

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **1995-07-28**  
SEC Accession No. **0000950144-95-002078**

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### FILER

#### **SOUTHTRUST CORP**

CIK: **92081** | IRS No.: **630574085** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **S-8** | Act: **33** | File No.: **033-61407** | Film No.: **95557244**  
SIC: **6022** State commercial banks

Mailing Address  
*P.O. BOX 2554  
BIRMINGHAM AL 35290*

Business Address  
*420 N 20TH ST  
BIRMINGHAM AL 35203  
2052545000*

As filed with the Securities and Exchange Commission on July 28, 1995

Registration No. 33-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

SOUTHTRUST CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

63-0574085  
(I.R.S. Employer  
Identification No.)

420 NORTH 20TH STREET  
BIRMINGHAM, ALABAMA  
(Address of Principal Executive Offices)

35203  
(Zip Code)

STOCK OPTION PLAN FOR CONVERSION OF  
SOUTHERN BANK GROUP, INC. STOCK OPTIONS  
(Full title of the plan)

AUBREY D. BARNARD  
420 NORTH 20TH STREET  
BIRMINGHAM, ALABAMA 35203  
(Name and address of agent for service)

(205) 254-5000  
(Telephone number, including area code, of agent for service)

with a copy to:

C. LARIMORE WHITAKER  
BRADLEY, ARANT, ROSE & WHITE  
1400 PARK PLACE TOWER  
2001 PARK PLACE  
BIRMINGHAM, ALABAMA 35203  
(205) 521-8000

<TABLE>  
<CAPTION>

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
<S> Common Stock, \$2.50 par value: Southern Bank Group Stock Option Conversion Plan	<C> 45,965 shares	<C> \$13.97*	<C> \$642,131*	<C> \$222*
Rights to Purchase Series A Junior Participating Preferred Stock: Southern Bank Group Stock Option Conversion Plan	20,429 rights			

</TABLE>

\* Calculated pursuant to Rule 457(h)(1), and sets forth the higher offering price produced for any participant, based upon an original

option price of \$7.37 for shares of common stock of Southern Bank Group, Inc. divided by 0.5275665, the conversion ratio specified in the Merger Agreement pursuant to which the Stock Options were converted.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by SouthTrust Corporation (the "Company") with the Securities and Exchange Commission are incorporated herein by reference as of their respective dates:

(1) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1994, filed pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and

(2) The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 1994 (Commission File No. 0-3613); and

(3) The description of the Company's common stock, par value \$2.50 per share (the "Common Stock"), appearing in the Company's Registration Statement on Form S-3 (Registration No. 33-40371), as amended, under the caption "DESCRIPTION OF CAPITAL STOCK - Common Stock," as filed on May 31, 1991 pursuant to the Securities Act of 1933, as amended (the "Securities Act").

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference and to be a part of the Registration Statement from the date of the filing of such documents.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The legality of the securities offered hereby has been passed upon by the firm of Bradley, Arant, Rose & White, counsel for the Company. As of March 31, 1995, the partners and associates of the firm of Bradley, Arant, Rose & White beneficially owned approximately 1,600,000 shares of Common Stock of the Company.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Restated Certificate of Incorporation and the Restated Bylaws of the Company provide that the Company shall indemnify its officers, directors, employees, and agents to the extent permitted by the General Corporation Law of Delaware, which permits a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, against expenses (including attorney's fees), judgments, fines, and settlements incurred by such person in connection with any such suit or proceeding, if such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the corporation, and, in the case of a derivative action on behalf of the corporation, against expenses if such person not be adjudged to be liable for negligence or misconduct. The Company also maintains insurance coverage relating to certain liabilities of directors and officers.

## ITEM 8. EXHIBITS.

The following Exhibits are filed as a part of the Registration Statement:

- \* 4(a) - Certificate of Adoption of Resolutions designating Series A Junior Participating Preferred Stock, adopted February 22, 1989, which was filed as Exhibit 1 to SouthTrust Corporation's Registration Statement on Form 8-A (File No. 1-3613).
- \* 4(b) - Stockholder's Rights Agreement, dated as of February 22, 1989, between SouthTrust Corporation and Mellon Bank, N.A., Rights Agent, which was filed as Exhibit 1 to SouthTrust Corporation's Registration Statement on Form 8-A (File No. 1-3613)
- \* 4(c) - Indenture, dated as of May 1, 1987 between SouthTrust Corporation and National Westminster Bank USA, which was filed as Exhibit 4(a) to SouthTrust Corporation's Registration Statement on Form S-3 (Registration No. 33-13637).
- \* 4(d) - Subordinated Indenture, dated as of May 1, 1992, between SouthTrust Corporation and Chemical Bank, which was filed as Exhibit 4(b) (ii) to the Registration Statement on Form S-3 of SouthTrust Corporation (Registration No. 33-52717).
- \* 4(e) - Composite Restated Certificate of Incorporation of SouthTrust Corporation, as amended through June 2, 1993, which was filed as Exhibit 4(k) to the Registration Statement on Form S-3 of SouthTrust Corporation (Registration No. 33-50107).
- \* 4(f) - Composite Restated Bylaws of SouthTrust Corporation, as amended through October 13, 1989, which was filed as Exhibit 4(m) to the Registration Statement on Form S-3 of SouthTrust Corporation (Registration No. 33-50107).
- \* 4(g) - Certificate of Amendment to the Restated Certificate of Incorporation of SouthTrust Corporation, which was filed as Exhibit 4(g) to the Registration Statement on Form S-4 of SouthTrust Corporation (Registration No. 33-53945).
- \* 4(h) - Agreement and Plan of Merger between Southern Bank Group, Inc. and SouthTrust of Georgia, Inc., and joined in by SouthTrust Corporation dated March 17, 1995, which was filed as Exhibit 2 to the Registration Statement on Form S-4 of SouthTrust Corporation (Registration No. 33-59682).
- 5 - Opinion of Bradley, Arant, Rose & White as to the legality of the securities being offered.
- 23(a) - Consent of Arthur Andersen & Co.
- 23(b) - Consent of Bradley, Arant, Rose & White (included in Exhibit 5).
- 24 - Powers of Attorney.

\* Incorporated by reference.

## ITEM 9. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers and sales are being made, a post-effective amendment to this registration statement:

- (i) To include any prospectus required by Section 10(a) (3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement

or any material change to such information in the registration statement:

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, on July 28, 1995.

SOUTHTRUST CORPORATION

By: /S/ WALLACE D. MALONE, JR.

-----

Its Chairman of the Board of  
Directors, Chief Executive Officer and  
President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<TABLE> <CAPTION>	Signature -----	Title -----	Date ----
<S> /S/ WALLACE D. MALONE, JR. ----- Wallace D. Malone, Jr.		<C> Chairman, Chief Executive Officer, President, Director	<C> July 28, 1995
----- /S/ AUBREY D. BARNARD ----- Aubrey D. Barnard		Secretary, Treasurer and Controller (Principal Accounting and Financial Officer)	July 28, 1995
----- * ----- H. Allen Franklin		Director	July 28, 1995
----- * ----- Herbert Stockham		Director	July 28, 1995
----- * ----- Bill L. Harbert		Director	July 28, 1995
----- * ----- T. W. Mitchell		Director	July 28, 1995
----- * ----- William C. Hulsey		Director	July 28, 1995

</TABLE>

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<TABLE> <S> ----- * ----- John M. Bradford		<C> Director	<C> July ____, 1995
----- * ----- Wm. Kendrick Upchurch, Jr.		Director	July ____, 1995
----- * -----		Director	July ____, 1995

\*

Director

July \_\_\_\_, 1995

-----  
Allen J. Keesler, Jr.

\* /S/ WILLIAM L. PRATER

July \_\_\_\_, 1995

-----  
William L. Prater  
as Attorney-in-fact

</TABLE>

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INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----	PAGE IN SEQUENTIALLY NUMBERED FILING -----
* 4(a) -	Certificate of Adoption of Resolutions designating Series A Junior Participating Preferred Stock, adopted February 22, 1989, which was filed as Exhibit 1 to SouthTrust Corporation's Registration Statement on Form 8-A (File No. 1-3613).	
* 4(b) -	Stockholder's Rights Agreement, dated as of February 22, 1989, between SouthTrust Corporation and Mellon Bank, N.A., Rights Agent, which was filed as Exhibit 1 to SouthTrust Corporation's Registration Statement on Form 8-A (File No. 1-3613)	
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- \* 4(g) - Certificate of Amendment to the Restated Certificate of Incorporation of SouthTrust Corporation, which was filed as Exhibit 4(g) to the Registration Statement on Form S-4 of SouthTrust Corporation (Registration No. 33-53945).
- \* 4(h) - Agreement and Plan of Merger between Southern Bank Group, Inc. and SouthTrust of Georgia, Inc., and joined in by SouthTrust Corporation dated March 17, 1995, which was filed as Exhibit 2 to the Registration Statement on Form S-4 of SouthTrust Corporation (Registration No. 33-59682).
- 5 - Opinion of Bradley, Arant, Rose & White as to the legality of the securities being offered.
- 23(a) - Consent of Arthur Andersen & Co.
- 23(b) - Consent of Bradley, Arant, Rose & White (included in Exhibit 5).
- 24 - Powers of Attorney.

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\* Incorporated by reference.



July 28, 1995

Board of Directors  
SouthTrust Corporation  
420 North 20th Street  
Birmingham, Alabama 35203

Gentlemen:

In our capacity as counsel for SouthTrust Corporation, a Delaware corporation (the "Company"), we have examined the Registration Statement on Form S-8 (the "Registration Statement"), in form as proposed to be filed by the Company with the Securities and Exchange Commission under the provisions of the Securities Act of 1933, as amended, relating to the proposed offering of up to 49,965 shares of common stock, par value \$2.50 per share (the "Common Stock"), of the Company and 20,429 rights to purchase Series A Junior Participating Acquired Stock ("Rights") pursuant to the assumption of options issued pursuant to Southern Bank Group, Inc. Stock Option Plan (the "Plan") in connection with the acquisition of Southern Bank Group, Inc. by the Company. In this connection, we have examined such records, documents and proceedings as we have deemed relevant and necessary as a basis for the opinions expressed herein.

Upon the basis of the foregoing, we are of the opinion that:

(i) the shares of the Common Stock of the Company and the Rights referred to above to be offered under the Registration Statement have been duly authorized and, when issued and delivered in accordance with the Plan, will be validly issued, fully paid and nonassessable; and

(ii) under the laws of the State of Delaware, no personal liability will attach to the holder of the shares of the Common Stock and Rights issued and delivered in accordance with the Plan.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an Exhibit to the above-referenced Registration Statement.

Very truly yours,

/S/ BRADLEY, ARANT, ROSE & WHITE

## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement (Form S-8 for the registration of 45,965 shares of SouthTrust Corporation common stock and 20,429 rights to purchase Series A Junior Participating Preferred Stock in connection with the Stock Option Plan for Conversion of Southern Bank Group, Inc. Stock Options) of our report dated February 8, 1995 incorporated by reference in SouthTrust Corporation's Form 10-K for the year ended December 31, 1994 and to all references to our Firm included in this Registration Statement.

/s/ Arthur Andersen LLP

Birmingham, Alabama  
July 28, 1995

STATE OF ALABAMA )  
COUNTY OF JEFFERSON )

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director whose signature appears below hereby constitutes and appoints Aubrey D. Barnard and William L. Prater, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign a registration statement of SouthTrust Corporation on Form S-8 relating to registering options assumed by SouthTrust Corporation in connection with SouthTrust Corporation's acquisition of Southern Bank Group, Inc., including all amendments to such registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and with any state securities commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Dated as of this 12th day of July, 1995.

/S/ WILLIAM C. HULSEY  
-----  
William C. Hulsey  
Director

STATE OF ALABAMA )  
COUNTY OF JEFFERSON )

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director

whose signature appears below hereby constitutes and appoints Aubrey D. Barnard and William L. Prater, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign a registration statement of SouthTrust Corporation on Form S-8 relating to registering options assumed by SouthTrust Corporation in connection with SouthTrust Corporation's acquisition of Southern Bank Group, Inc. including all amendments to such registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and with any state securities commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Dated as of this 28th day of July, 1995.

/S/ T.W. MITCHELL

-----  
T.W. Mitchell  
Director

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STATE OF ALABAMA )

COUNTY OF JEFFERSON )

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director whose signature appears below hereby constitutes and appoints Aubrey D. Barnard and William L. Prater, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign a registration statement of SouthTrust Corporation on Form S-8 relating to registering options assumed by SouthTrust Corporation in connection with SouthTrust Corporation's acquisition of Southern Bank Group, Inc., including all amendments to such registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and with any state securities commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in

person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Dated as of this 12th day of July, 1995.

/S/ BILL L. HARBERT

-----  
Bill L. Harbert  
Director

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STATE OF ALABAMA )

COUNTY OF JEFFERSON )

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director whose signature appears below hereby constitutes and appoints Aubrey D. Barnard and William L. Prater, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign a registration statement of SouthTrust Corporation on Form S-8 relating to registering options assumed by SouthTrust Corporation in connection with SouthTrust Corporation's acquisition of Southern Bank Group, Inc., including all amendments to such registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and with any state securities commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Dated as of this 12th day of July, 1995.

/S/ JOHN M. BRADFORD

-----  
John M. Bradford  
Director

STATE OF ALABAMA )

COUNTY OF JEFFERSON )

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director whose signature appears below hereby constitutes and appoints Aubrey D. Barnard and William L. Prater, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign a registration statement of SouthTrust Corporation on Form S-8 relating to registering options assumed by SouthTrust Corporation in connection with SouthTrust Corporation's acquisition of Southern Bank Group, Inc., including all amendments to such registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and with any state securities commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Dated as of this 12th day of July, 1995.

/S/ W.K. UPCHURCH, JR.

-----  
W.K. Upchurch, Jr.  
Director

STATE OF ALABAMA )

COUNTY OF JEFFERSON )

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director whose signature appears below hereby constitutes and appoints Aubrey D. Barnard

and William L. Prater, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign a registration statement of SouthTrust Corporation on Form S-8 relating to registering options assumed by SouthTrust Corporation in connection with SouthTrust Corporation's acquisition of Southern Bank Group, Inc. including all amendments to such registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and with any state securities commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Dated as of this 17th day of July, 1995.

/S/ H. ALLEN FRANKLIN  
-----  
H. Allen Franklin  
Director

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STATE OF ALABAMA                    )  
  
COUNTY OF JEFFERSON                )

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director whose signature appears below hereby constitutes and appoints Aubrey D. Barnard and William L. Prater, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign a registration statement of SouthTrust Corporation on Form S-8 relating to registering options assumed by SouthTrust Corporation in connection with SouthTrust Corporation's acquisition of Southern Bank Group, Inc., including all amendments to such registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and with any state securities commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and



agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Dated as of this 14th day of July, 1995.

/S/ HERBERT STOCKHAM

-----

Herbert Stockham  
Director

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STATE OF ALABAMA )

COUNTY OF JEFFERSON )

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director whose signature appears below hereby constitutes and appoints Aubrey D. Barnard and William L. Prater, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign a registration statement of SouthTrust Corporation on Form S-8 relating to registering options assumed by SouthTrust Corporation in connection with SouthTrust Corporation's acquisition of Southern Bank Group, Inc., including all amendments to such registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and with any state securities commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Dated as of this 18th day of July, 1995.

/S/ CHARLES G. TAYLOR

-----

Charles G. Taylor  
Director

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STATE OF ALABAMA )

COUNTY OF JEFFERSON )

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned director whose signature appears below hereby constitutes and appoints Aubrey D. Barnard and William L. Prater, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign a registration statement of SouthTrust Corporation on Form S-8 relating to registering options assumed by SouthTrust Corporation in connection with SouthTrust Corporation's acquisition of Southern Bank Group, Inc., including all amendments to such registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and with any state securities commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Dated as of this 13th day of July, 1995.

/S/ ALLEN J. KEESLER, JR.

-----  
Allen J. Keesler, Jr.  
Director