TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/29/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Union Planters Bank, National Association		06/20/2005	CORPORATION:

RECEIVING PARTY DATA

Name:	Regions Bank
Street Address:	417 20th Street North
City:	Birmingham
State/Country:	ALABAMA
Postal Code:	35203
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1539562	

CH $40.00 1539562

CORRESPONDENCE DATA

Fax Number: (205)250-5034
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 205-250-5041
Email: hope.mehlman@arlaw.com
Correspondent Name: Hope D. Mehlman
Address Line 1: 2100 3rd Avenue North
Address Line 2: Suite 1100
Address Line 4: Birmingham, ALABAMA 35203

NAME OF SUBMITTER:	Hope D. Mehlman
Signature:	/Hope D. Mehlman/

Date:	09/06/2005

Total Attachments: 9
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Posted by:	Checked by:
SLV	RB

FILED IN OFFICE

JUN 29 2005

Effective 11:59 p.m.

SECRETARY OF STATE

ARTICLES OF MERGER OF
UNION PLANTERS BANK, NATIONAL ASSOCIATION
WITH AND INTO REGIONS BANK

Pursuant to Section 10-2B-11.05 of the Alabama Business Corporation Act, Regions Bank, a state bank organized and existing under the laws of the State of Alabama and a wholly owned subsidiary of Regions Financial Corporation ("Regions"), a corporation organized and existing under the laws of the State of Delaware, and Union Planters Bank, National Association ("UPBNA"), a national banking association organized and existing under the laws of the United States and a wholly owned subsidiary of Regions, hereby execute the following Articles of Merger:

1. The Plan of Merger, providing for the merger of UPBNA with and into Regions Bank (the "Merger"), is set forth as Appendix A to these Articles of Merger.

2. Regions Bank shall be the surviving bank resulting from the Merger and shall continue to be a state bank organized and existing under the laws of the State of Alabama.

3. Pursuant to applicable law and regulation, the Plan of Merger was adopted by written consent of Regions, the sole stockholder of Regions Bank and UPBNA, dated June 16, 2005.

4. The Articles of Incorporation of Regions Bank are on file in Jefferson County, Alabama.

5. Each of the undersigned officers of Regions Bank and UPBNA acknowledges and certifies that he has read the information contained herein and the same is true and correct to the best of the undersigned's knowledge and belief.

6. The merger is to be effective at 11:59 p.m., Birmingham, Alabama time, on June 29, 2005.

RECEIVED

JUN 29 2005

SECRETARY OF STATE

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IN WITNESS WHEREOF, each of the undersigned banks has caused these Articles of Merger to be executed in its name by its duly authorized officers as of the 20th day of June, 2005.

ATTEST:

By: R. Alexander
Name: R Alexander
Title: Secretary

REGIONS BANK

By: Carl E. Jones
Name: Carl E. Jones, Jr.
Title: President

ATTEST:

By: R. Alexander
Name: R Alexander
Title: Secretary

UNION PLANTERS BANK,
NATIONAL ASSOCIATION

By: Jackson W Moore
Name: Jackson W. Moore
Title: President

UNION PLANTERS BANK, NATIONAL ASSOCIATION
CORPORATE SEAL
1869

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APPENDIX A

PLAN OF MERGER

This **PLAN OF MERGER** ("Plan of Merger"), is made and entered into effective as of March 31, 2005, by and between **REGIONS BANK** ("Regions Bank"), an Alabama state bank and wholly owned subsidiary of **REGIONS FINANCIAL CORPORATION** ("Regions"), a corporation organized and existing under the laws of the State of Delaware, and **UNION PLANTERS BANK, NATIONAL ASSOCIATION** ("UPBNA"), a national banking association and wholly owned subsidiary of Regions.

Preamble

In consideration of the premises and of the covenants contained herein, and other good and valuable consideration, Regions Bank and UPBNA hereby make, adopt, and approve this Plan of Merger and prescribe the terms and conditions of this Plan of Merger and the mode and manner of affecting this Plan of Merger as follows:

ARTICLE 1
TERMS OF MERGER

1.1 Merger. Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as defined herein), UPBNA shall be merged into and with Regions Bank (the "Merger") as authorized by, in accordance with, and with the effect provided in the applicable provisions of the Code of Alabama 1975. Regions Bank shall be the Surviving Bank resulting from the Merger and shall continue to be governed by the laws of the State of Alabama.

1.2 Surviving Bank. The business of the Surviving Bank from and after the Effective Time shall continue to be that of a state bank organized and existing under the laws of the State of Alabama. The business shall be conducted from its main office and at its legally established branches, which shall also include the main office and all branches, whether in operation or approved but unopened, of UPBNA at the Effective Time.

1.3 Assumption of Rights. At the Effective Time, the separate existence and corporate organization of UPBNA shall be merged into and continued in the Surviving Bank. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time and thereafter, except as otherwise provided herein, all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of Regions Bank and UPBNA, and all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of Regions Bank and UPBNA shall be taken and deemed to be transferred to and vested in the Surviving Bank without further act or deed; and the title to any real estate, or any interest therein, vested in any of Regions Bank and UPBNA

shall not revert or be in any way impaired by reasons of the Merger. All rights, franchises, and interests of both Regions Bank and UPBNA in and to every type of property (real, personal, and mixed), and all choses in action of both Regions Bank and UPBNA shall be transferred to and vested in the Surviving Bank without any deed or other transfer. The Surviving Bank, upon consummation of the Merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises, and interests, including appointment, designations, and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, and committee of estates of incompetent persons, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by either Regions Bank or UPBNA at the Effective Time.

1.4 **Assumption of Liabilities.** All liabilities and obligations of both Regions Bank and UPBNA of every kind and description shall be assumed by the Surviving Bank, and the Surviving Bank shall be bound thereby in the same manner and to the same extent that Regions Bank and UPBNA were so bound at the Effective Time.

1.5 **Savings Accounts and Deposits.** All savings accounts and deposits of UPBNA and Regions Bank shall be and continue to be savings accounts and deposits of the Surviving Bank, without change in their respective terms, maturity, minimum required balances or withdrawal value. As of the Effective Time, each savings account or deposit of UPBNA and Regions Bank shall be considered for interest purposes as a savings account or deposit of the Surviving Bank from the time said savings account or deposit was opened in UPBNA and Regions Bank and at all times thereafter until such account or deposit ceases to be a savings account or deposit of the Surviving Bank.

1.6 **Articles of Incorporation.** The Articles of Incorporation of Regions Bank in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Bank until otherwise amended or repealed.

1.7 **Bylaws.** The Bylaws of Regions Bank in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Bank until otherwise amended or repealed.

1.8 **Directors and Officers.** The directors of Regions Bank in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the directors of the Surviving Bank from and after the Effective Time in accordance with the Bylaws of the Surviving Bank. The officers of Regions Bank in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the officers of the Surviving Bank from and after the Effective Time in accordance with the Bylaws of the Surviving Bank.

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ARTICLE 2
MANNER OF CONVERTING SHARES

At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, the shares of the constituent banks shall be converted as follows:

(a) Each share of common stock of Regions Bank issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

(b) At the Effective Time, each issued and outstanding share of common stock of UPBNA shall be cancelled, and Regions, as sole stockholder of UPBNA, shall receive consideration in the form of one thousand (1,000) shares of common stock of Regions Bank in exchange therefor.

ARTICLE 3
EFFECTIVENESS

3.1 **Conditions Precedent.** Consummation of the Merger and the other transactions contemplated hereunder is conditioned upon the approval of this Plan of Merger by the sole stockholder of Regions Bank and UPBNA, and the Board of Governors of the Federal Reserve System.

3.2 **Termination.** This Plan of Merger may be terminated at any time prior to the Effective Time by mutual consent of the Board of Directors of Regions Bank and the Board of Directors of UPBNA.

3.3 **Effectiveness.** The Merger and other transactions contemplated by this Plan of Merger shall become effective on the date and at the time the Articles of Merger reflecting the Merger shall become effective with the Secretary of State of the State of Alabama (the "Effective Time").

ARTICLE 4
AMENDMENT AND WAIVER

4.1 **Amendment.** This Plan of Merger may be amended at any time prior to the Effective Time by the parties hereto.

4.2 **Waiver.**

(a) Prior to or at the Effective Time, Regions Bank, acting through its Board of Directors or other authorized officer, shall have the right to waive any default in the performance of any term of this Plan of Merger by UPBNA, to waive or extend the

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time for the compliance or fulfillment by UPBNA of any and all of its obligations under this Plan of Merger, and to waive any or all of the conditions precedent to the obligations of Regions Bank under this Plan of Merger, except any condition which, if not satisfied, would result in the violation of any law. No such waiver shall be effective unless it is in writing and signed by a duly authorized officer of Regions Bank.

(b) Prior to or at the Effective Time, UPBNA, acting through its Board of Directors or other authorized officer, shall have the right to waive any default in the performance of any term of this Plan of Merger by Regions Bank, to waive or extend the time for the compliance or fulfillment by Regions Bank of any and all of its obligations under this Plan of Merger, and to waive any or all of the conditions precedent to the obligations of UPBNA under this Plan of Merger, except any condition which, if not satisfied, would result in the violation of any law. No such waiver shall be effective unless it is in writing and signed by a duly authorized officer of UPBNA.

ARTICLE 5
MISCELLANEOUS

5.1 **Counterparts.** This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

5.2 **Binding Effect; Governing Law.** This Plan of Merger shall be binding upon and inure to the benefit of the parties hereto, and their respective stockholders, successors and assign, and shall be governed by, and construed in accordance with, the laws of the State of Alabama.

[Signatures on the following page]

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SUPERINTENDENT 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 Union Planters Bank, National Association , located at Memphis, Tennessee, and Regions Bank, located at Birmingham, Jefferson County, Alabama, in accordance with the Alabama Interstate and International Bank Act of 1995, to merge those two banks in accordance with their Plan of Merger dated March 31, 2005, the continuing bank to operate under the Articles of Incorporation of Regions Bank and title of Regions Bank; said merger is to become effective upon the filing of this Certificate of Approval and Articles of Merger with the Secretary of State of Alabama.

NOW, THEREFORE, IT IS HEREBY FOUND that the merger would be for the best interest of the institutions affected and IT IS HEREBY CERTIFIED that the entire proceedings of the merger are approved in all respects on this 19th day of May 2005.

IN TESTIMONY WHEREOF, WITNESS my signature and the official seal of the Superintendent of Banks on this 19th day of May 2005.

John D. Harrison
Superintendent of Banks

IN WITNESS WHEREOF, Regions Bank and UPBNA have caused this Plan of Merger to be executed by their duly authorized officers and their bank seals to be hereunto affixed as of the date first above written.

REGIONS BANK

By: _____
Name: Carl E. Jones, Jr.
Title: President

ATTEST:

By: _____
Title: Secretary

UNION PLANTERS BANK, NATIONAL ASSOCIATION

By: _____
Name: Jackson W. Moore
Title: President

ATTEST:

By: _____
Title: Secretary

UNION PLANTERS BANK, NATIONAL ASSOCIATION
CORPORATE SEAL
1869

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