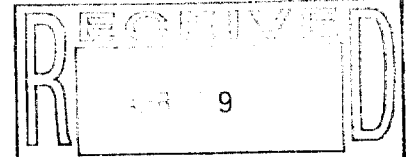


4-19-99

04-23-1999



101020502



To the Honorable Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
UNION PLANTERS NATIONAL BANK

Individual(s)
 Association **U.S. National Banking**
 General Partnership
 Limited Partnership
 Corporation-State-
 Other

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and Address of Receiving party(ies):
 Name: **UNION PLANTERS BANK, NATIONAL ASSOCIATION**
 Street Address: **P.O. Box 387**
 City: **Memphis**
 State: **TN** Zip: **38147**

Individual(s) citizenship
 Association **U.S. National Banking**
 General Partnership
 Limited Partnership
 Corporation-State
 Other

If assignee is not domiciled in the United States, a domestic representative designated is attached:
 Yes No

(Designation must be a separate document from Assignment.)
 Additional name(s) & address(es) attached?
 Yes No

3. Nature of conveyance:
 Assignment
 Merger
 Security Agreement
 Change of Name
 Other

Execution Date: **January 1, 1998**

4. Application number(s) or registration number(s):

A. Trademark application No.(s) B. Trademark Registration No.(s)
 1,895,657

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **William H. Hollander**
Wyatt, Tarrant & Combs
 Street Address: **2600 Citizens Plaza**

City: **Louisville,**
 State: **Kentucky** Zip: **40202**

04/22/1999 DNGUYEN 00000279 1895657

01 FC:481 40.00 OP
 02 FC:482 100.00 OP

6. Total number of applications and registrations involved: **5**

7. Total fee (37 CRF § 3.41) **\$140.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account.)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

William H. Hollander **4/14/99**
 Name of person signing Signature Date

Total number of pages comprising cover sheet: **2**

**COMPLETE LIST OF REGISTRATIONS TO
WHICH MERGER AND CHANGE OF NAME APPLIES**

MARK	REGISTRATION NO.	DATE
*U.P. SELECT	1,895,657	May 23, 1995
HOME BUYERS CENTER	1,769,452	May 4, 1993
ONE UP	1,672,077	January 4, 1992
U.P. DIRECT	1,637,105	March 5, 1991
ANNIE	1,073,328	September 13, 1977

*Number listed on first page of cover sheet

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Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

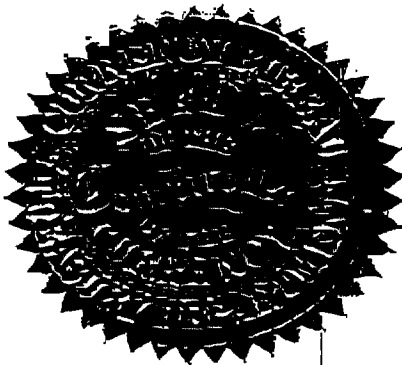
CERTIFICATE

I, Eugene A. Ludwig, Comptroller of the Currency, do hereby certify that the document hereto attached is a true and complete copy of the certificate recorded in this Office, evidencing the Merger of thirty-one banks with and into Union Planters Bank, National Association, Memphis, Tennessee, with the resulting title of "Union Planters Bank, National Association," Memphis, Tennessee, (Charter No. 13349), effective as of January 1, 1998.

IN TESTIMONY WHERE OF, I have hereunto subscribed my name and caused my seal of office to be affixed to these presents at the Treasury Department, in the City of Washington and District of Columbia, this 26th day of January, 1998.

Eugene A. Ludwig

Comptroller of the Currency





Comptroller of the Currency
Administrator of National Banks

Southeastern District
Marquis One Tower, Suite 600
245 Peachtree Center Ave., N.E.
Atlanta, Georgia 30303

January 7, 1998

Lynn L. Lanigan
Vice President
Union Planters Corporation
P. O. Box 387
Memphis, Tennessee 38147

Re: 97-SE-02-0055 - Union Planters Bank, National Association
Memphis, Tennessee

Dear Ms. Lanigan:

This letter is the official certification of the Comptroller of the Currency (OCC) to merge the banks listed below with/into Union Planters National Bank, Memphis, Tennessee to be effective as January 1, 1998. The resulting bank title is Union Planters Bank, National Association and the charter number is 13349.

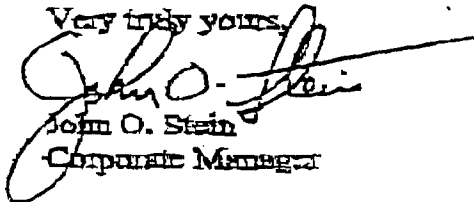
Union Planters Bank of the Cumberland, #001704
Union Planters Bank of Southwest Tennessee, #019393
Union Planters Bank of Northeast Arkansas, #000084
Union Planters Bank of Mississippi, #012442
Union Planters Bank of South Central Tennessee, #004936
Union Planters Bank of Southeast Missouri, #026859
Union Planters Bank of Missouri, #001069
Union Planters Bank of Lexington, #006095
Union Planters Bank of Chattanooga, National Association, #022758
Union Planters Bank of Central Mississippi, #034050
Union Planters Bank of North Central Tennessee, #015413
Union Planters Bank of Southern Mississippi, #034051
Bank of Commerce, #015834
Union Planters Bank of Alabama, #029291
Union Planters Bank of Central Arkansas, National Association, #018604
Union Planters Bank of Northeast Mississippi, National Association, #015519
Union Planters Bank of Jackson, National Association, #022759
Union Planters Bank of the Tennessee Valley, #004935

Lynn L. Lanigan
January 7, 1998
Page 2

- Union Planters Bank of Southwest Missouri, #022215
- Union Planters Bank of Middle Tennessee, National Association, #012761
- Union Planters Bank of Louisiana, #027253
- The First National Bank of Crossville, #009809
- First National Bank of Shelbyville, #010785
- Union Planters Bank of West Tennessee, #010309
- The Bank of Goodlettsville, #001485
- Union Planters Bank of Mid-Missouri, #022376
- Union Planters Bank of East Tennessee, National Association, #022760
- Union Planters Bank of the Tennessee Delta, #010698
- Simpson County Bank, #000286
- First Financial Bank of Mississippi County, #001614
- Union Planters Bank of Northwest Mississippi, #008229

This is also the official authorization given to Union Planters Bank, National Association to operate branches of the target institutions and to operate the main offices of the target institutions as branches. A listing of each newly authorized branch and its assigned OCC branch number will be forwarded at a later date. Branches of merging national banks will not be listed, since they are automatically carried over to the resulting bank and retain their current OCC branch numbers.

Very truly yours,



John O. Stein
Corporate Manager

Bank Charter No. 15349