree St., N.E., Atlanta, Georgia 30308, Attention: Investor Relations; or National Commerce Financial Corporation, One Commerce Square, Memphis, Tennessee 38159, Attention: Investor Relations.

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- *Strategically focused* on performance, growth and opportunity
- Our focus is showing *results*
- NCF merger provides new *opportunities*

Strategic Focus

performance perspective

Pre 2000

- Experienced double digit earnings per share growth
- Strong economy in the Southeast
- Solid equity markets
- Investments in capital markets and growth in large corporate loans paid off as credit losses remained low

2001 - 2003

- Southeast economy not immune to economic slowdown
- Record corporate charge offs, created negative impact to many financial institutions including SunTrust
- Shift in portfolio toward asset sensitivity, coupled with a shorter-term duration & assuming a rising rate environment, resulted in margin pressures

2004 & beyond

- Economic rebound, stock market improvement and rising rates augur well for future performance
- Focus is on execution of our model and strategies; momentum evident
- NCF merger enhances geographic reach, retail capabilities

building for growth

1999  2004

Enhanced Franchise

One Bank

Take the Lead

Profit Acceleration

S³ and E²

- Extended footprint into key growth markets with Mid Atlantic acquisition
- Collapsed 28 bank charters
- Streamlined administrative structure
- Focused on efficiency, ability to deliver common customer experience
- Implemented series of operational initiatives
- Introduced new geographic structure and operating model
- Aligned top talent to key leadership positions
- Intensified local market, client and sales focus
- Implemented new revenue initiatives in key businesses
- Created process efficiencies and consistency in key business lines
- Placed highest priority on sales and client retention
- Established high performance as the standard
- Focused on achieving *breakthrough results*

defining breakthrough results

- Double-digit *revenue growth*
- A leading *market share* in the highest growth markets
- Continued increase in *sales* per FTE per day and *cross-LOB sales*
- Continued *expense discipline* – operating leverage and efficiency ratio improvement
- Consistent, best-in-class *credit quality*
- *Investments* for future growth



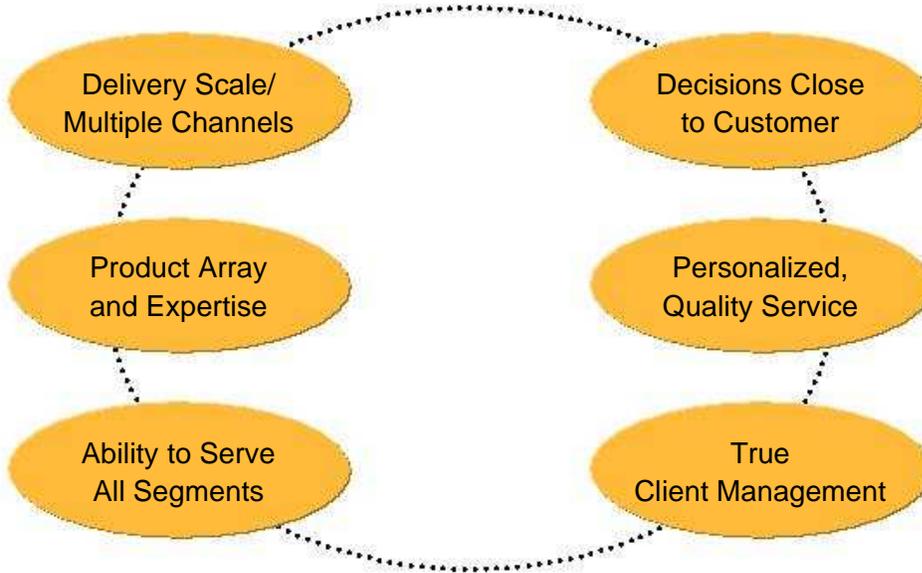
Strategic Focus

our geographic approach **differentiates**

Deliver "Big Bank" Capabilities

with

Local Decisions and Responsiveness



Strategic Focus

our operating **model**

STI LOBs	STI Functions	Geographies
<ul style="list-style-type: none"> • Five Primary LOBs <ul style="list-style-type: none"> - Commercial (including Real Estate) - Corporate and Investment Banking (including Capital Markets) - Mortgage - Retail (including Business Banking, Private Banking and De Novo Banking) - Private Client Services 	<ul style="list-style-type: none"> • Centralized Support areas <ul style="list-style-type: none"> - HR - Finance - Technology - Marketing - Credit - Efficiency and Quality 	<ul style="list-style-type: none"> • Four Groups <ul style="list-style-type: none"> - Central (primarily Georgia and Tennessee) - Carolina Group (North and South Carolina) - Florida - Mid-Atlantic (primarily DC, Maryland and Virginia) • 20+ Regions with a local executive and dedicated management team • 50+ local banking markets
Drive customer sales,		



operating model advantages

Strategic Focus

Our business model brings advantages to the customer, to STI and to our shareholders

Advantages to the Customer

- Quality interactions and service
- Personalized relationship management
- Appropriate customization based on unique client needs
- Sophisticated products and services
- Expertise from centrally managed operation
- Consistency in the SunTrust experience

Advantages to STI and Our Shareholders

- Clear vision and focus on corporate priorities
- Better, quicker execution with more consistency
- Lower cost of delivery through standardization
- Ability to specialize in product development and delivery
- Effective risk management on a consolidated basis
- Broad view of talent and bench strength



sales priority

Strategic Focus



- World class sales organization with industry leading results
- Differentiated by high quality service
- Committed to retaining customers and building relationships

E 2

"Excellence in Execution"

Continuous
ImprovementManaging
Change

- Improving results, how we operate and how we interact with each other
- Installing new initiatives, adopting new behaviors and aligning to our operating model

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Results

earnings momentum

Earnings growth accelerating

	1Q 2004	4Q 2003	1Q 2003	1Q04 : 1Q03	1Q04 : 4Q03
				Change	Sequential Change
Net Income	\$358.5	\$342.5	\$327.8	9%	19% ⁽²⁾
Earnings per Share	1.26	1.21	1.17	8%	17% ⁽²⁾
Return on Avg. Assets	1.16	1.09	1.12	4 b.p.	7 b.p.
Return on Avg. Assets less net unrealized gains on securities portfolio ⁽¹⁾	1.19	1.11	1.15	4 b.p.	8 b.p.
Return on Avg. Equity	14.65	14.40	15.13	(48) b.p.	25 b.p.
Return on Avg. Realized Equity ⁽¹⁾	17.59	17.13	18.16	(57) b.p.	46 b.p.

(1) Excludes net gains in Company's security portfolio due to its ownership of 48.3 million shares of The Coca-Cola Company. The Company believes this is a more indicative performance measure when being compared to other companies.

(2) Annualized.

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Results

fee income growth

Fee income growth momentum continuing

(\$ in millions)	1Q 2004	4Q 2003	1Q 2003	1Q2004: 1Q2003	1Q04:4Q03 (Annualized)
Trust and Investment Mgmt.	\$136	\$130	\$121	13%	20%

Retail Investment	46	44	37	22%	19%
Deposit Charges	163	165	158	3%	(5)%
Mortgage Fees	7	(1)	(8)	NM	NM
Corp & Invest. Banking	74	77	65	15%	(12)%
Credit Card Fees	32	29	29	11%	39%
Other Charges & Fees	93	79	78	18%	67%
Other Non-interest income	39	42	26	48%	(29)%
Total Fees (1)	590	565	506	17%	18%

(1) Fees without Securities' net gains.

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Results

net interest income potential

Securities Portfolio Margin Profile – “Dry Powder”

- One of the lowest securities yields among top 50 banks
- Very short duration compared to peers
- Normalizing securities yield to historical relative position adds approximately \$102mm after-tax or \$0.36 per share²

	Securities Yields ¹		Yield Change (b.p.) 1Q2004:4Q2001
	4Q 2001	1Q 2004	
Wells Fargo	7.25	6.24	(101)
National City	5.10	5.26	16
Wachovia	6.49	4.97	(152)
Bank One	5.41	4.93	(48)
Bank of America	6.10	4.91	(119)
Fifth Third	7.39	4.40	(299)
KeyCorp	6.78	4.36	(242)
U.S. Bancorp	5.88	4.14	(174)
BB&T	6.77	4.04	(273)
PNC Financial	5.25	3.56	(169)
Average w/o SunTrust	6.24	4.68	(156)
SunTrust	6.02	3.83	(219)
STI Yield vs. Average	(22)	(85)	(63)
National Commerce	6.97	4.82	(215)

(1) Yields on investment securities available for sale. Does not include held-to-maturity securities or trading securities unless breakout is unavailable.

(2) Assumes \$25bn security portfolio, 35% tax rate, 280mm shares outstanding and 63 b.p. improvement in yield.
Source: Company Reports

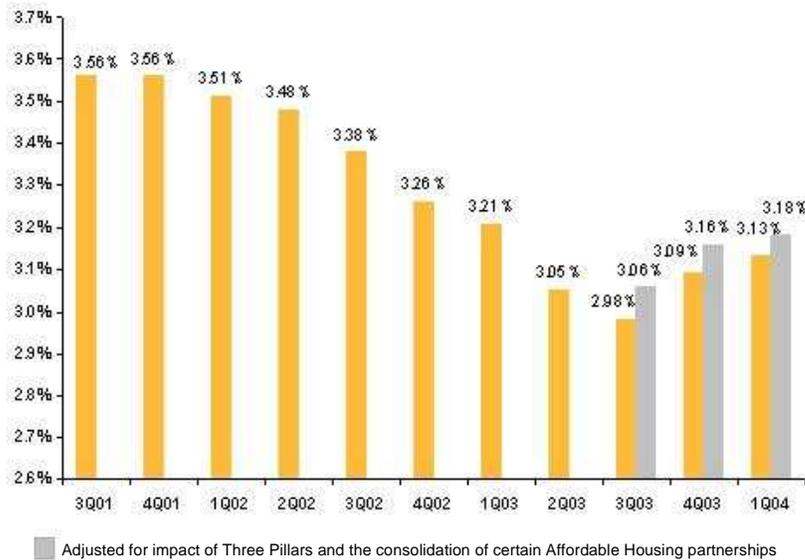
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Results

net interest margin trends

Margin has rebounded from lows experienced in 2003



Results

significant business momentum – loan growth

\$ in billions	Three Months Ended March 31,		
	2004	2003	Y-o-Y
Retail	\$25	\$23	10.9%
Commercial	22	20	6.5
CIB	15	16	(5.9)
PCS	2	2	22.6
Mortgage	16	12	29.5
Total STI	80	73	9.4
Total (ex. CIB)	65	57	13.6

Note: All loan data reflects average balances over stated time period.



significant business momentum – deposit shift

(\$ in billions)	Year Ended December 31,				Three Months Ended March 31,		
	2003	2002	2001	CAGR	2004	2003	Y-o-Y
DDA	\$ 18	\$ 15	\$ 13	15.0 %	\$ 19	\$ 16	16.7 %
NOW	12	10	8	17.5	12	11	8.9
MMA	22	20	16	18.5	22	22	1.3
Savings	6	6	6	1.6	6	6	1.9
CDs	11	13	13	(5.9)	11	12	(10.2)
Total	69	65	57	10.6	70	67	4.3
Total Low Cost ⁽¹⁾	36	32	28	13.0	38	34	11.4

Note: All deposit data reflects average balances over stated time period.
 (1) Total of DDA, NOW and Savings

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first quarter 2004 sales highlights

Most Key Product Sales Are Up Double Digit Over Last Year

Retail

- Equity Line/Loan Products up **25 %**
- Indirect Lending sales up **20%**
- Private Banking consumer loan sales up **39%**
- Business Banking loan production up **30%** ; Visa sales up **37%**
- Consumer credit cards up **31%**
- New personal checking up **8%** and closings down **3%** vs. 4Q03
- Retail Investment referrals to PCS up **27%**

Commercial

- Deposits up **14 %**-- Loans up almost **7%**
- Treasury Management sales up **8%**
- STRH – Capital Markets / Foreign Exchange fees up **34%** over last year

CIB

- Equity Fees up **59%**
- Number of TM deals up **41%**, dollars up **23%**
- Total Capital Markets revenue up **7%**
- Product penetration up **30%**

PCS

- Group Trust new business up **56%**
- Retail Investment sales up **24%**
- Improvement in New to Lost Business Ratio for Personal Trust improved by **76%** - - **12%** improvement in lost Trust Business
- Wealth Strategist productivity up **19%**
- Referrals to Retail up **133%**

Mortgage

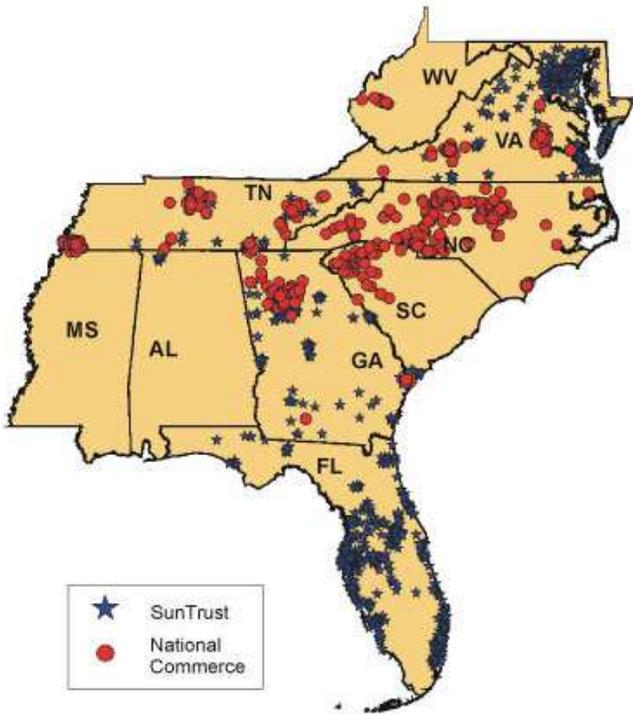
- \$12.5 billion in applications, **47%** over plan
 - \$6.5 billion in closings, **10%** over plan
 - Cross-sold over 33,000 target banking products – up over **180%** over '03
- STOLI**
- SunTrust Online Loans/Lines up **41%**
 - Credit card sales up **20%**
 - Deposit accounts up **15%**
 - Core sales per FTE/day up **14%**

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Opportunity

sti and ncf **combination** ...makes best footprint better



Financial scale

- \$25+bn market cap
- \$148bn assets
- \$97bn deposits

1,723 full-service offices in 11 states plus D.C.

#3 in market share in Southeast

- Top 5 rank in 20 of 25 largest high growth markets in Southeast
- Adds meaningful presence in some of the highest growth North Carolina and South Carolina markets
- Solidifies positions in Virginia and Tennessee



Opportunity

compelling **strategic combination**

The acquisition of National Commerce represents much more than a logical geographic extension of SunTrust's franchise



markets
 ✓ Greater capital resources

growth, revenue-based culture
 ✓ Focus on efficiency

growth rate



create “best of breed” retail model

Opportunity

National Commerce Expertise

- Customized pricing strategy based on market maturity
- Industry leading in-store strategy
- Proven de novo expertise into new markets



SunTrust's Large Retail Franchise

Households Served	3.8mm
Deposit Accounts	4.3mm
Loan Accounts	2.3mm
Retail Branches	1,207
In-store	153
ATMs	2,235
Retail Deposits	\$53.4bn



National Commerce's in-store model represents strength for combined enterprise

Opportunity

	With an In-store Partner	In a stand-alone bank branch
Capex	\$200,000	\$1-2 million
Operating Expenses	\$225,000	\$400,000
Breakeven	18 Months	36 Months
Traffic per week	16 – 24 thousand	3 thousand
Visits per week	2.3	1
Square feet	400-500	2,000
Employees	4	8

De novo in-store branch meets 8,000 of our competitor's customers within 1 week



National Commerce's retail engine: de novo branching expertise

Opportunity

Strategy

- Target high-population, high growth MSAs
- Partner with the store that has leading market share (#1 or #2), high weekly traffic volume and an excellent reputation for service and quality
- Identify locations where "hub" branches will be easy to add
- Train and incentivize the employees to sell
- 87% of total assets, excluding CCB merger, obtained via de novo growth equating to a 15% annualized de novo total asset growth

National Commerce Expansion History
Assets (\$ millions)



Timeline

Stage 1

Start-up phase
Years 1—2

- Deposits priced 50-100 bps above local competition
- Loan volumes are low and deposits are reinvested in lower yielding investment securities
- ROA of 40-50 bps
- ROE of 5-10%

Stage 2

High growth phase
Years 3—6

- Deposit costs begin to decline
- Loan volume increases
- NIM expansion and improvement in efficiency ratio
- ROA of 1.00%-1.20%
- ROE of 14%-17%

Stage 3

Mature phase
Years 7+

- Deposit rates at market
- Loan demand matches deposit growth
- Branch has reached a steady-state growth
- ROA of 1.50+%
- ROE of 20+%

Source: National Commerce investor presentations



National Commerce's de novo success story

Opportunity

- Partnered with America's #1 Retailer
- Wal-Mart's sales on one day last fall - \$1.42 billion – were larger than the GDPs of 36 countries
 - Store traffic of 35,000 - 50,000 customers per week

WAL*MART
MoneyCenter
by National Bank of Commerce



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National Commerce's de novo **success story** Wal-Mart

Opportunity

- Original 16 North Georgia Wal-Marts
 - Deposits \$491,086; largest \$68,760
 - Loans \$78,275; largest \$10,182
 - Average deposits – 30,700,000
 - Average loans – 4,900,000
 - Average pretax – April 2004 YTD annualized - \$571,000
 - \$0.03 per share annually for NCF
- Opportunities for growth
 - 16 new Wal-Mart Money Centers in North Georgia; 8 opened in last sixty days
 - 77 new Wal-Mart Super Centers; 55 in Florida; 22 in Southern Georgia – will open starting in August 2004 through 2Q 2006
 - Evaluating additional locations for growth

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core commercial **opportunities**

Opportunity

- SunTrust has leading products and capabilities: #1 bank in primary bank relationship in existing footprint

- Overlapping SunTrust expertise within National Commerce banking footprint results in highly significant middle market opportunity

Estimated Number of Middle Market Companies in NCI Footprint

North Carolina 4,500+

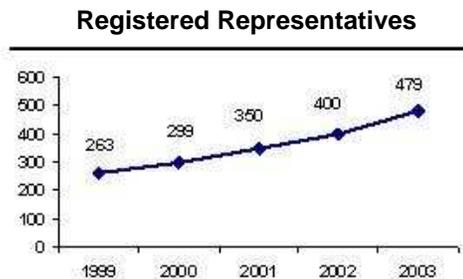
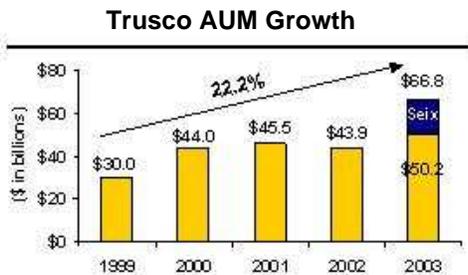
South Carolina 900+



SunTrust's wealth management model represents **strength for combined enterprise**

Opportunity

- Superb New Customer Sales and Retention
- Financial metrics strong given performance of overall equity markets and when compared to peers



- We are *uniquely positioned* to provide big bank resources through a locally empowered management team
- Our size enables us to take advantage of *economies of scale*
- We have *the best people* – and we have a highly effective approach to managing these top performers
- Our people work effectively across business and product lines to build *lasting client relationships*
- We have the *best footprint* – we are in some of the fastest growing markets in the country
- We consistently maintain *best-in-class credit quality*
- We have a firm commitment to shareholders demonstrated through decades of *consistent earnings and dividend growth*
- Bright prospect; *positioned for the future*

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reconciliations appendix

	1Q 04	4Q 03	1Q 03	Change 1Q 04 vs 1Q 03	Sequential Change 1Q 04 vs 4Q 03
Return on Avg. Assets	1.16%	1.09%	1.12	4 b.p.	7 b.p.
Impact of excluding net unrealized securities gains	0.03	0.02	0.03	-	1 b.p.
Return on Avg. Assets less net unrealized gains on securities portfolio	1.19%	1.11%	1.15%	4 b.p.	8 b.p.
Return on Avg. Equity	14.65%	14.40%	15.13%	(48) b.p.	25 b.p.
Impact of excluding net unrealized securities gains on securities portfolio	2.94	2.73	3.03	(9) b.p.	21 b.p.
Return on Avg. Realized Equity	17.59%	17.13%	18.16%	(57) b.p.	46 b.p.

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reconciliations **appendix**

	<u>1Q 04</u>	<u>4Q 03</u>	<u>3Q 03</u>
Net Interest Margin	3.13%	3.09%	2.98%
Net Interest Margin Impact of Three Pillars Consolidation	0.04%	0.06%	0.06%
Net Interest Margin Impact of Consolidation of certain Affordable Housing partnerships	0.01%	0.01%	0.02%
Net Interest Margin Adjusted for the Impact of Three Pillars and Affordable Housing	3.18%	3.16%	3.06%