

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Renasant Bank of Tennessee	FORMERLY Renasant Bank	03/31/2005	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	Renasant Bank
Street Address:	209 Troy Street
City:	Tupelo
State/Country:	MISSISSIPPI
Postal Code:	38804
Entity Type:	Chartered Bank: MISSISSIPPI

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2727998	RENASANT BANK

CORRESPONDENCE DATA

Fax Number: (901)577-4257
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (901) 577-2180
 Email: vjohnson@bakerdonelson.com
 Correspondent Name: Valerie Walsh Johnson, Esq.
 Address Line 1: 165 Madison Avenue, Suite 2000
 Address Line 2: c/o Baker, Donelson, et al.
 Address Line 4: Memphis, TENNESSEE 38103

ATTORNEY DOCKET NUMBER:	2788349-3 (MERGER)
NAME OF SUBMITTER:	Valerie Walsh Johnson
Signature:	/valerie walsh johnson/

OP \$40.00 2727998

Date:

11/23/2005

Total Attachments: 9

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OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Merger or Share Exchange
Profit Corporation



The undersigned corporation pursuant to Section 79-4-11.05, as amended, hereby executes the following document and sets forth:

1. Name of Corporation 1

RENASANT BANK OF TENNESSEE

2. Name of Corporation 2

RENASANT BANK

3. Name of Corporation 3

**4. The future effective date is
 (Complete if applicable)**

March 31, 2005 at 10:00 am

5. The plan of merger or share exchange. (Attach page)

6. Mark appropriate box.

(a) Shareholder approval of the plan of merger or share exchange was not required.

OR

(b) If approval of the shareholders of one or more corporations party to the merger or share exchange was required

(i) the designation, number of outstanding shares, and number of votes entitled to be cast by each class entitled to vote separately on the plan as to each corporation were

Name of Corporation	Designation	No. of outstanding shares	No. of votes entitled to be cast
Renasant Bank of Tennessee	common	1,557,500	1,557,500
Renasant Bank	common	772,822	772,822

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AND EITHER

a. the total number of votes cast for and against the plan by each class entitled to vote separately on the plan was

Name of Corporation	Class	Total no. of votes cast FOR the Plan	Total no. of votes cast AGAINST the Plan

OR

b. the total number of undisputed votes cast for the plan separately by each class was

Name of Corporation	Class	Total no. of undisputed votes cast FOR the Plan
Renasant Bank of Tennessee	common	1,557,500
Renasant Bank	common	772,822

and the number of votes cast for the plan by each class was sufficient for approval by that class.

Name of Corporation 1

RENASANT BANK OF TENNESSEE

By: Signature

(Please keep writing within blocks)

Printed Name

Frank J. Ciarcida

Title

President

Articles of Merger or Share Exchange
Profit Corporation



Name of Corporation 2

RENASANT BANK

By: Signature

E. Robinson McGraw

(Please keep writing within blocks)

Printed Name

E. Robinson McGraw

Title

President

Name of Corporation 3

By: Signature

(Please keep writing within blocks)

Printed Name

Title

NOTE

1. If shareholder approval is required, the plan must be approved by each voting group entitled to vote on the plan by a majority of all votes entitled to be cast by that voting group unless the Act or the articles of incorporation provide for a greater or lessor vote, but not less than a majority of all votes cast at a meeting.
2. The articles cannot be filed unless the corporation(s) has (have) paid all fees and taxes (and delinquencies) imposed by law.
3. The articles must be similarly executed by each corporation that is a party to the merger.

AGREEMENT AND PLAN OF MERGER

OF

RENASANT BANK OF TENNESSEE

WITH AND INTO

RENASANT BANK

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement"), after being approved by the respective Boards of Directors and shareholders of both the Merging Company and the Surviving Company (each as hereinafter defined), is made and entered into as of this 15 day of February, 2005, between Renasant Bank of Tennessee, a bank chartered under the laws of the State of Tennessee (the "Merging Company"), and Renasant Bank, a bank chartered under the laws of the State of Mississippi (the "Surviving Company"), and together with the Merging Company, sometimes collectively referred to as the "Constituent Companies").

WITNESSETH:

WHEREAS, effective February 15, 2005, The Peoples Holding Company, a Mississippi corporation ("PHC"), contributed to Peoples Merger Corporation, a wholly-owned subsidiary of PHC and a corporation organized under the laws of Tennessee ("PMC"), 772,822 shares of common stock, \$5.00 par value per share, of the Surviving Company as an additional capital contribution to PMC and PMC became the sole shareholder of the Surviving Company;

WHEREAS, the Boards of Directors of each of the Constituent Companies determined and deemed it advisable that a merger between the Constituent Companies (the "Merger") would be in the best interests of and for the general welfare of each of the Constituent Companies, and the Board of Directors of the Surviving Company approved this Merger Agreement and the Merger at a meeting of such Board of Directors on February 15, 2005, and the Board of Directors of the Merging Company approved this Merger Agreement and the Merger at a meeting of such Board of Directors on February 17, 2005;

WHEREAS, the Boards of Directors of each of the Constituent Companies has recommended to the sole shareholder of each of the Merging Company and the Surviving Company the approval of this Merger Agreement and the Merger, and the sole shareholder of each Constituent Company has approved this Merger Agreement in all respects and the Merger by written consent dated February 16, 2005, with respect to the Surviving Company, and by written consent dated February 17, 2005, with respect to the Merging Company; and

WHEREAS, the Constituent Companies, appearing herein through each of their duly authorized officers, and in consideration of the mutual agreements of each company as set forth herein, deem it advisable that the Merging Company merge itself with and into the Surviving Company, pursuant to §81-5-85 of the Mississippi Code of 1972, as amended, the rules and

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regulations promulgated thereunder, Title 79 of the Mississippi Code of 1972, as amended, §45-2-1401 et. seq. of the Tennessee Code Annotated, the rules and regulations promulgated thereunder, and Title 48 of the Tennessee Code Annotated, under and pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the Constituent Companies to this Merger Agreement, in consideration of the mutual covenants, agreements and provisions contained herein, have agreed and do agree each with the other that the Merging Company shall merge with and into the Surviving Company, pursuant to §81-5-85 of the Mississippi Code of 1972, as amended, the rules and regulations promulgated thereunder, Title 79 of the Mississippi Code of 1972, as amended, §45-2-1401 et. seq. of the Tennessee Code Annotated, the rules and regulations promulgated thereunder, and Title 48 of the Tennessee Code Annotated and do hereby agree upon and prescribe the terms and conditions of the said merger and of carrying the same into effect, as follows:

1. **PLAN OF MERGER:**

(a) Effective on the 31st day of March, 2005 (the "Effective Date") at 10:00 a.m. Central Standard Time (the "Effective Time"), the Merging Company shall merge itself with and into the Surviving Company, and the Surviving Company shall be the surviving company resulting from the Merger at the Effective Time. On the Effective Date, the Surviving Company shall file Articles of Merger with the Mississippi Department of Banking and Consumer Finance and Articles of Merger with the Tennessee Department of Financial Institutions, in the forms attached hereto as Exhibits A and B, and take such further steps as shall be required to cause the merger to be effective at the Effective Time and on the Effective Date.

(b) On the Effective Date, the separate existence of the Merging Company shall cease. The Charter of Incorporation of the Surviving Company as in effect immediately prior to the Effective Date shall be the Charter of Incorporation of the Surviving Company on and after the Effective Date unless and until thereafter altered, amended or repealed in accordance with their terms or the Mississippi Code of 1972, as amended. The Bylaws of the Surviving Company as in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Company after the Effective Date unless and until thereafter altered, amended or repealed in accordance with their terms or the Mississippi Code of 1972, as amended. The Surviving Company shall be known as "Renasant Bank" and until altered, amended or repealed, the Charter of Incorporation and the Bylaws of the Surviving Company in effect as of the Effective Date shall be the governing documents of the Surviving Company.

(c) The current principal office of the Surviving Company shall be the principal office of the Surviving Company as of the Effective Date.

(d) The Surviving Company shall pay all the expenses of carrying this Merger Agreement into effect and of accomplishing the Merger.

(e) On the Effective Date, the separate existence of the Merging Company shall cease, and the Merging Company shall be merged with and into the Surviving Company, which shall possess all the rights, privileges, powers and franchises, and be subject to all of the restrictions, liabilities and duties, of each of the companies party to this Merger Agreement, and all and singular, the rights, privileges, powers and franchises of each of the companies, and all property, real, personal and mixed, and all debts due to each of the companies, shall be vested in the Surviving Company; and all property, rights, privileges, powers and franchises, and all and every other interest, shall thereafter be as effectively the property of the Surviving Company as they were of the respective Constituent Companies, and the title to any real estate, whether by deed or otherwise, vested in any of said company parties hereto, shall not revert or be in any way impaired by reason of this merger; provided, that all the rights of creditors and all liens upon the property of any of the companies party hereto shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Company shall forthwith attach to the said Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(f) If, at any time, the Surviving Company shall consider or be advised that any further actions are necessary or desirable to vest in the Surviving Company, according to the terms hereof, the title to any property or rights of the Merging Company, the proper directors or officers of the Surviving Company shall and will execute and make all such proper assignments and assurances, and do all things necessary or proper to vest title in such property or rights in the Surviving Company, and otherwise to carry out the purposes of this Merger Agreement.

(g) The Surviving Company shall be governed by the laws of the State of Mississippi.

2. THE MERGING COMPANY:

Pursuant to the Charter and Bylaws of the Merging Company, Renasant Bank of Tennessee is a banking association organized and existing under the laws of the State of Tennessee. PMC is the sole shareholder of the Merging Company owning 1,557,500 shares of common stock, \$1.00 par value per share, of the Merging Company.

3. THE SURVIVING COMPANY:

Pursuant to the Charter of Incorporation and Bylaws of the Surviving Company, Renasant Bank is a banking association organized and existing under the laws of the State of Mississippi. PMC is the sole shareholder of the Surviving Company owning 772,822 shares of common stock, \$5.00 par value per share, of the Surviving Company.

4. CANCELLATION OF SHARES:

Immediately upon the Effective Date, all of the issued and outstanding common stock of the Merging Company shall be canceled and all issued and outstanding common stock of the Surviving Company shall remain issued and outstanding and shall not be changed by the Merger.

5. APPROVAL AND AUTHORIZATION:

This Merger Agreement and the Merger were submitted to and approved by the Boards of Directors of each Constituent Company. The Board of Directors of the Surviving Company approved the Merger Agreement and the Merger at a meeting of such Board of Directors on February 15, 2005. The Board of Directors of the Merging Company approved the Merger Agreement and the Merger at a meeting of such Board of Directors on February 17, 2005. This Merger Agreement and the Merger were submitted for approval to the sole shareholder of each Constituent Company, and the sole shareholder of the Surviving Company has adopted and approved this Merger Agreement and the Merger by written consent dated February 16, 2005 and the sole shareholder of the Merging Company adopted and approved this Merger Agreement and the Merger by written consent dated February 17, 2005.

6. TERMINATION:

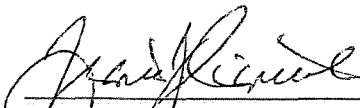
This Merger Agreement may be terminated by the Board of Directors or sole shareholder of either of the Constituent Companies, as applicable, at any time prior to the filing of the Articles of Merger with the Mississippi Department of Banking and Consumer Finance and the Tennessee Department of Financial Institutions.

7. CONSENT AND SERVICE OF PROCESS.

The Surviving Company hereby consents to service of process on it, by registered or certified mail addressed to it, at its principal place of business at 209 Troy Street, Tupelo, Mississippi 38804.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is signed by each Constituent Company through its duly authorized officers.

RENASANT BANK OF TENNESSEE

By: 
Name: Francis J. Cianciola
Title: President

RENASANT BANK

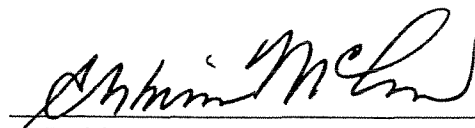
By: 
Name: E. Robinson McGraw
Title: President

EXHIBIT A

99514161-1

TRADEMARK
REEL: 003198 FRAME: 0839

EXHIBIT B

99514161-2

RECORDED: 11/23/2005

**TRADEMARK
REEL: 003198 FRAME: 0840**