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FIRST TENNESSEE NATIONAL CORP
Form DEFA14A
March 18, 2002

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the registrant [X]

Filed by a party other than the registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement
- [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [] Definitive Proxy Statement
- [X] Definitive Additional Materials
- [] Soliciting Material Pursuant to ss.240.14a-11(c) or ss.240.14a-12

FIRST TENNESSEE NATIONAL CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
 - (2) Aggregate number of securities to which transaction applies: _____
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): _____
 - (4) Proposed maximum aggregate value of transaction: _____
 - (5) Total fee paid: _____
- [] Fee paid previously with preliminary materials.
- [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount previously paid: _____
 - (2) Form, Schedule or Registration Statement No.: _____
 - (3) Filing party: _____
 - (4) Dated filed: _____

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SUPPLEMENT TO
2002 PROXY STATEMENT
OF
FIRST TENNESSEE NATIONAL CORPORATION

VOTE ITEM NO. 3 - RATIFICATION OF APPOINTMENT OF AUDITORS

In view of the unprecedented nature of the situation involving the independent accounting firm of Arthur Andersen LLP, the Board, upon recommendation of its Audit Committee, is removing this item from the matters to be voted on at the annual meeting of shareholders. The Audit Committee has requested management to solicit bids for audit services from members of the big five independent accounting firms, including our existing auditors. Under the circumstances, the Board is not in a position to recommend to the shareholders an independent accounting firm for ratification at the annual meeting.

BY ORDER OF THE
BOARD OF DIRECTORS

/s/ Lenore S. Creson

Corporate Secretary
March 18, 2002