



02/04/00

03-09-2000



02-04-2000

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #3

RECORDATION FORM COV.
Trademarks

101285641

1. **Name of conveying party:** First American National Bank, 721 First American Center, Nashville, TN 37237

2. **Name and address of receiving party:**

AmSouth Bank
AmSouth-Sonat Tower
1900 Fifth Avenue North
Birmingham, AL 35203

3. **Nature of conveyance and execution date:** Certificate of Merger, effective as of 11:59 p.m., December 31, 1999.

4. **Trademark Registration & Application Numbers:**

17 Trademark Registration Numbers as follows:

Mark	Registration Number
ABOUT LIFE. ABOUT YOU.	2,265,463
BANKING CONNECTION (THE)	1,685,552
CAMPUS CONNECTION (THE)	1,859,990
COMMUNITY CONNECTION (THE)	1,599,011
DAYBREAK	2,055,457
ENCOMPASS	2,235,904
F.A.I.R.	2,084,137
FIRST ADVANTAGE	1,444,457
GOAL BUILDER	2,179,113
IMAGE*STAR	2,167,427
SIMPLE START	2,014,237
STAR*EDI	2,070,245
SUPERSWEEP	2,165,714
TOUCH-TONE BANKER	1,463,073
VALUEFIRST	1,932,904
VALUEFIRST CHECKING	1,927,825
VALUESTAR	2,035,806

4 Trademark Application Numbers as follows:

Mark	Application Number
FAC CAPITAL MARKETS	75/704322
ISG FUNDS	75/704321
SELECT ACCESS	75/337,364
STAR*ACH	75/310,219

5. **Mail correspondence concerning document to:**

Eliza L. Petznick, Esq.
AmSouth Bank Law Department
Post Office Box 11007
Birmingham, AL 35288

03/07/2000 MCOATES

00000248 2265463

01 FC:481

02 FC:482

(40.00 OP)
500.00 OP

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Part B

TRADEMARK
REEL: 002031 FRAME: 0876

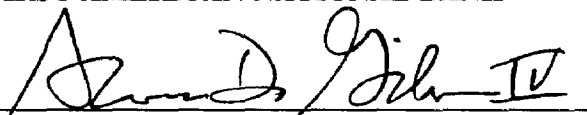
6. Total number of applications/ registrations involved: Twenty-one (21)

7. Total fee (37 CFR 3.41), *enclosed*: \$540.00

8. Deposit account number: *N/A*

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.

FIRST AMERICAN NATIONAL BANK

By: 
Sloan D. Gibson, IV,
President and Chief Executive Officer

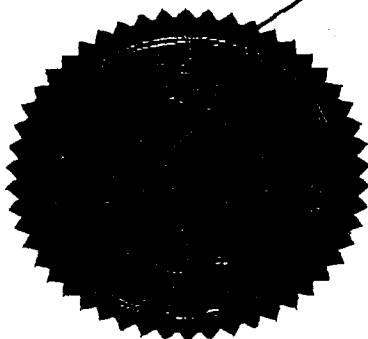
12/30/99
Date

Total Number of Pages for This Cover Sheet: Two (2)

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

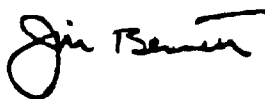
the domestic corporation records on file in this office discloses that AmSouth Bank incorporated in Walker County, Jasper, Alabama on September 29, 1986; that First American National Bank, a non-qualified national banking association, merged into AmSouth Bank on December 29, 1999 effective 11:59 p.m. on December 31, 1999. I further certify that the records do not disclose that said AmSouth Bank has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

01/12/00

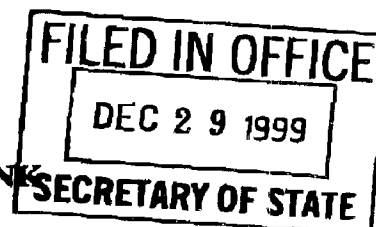
Date



Jim Bennett

Secretary of State

**ARTICLES OF MERGER
MERGING FIRST AMERICAN NATIONAL BANK
WITH AND INTO
AMSOUTH BANK**



Pursuant to the provisions of Section 10-2B-11.05 of the Code of Alabama, the undersigned Alabama banking institution adopts the following Articles of Merger for the purpose of merging First American National Bank, a national banking association headquartered in Nashville, Tennessee with and into AmSouth Bank, an Alabama banking corporation headquartered in Birmingham, Alabama under the charter and title of AmSouth Bank.

FIRST: The Plan of Merger and Merger Agreement is attached hereto as Annex A and made a part hereof.

SECOND: The Plan of Merger was approved by the sole shareholder of each of the undersigned banking institutions by written consent executed on October 1, 1999. No voting groups are entitled to vote separately on the Plan of Merger. The designation, number of outstanding shares and total number of votes cast for and against the Plan of Merger are as follows:

	Number of Shares Outstanding	Total Shares Voted For Plan of Merger	Total Shares Voted Against Plan of Merger
First American National Bank	7,500,000	7,500,000	0
AmSouth Bank	10,000	10,000	0

THIRD: The Articles of Incorporation of AmSouth Bank are filed in Walker County, Alabama. First American National Bank is a national banking association.

FOURTH: The effective date of these Articles of Merger is 11:59 p.m. Central Standard Time, December 31, 1999.

Dated this 28th day of December, 1999.

AMSOUTH BANK

By: _____

Stephen A. Yoder
Stephen A. Yoder
Executive Vice President, General
Counsel and Corporate Secretary

PLAN OF MERGER AND MERGER AGREEMENT

This Agreement is made as of the 1st day of October, 1999 between AmSouth Bank ("AmSouth") and First American National Bank ("FANB").

WITNESSETH:

WHEREAS, AmSouth is a wholly-owned subsidiary of AmSouth Bancorporation and FANB is a wholly-owned subsidiary of First American Corporation, which is, in turn a wholly-owned subsidiary of AmSouth Bancorporation; and

WHEREAS, interstate branching by merger of a bank chartered in Alabama and a national bank is permitted by the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 and applicable Alabama and federal statutes; and

WHEREAS, AmSouth Bancorporation and each of the banks which is a party to this agreement desire to take advantage of the efficiencies inherent in eliminating separate bank charters and operating one bank with interstate branches;

NOW, THEREFORE, in consideration of these premises and the mutual agreements, covenants and other provisions contained herein, and for other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

STRUCTURE OF THE TRANSACTION

1.1 The Closing. The closing of the transactions contemplated hereby (the "Closing") shall occur following the receipt of all required regulatory approvals (and the expiration of any applicable waiting period in connection with such regulatory approvals) at such time and place as shall be mutually agreed upon by the parties.

1.2 Effective Time. The effective time of the Merger shall be 11:59 p.m. Central Standard Time, December 31, 1999 and upon the filing of the Articles of Merger with the Alabama Secretary of State (the "Effective Time").

1.3 The Merger. At the Closing, FANB shall merge (the "Merger") with and into AmSouth, with AmSouth surviving, and under the charter of AmSouth and with the name "AmSouth Bank." As of the Effective Time of the Merger, the Resulting Financial Institution shall have all the rights, privileges, immunities and powers and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Alabama and shall thereupon and thereafter possess all other privileges, immunities and franchises of a private, as well as of a public nature, of each of the

constituent financial institutions. All property (real, personal and mixed) and all debts on whatever account, including subscriptions to shares, and all choses in action, all and every other interest, of or belonging to or due to each of the constituent financial institutions so merged shall be taken and deemed to be transferred to and vested in the Resulting Financial Institution without further act or deed. The title to any real estate, or any interest therein, vested in any of the constituent financial institutions shall not revert or be in any way impaired by reason of the Merger. The Resulting Financial Institution shall thenceforth be responsible and liable for all the liabilities and obligations of each of the constituent financial institutions so merged, and any claim existing or action or proceeding pending by or against either of the constituent financial institutions may be prosecuted as if the Merger had not taken place or the Resulting Financial Institution may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any constituent financial institution shall be impaired by the Merger.

ARTICLE II

PARTIES TO THE TRANSACTION

2.1 AmSouth Bank. AmSouth is a financial institution organized under the laws of the State of Alabama with its main office located at AmSouth-Sonat Tower, 1900 Fifth Avenue North, Birmingham, Jefferson County, Alabama. As of June 30, 1999, AmSouth had 10,000 shares of common stock issued and outstanding, each with \$1.00 par value. No other class of stock of AmSouth is outstanding.

2.2 First American National Bank. FANB is a financial institution organized under the laws of the United States with its main office located at First American Center, Nashville, Davidson County, Tennessee. As of June 30, 1999, FANB had 7,500,000 shares of common stock issued and outstanding, each with \$10.00 par value.

2.3 Resulting Financial Institution. The financial institution resulting from the Merger (the "Resulting Financial Institution") shall be organized under the laws of the State of Alabama and shall continue to be named "AmSouth Bank." The Resulting Financial Institution will exercise trust powers. The business shall be conducted by the Resulting Financial Institution the main office of which shall be located at AmSouth-Sonat Tower, 1900 Fifth Avenue North, Birmingham, Jefferson County, Alabama. The Resulting Financial Institution shall have 10,000 shares of common stock issued and outstanding, each with \$1.00 par value. The persons listed on Exhibit A attached hereto and made a part hereof shall serve as directors and executive officers of the Resulting Financial Institution until the next annual meeting of shareholders or until such time as their successors have been elected and have qualified. The Articles of Incorporation and Bylaws of the Resulting Financial Institution shall be those of AmSouth. No preferred stock will be issued in connection with the Merger.

ARTICLE III

PAYMENT

3.1 The Merger. At the Effective Time of the Merger each of the presently outstanding shares of common stock of FANB shall be canceled and no payment shall be made to the holder of such shares in exchange for such cancellation. No additional shares of capital stock of the Resulting Financial Institution shall be issued in connection with the Merger and no shareholder of AmSouth shall receive any additional consideration in connection with the Merger. The sole shareholder of each of the parties hereto has approved the Merger.

ARTICLE IV

APPROVALS

4.1 Shareholders. This Agreement shall be ratified and confirmed by the affirmative vote of the sole shareholders of AmSouth and FANB, respectively, owning at least a majority of the outstanding capital stock.

4.2 Regulatory Approvals. The transactions contemplated by this Agreement may not be consummated unless (a) the State Banking Department of Alabama shall have approved the Merger and shall have issued all other necessary authorizations and approvals for the Merger; (b) the Board of Governors of the Federal Reserve System, acting either directly or through delegated authority, and any other appropriate federal regulatory agency shall have approved the Merger and shall have issued all other necessary authorizations and approvals for the Merger, and any statutory waiting period shall have expired; and (c) the Office of the Comptroller of the Currency shall have been notified of the Merger and shall have received all required information.

ARTICLE V

TERMINATION

5.1 Termination. This Agreement may be terminated by the consent of all parties hereto at any time prior to the consummation of the transactions contemplated hereby; provided, however, that any party hereto may withdraw from this Agreement by the unilateral action of a majority of the directors of such party and this Agreement shall thereafter be terminated only with respect to that party, but shall continue in full force and effect with respect to all other parties hereto.

ARTICLE VI**MISCELLANEOUS**

6.1 **Amendment and Modification.** This Agreement may be amended in writing by mutual agreement of the Chief Executive Officers of all parties hereto.

6.2 **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of Alabama, and applicable federal law.

WITNESS, the signatures of the constituent financial institutions as of the date first written above, each hereunto set by its authorized officers.

AMSOUTH BANKBy: 

Stephen A. Eder
Executive Vice President and General
Counsel

FIRST AMERICAN NATIONAL BANKBy: 

Sloan D. Gibson, IV
President

EXHIBIT A**AMSOUTH BANK
BOARD OF DIRECTORS**

C. Dowd Ritter
Chairman, President and Chief Executive
Officer
AmSouth-Sonat Tower
1900 Fifth Avenue North
Birmingham, Alabama 35203

Dennis C. Bottorff
1710 First American Center
Nashville, Tennessee 32737

J. Harold Chandler
President and Chief Executive Officer
UNUM/Provident Corporation
1 Fountain Square
Chattanooga, Tennessee 37402

James E. Dalton, Jr.
President and CEO
Quorum Health Group, Inc.
103 Continental Place
Brentwood, Tennessee 37027

Earnest W. Deavenport, Jr.
Chairman & CEO
Eastman Chemical Company
P.O. Box 511
Kingsport, Tennessee 37662

Victoria B. Jackson
Consultant/Founder
DSS/ProDiesel, Inc.
P.O. Box 50594
Nashville, Tennessee 37205

Ronald L. Kuehn, Jr.
Chairman
El Paso Energy Corporation
1900 Fifth Avenue North
Birmingham, Alabama 35203

James R. Malone
Chairman and Chief Executive Officer
HMI Industries, Inc.
8889 Pelican Bay, Blvd. Ste 304
Naples, Florida 34108

Francis A. Newman
Chairman, President and CEO
Eckerd Corporation
8333 Bryan Dairy Road
Largo, Florida 33777

Claude B. Nielsen
President and CEO
Coca-Cola Bottling Co. United, Inc.
4600 East Lake Boulevard
Birmingham, Alabama 35217

Rodney C. Gilbert
President and Chief Executive Officer
RCG Consulting, Inc.
Two Peach Blossom Square
Nashville, Tennessee 37205

John N. Palmer
Chairman
SkyTel Communications, Inc.
P.O. Box 3747
Jackson, Mississippi 39207-3747

Elmer B. Harris
President and CEO
Alabama Power Company
600 North 18th Street
Birmingham, Alabama 35291

Dr. Benjamin F. Payton
President
Tuskegee University
Grey Columns
399 Montgomery Road
Tuskegee, Alabama 36083

James A. Haslam II
Chairman of the Board
Pilot Corporation
P.O. Box 10146
Knoxville, Tennessee 37939

Herbert A. Sklenar
Chairman Emeritus
Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242

Martha R. Ingram
Chairman of the Board
Ingram Industries, Inc.
4400 Harding Road
Nashville, Tennessee 37205

EXHIBIT A**AMSOUTH BANK
EXECUTIVE OFFICERS**

C. Dowd Ritter
Chairman, President and Chief Executive Officer
AmSouth-Sonat Tower
1900 Fifth Avenue North
Birmingham, Alabama 35203

Michael C. Baker
Senior Executive Vice President
AmSouth Harbert Plaza
1901 6th Avenue North
Birmingham, Alabama 35203

David B. Edmonds
Executive Vice President
AmSouth Harbert Plaza
1901 6th Avenue North
Birmingham, Alabama 35203

Sloan D. Gibson, IV
Senior Executive Vice President
1710 First American Center
Nashville, Tennessee 37237

O.B. Grayson Hall, Jr.
Executive Vice President
AmSouth-Sonat Tower
1900 Fifth Avenue North
Birmingham, Alabama 35203

W. Charles Mayer, III
Senior Executive Vice President
1900 AmSouth-Sonat Tower
Birmingham, Alabama 35203

Candice W. Rogers
Senior Executive Vice President
AmSouth Harbert Plaza
1901 6th Avenue North
Birmingham, Alabama 35203

E.W. Stephenson, Jr.
Senior Executive Vice President
100 North Tampa Street
Tampa, Florida 33602

Samuel M. Tortorici
Executive Vice President and
Chief Financial Officer
AmSouth-Sonat Tower
1900 Fifth Avenue North
Birmingham, Alabama 35203

Claire W. Tucker
Senior Executive Vice President
First American Center
Nashville, Tennessee 37237

Stephen A. Yoder
Executive Vice President, General
Counsel and Secretary
AmSouth Harbert Plaza
1901 6th Avenue North
Birmingham, Alabama 35203

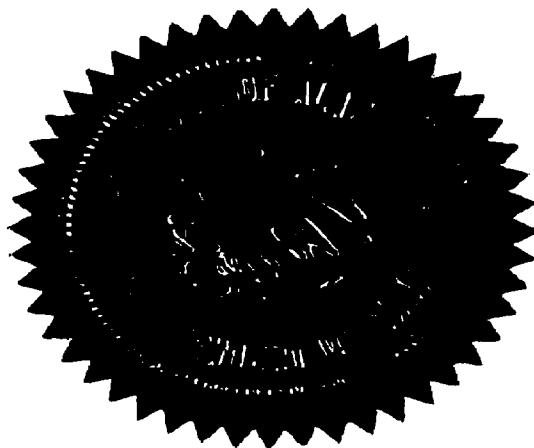
SUPEINTENDENT OF BANKS
STATE OF ALABAMA
MONTGOMERY, ALABAMA

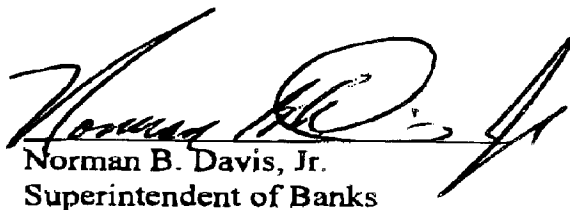
CERTIFICATE OF APPROVAL OF BANK MERGER

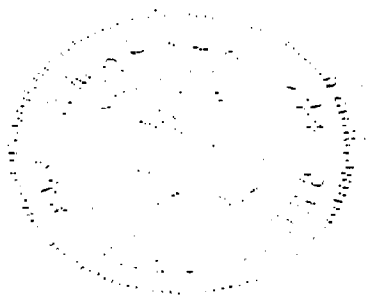
WHEREAS, satisfactory evidence has been presented to the Superintendent of Banks of the State of Alabama, showing that all requisite legal and corporate actions have been taken by First American National Bank, located at Nashville, Tennessee, and AmSouth Bank, located at Birmingham, Alabama, in accordance with the Alabama Interstate and International Banking Act of 1995, to merge those two banks in accordance with their Plan of Merger dated October 1, 1999, the continuing bank to operate under the Articles of Incorporation of AmSouth Bank and the title of AmSouth Bank; said merger is to become effective upon the filing of this Certificate of Approval and the Articles of Merger with the Secretary of State of Alabama;

NOW, THEREFORE, IT IS HEREBY CERTIFIED that the entire proceedings of the merger are approved in all respects on this 6th day of December 1999.

IN TESTIMONY WHEREOF, WITNESS my signature and the official seal on this the 6th day of December 1999.




Norman B. Davis, Jr.
Superintendent of Banks



Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on December 29, 1999

DATE: December 29, 1999

J. E. Dumas
Secretary of State

TRADEMARK
REEL: 002031 FRAME: 0888



02-04-2000

U.S. Patent & TMO/c/TM Mail Rcpt Ltr. #34



Pamela R. Welch

Vice President, Senior Paralegal and
Legal Administrator, Legal Department
First American National Bank
721 First American Center
Nashville, TN 37237-0721
615/748-2532; 615/748-2538 (Facsimile)
pam.welch@fanb.com

January 24, 2000

VIA FEDEX

Assistant Commissioner for Trademarks
2900 Crystal Drive
South Tower, Room 2B30
Arlington, VA 22202

Re: Assignment of Trademark Registration/Applications by Merger

Ladies and Gentlemen:

Enclosed for recordation with the U.S. Patent and Trademark Office please find the following:

1. Original and conformed copy of Form PTO-1594 reflecting the change of ownership of certain federal trademark registrations/applications as a result of the merger of First American National Bank with and into AmSouth Bank;
2. Copy of the Articles of Merger of First American National Bank into AmSouth Bank as filed with the Alabama Secretary of State to be effective at 11:59 p.m., December 31, 1999; and
3. Our check in the amount of \$540 in payment of the recordation fees.

Please return the recorded instrument to my attention at the above address. Should any questions arise, please contact us. We thank you for your attention to this request.

Sincerely yours,

Pamela R. Welch
Senior Paralegal

prw
Enclosures
Cc: Eliza Petznick, Esq.

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