

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/24/2006		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TexasBank		03/24/2006	INC. ASSOCIATION: TEXAS
RECEIVING PARTY DATA			
Name:	Compass Bank		
Street Address:	15 South 20th Street		
City:	Birmingham		
State/Country:	ALABAMA		
Postal Code:	35233		
Entity Type:	An Alabama State Bank: ALABAMA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2980295	TEXASBANK	
CORRESPONDENCE DATA			
Fax Number:	(312)655-1501		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	312-655-1500		
Email:	jrmdocket@welshkatz.com		
Correspondent Name:	Joseph R. Marcus		
Address Line 1:	120 S. Riverside Plaza, 22nd Floor		
Address Line 4:	Chicago, ILLINOIS 60606		
NAME OF SUBMITTER:	Joseph R. Marcus		
Signature:	/jrm/		
Date:	06/05/2006		

CH 2980295 \$40.00

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Total Attachments: 12

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NANCY L. WORLEY
SECRETARY OF STATE



First Floor, State Capitol
Suite S-105
600 Dexter Avenue
P.O. Box 5616
Montgomery, Alabama 36103-5616

State of Alabama

March 27, 2006

Dede Harbin/Gayle Windle
Capitol Services Inc
800 Brazos Ste 1100
Austin TX 78701

Re: Articles of Merger merging TexasBank, a Texas State Bank into
Compass Bank, an Alabama State Bank
Effective: March 24, 2006 at 11:00 A.M. CST

Dear Sir or Madam:

This will acknowledge receipt of your recent letter enclosing original and two copies of the above captioned merger and your checks in the amounts of \$ 150.00 made payable to the Secretary of State and \$26.00 made payable to the Jefferson County Probate Judge.

Please be advised that said instrument is being filed in this office on March 24, 2006 with an effective time of 11:00 A.M. CST.

I am forwarding a certified copy of merger and your check in the amount of \$26.00 to the Judge of Probate of Jefferson County.

If this office may be of further assistance in this or any other matter, please contact Sharon Viox in the Corporation Division at (334)242-5324.

Sincerely,

Nancy L. Worley
Secretary of State

NLW:slv

cc: Judge of Probate Jefferson County

ARTICLES OF MERGER
OF
TEXASBANK
(a Texas chartered banking association)
AND
COMPASS BANK
(an Alabama chartered banking corporation)

---FILED---		---EFFECTIVE---	
MAR 24 2006		MAR 24 2006	
TIME		11:00 AM CST	
SECRETARY OF STATE			

To the Secretary of State
State of Alabama

Pursuant to the provisions of the Alabama Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger and Reorganization Agreement for merging TexasBank, Fort Worth, Texas, with and into Compass Bank as approved by resolution adopted at a meeting by the Board of Directors of TexasBank on November 30, 2005 and the Board of Directors of Compass Bank on December 14, 2005.

2. In respect of TexasBank, the designation, the number of outstanding shares, the number of votes entitled to be cast by each voting group entitled to vote separately on the Plan of Merger and Reorganization Agreement herein provided for, are as follows:

- (a) Designation of voting group: Holders of Common Stock
- (b) Number of outstanding shares of voting group: 50,000
- (c) Number of votes of voting group entitled be cast by each voting group entitled to vote on the Plan of Merger and Reorganization Agreement: 50,000

3. In respect of TexasBank, the total number of votes cast for and against the Plan of Merger and Reorganization Agreement herein provided for by each voting group entitled to vote separately on the Plan of Merger and Reorganization Agreement is as follows:

- (a) Designation of voting group: Holders of Common Stock
- (b) Number of votes of voting group cast for the Plan of Merger and Reorganization Agreement: 50,000
- (c) Number of votes of voting group cast against the Plan of Merger and Reorganization Agreement: -0-

RECEIVED

MAR 24 2006

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SECRETARY
OF STATE.

4. In respect of Compass Bank, shareholder approval was not required to approve the Plan of Merger and Reorganization Agreement.

5. The said number of votes cast for the said Plan of Merger and Reorganization Agreement was sufficient for the approval thereof by the said voting group.

6. The merger of TexasBank with and into Compass Bank is permitted by the laws of the jurisdiction of organization of TexasBank and has been authorized in compliance with said laws.

7. The county in the State of Alabama in which the certificate of incorporation of Compass Bank is filed is the County of Jefferson.

8. This merger is to become effective at 11:00 A.M., CST on March 24, 2006.

Executed effective on March 24, 2006.

[SIGNATURE PAGE FOLLOWS]

TEXASBANK

By: Vernon Bryant
Name: Vernon Bryant
Capacity: President and CEO

COMPASS BANK

By: _____
Name: _____
Capacity: _____

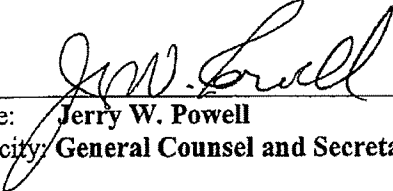
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TEXASBANK

By: _____
Name: _____
Capacity: _____

COMPASS BANK

By:  _____
Name: **Jerry W. Powell**
Capacity: **General Counsel and Secretary**

PLAN OF MERGER
AND
REORGANIZATION AGREEMENT

THIS PLAN OF MERGER AND REORGANIZATION AGREEMENT is made and entered into as of November 4, 2005, by and between TEXASBANK, a Texas state bank (the "Bank"), and COMPASS BANK, an Alabama state bank ("Compass Bank"), in order to provide for the merger of the Bank with and into Compass Bank under the charter of Compass Bank (the "Merger").

WHEREAS, the Bank is a Texas state bank with its principal office located in Fort Worth, Texas;

WHEREAS, Compass Bank is an Alabama state bank with its principal office located in Birmingham, Alabama;

WHEREAS, the respective Boards of Directors of Compass Bank and the Bank, desiring to enter into an interstate bank merger as permitted by Chapter 13B of Title 5 of the Code of Alabama (1975), Chapter 203 and Section 32.501 of the Texas Finance Code as well as the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, as codified in 12 U.S.C. § 1831u and other scattered sections of 12 U.S.C., as amended, have approved this Plan of Merger and Reorganization Agreement (the "Plan") and have authorized its execution and consummation.

NOW THEREFORE, in consideration of the premises and covenants contained herein, the Bank and Compass Bank hereby make, adopt and approve this Plan and prescribe the terms and conditions of the Merger and the mode of carrying the Merger into effect, as follows:

1. The Merger. The Bank shall be merged with and into Compass Bank under the Articles of Association and charter of Compass Bank pursuant to, and with the effect provided in, Chapter 13B of Title 5 of the Code of Alabama, (1975), Chapter 203 and Section 32.501 of the Texas Finance Code and the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, as codified in 12 U.S.C. § 1831u and other scattered sections of 12 U.S.C., as amended. Compass Bank shall be the surviving bank, and is hereinafter referred to as the "Continuing Bank" when reference is made to Compass Bank as of the Effective Date of the Merger or thereafter. It is intended that the Merger shall be a "reorganization" within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and this Agreement is and shall constitute a "plan of reorganization" for purposes of the Code.

2. Effective Date of the Merger. Subject to the terms and conditions of this Plan, and upon the satisfaction of all legal requirements, the Merger shall become effective on the date and time (the "Effective Date") specified by Compass Bank.

3. The Continuing Bank.

(a) On the Effective Date, the name of the Continuing Bank shall be "Compass Bank"; its Articles of Association shall be the same as Compass Bank's existing Articles of Association; Compass Bank's main office shall be the main office of the Continuing Bank; and all offices, branches, agencies and facilities of the Bank and Compass Bank which were in lawful operation or whose establishment had been approved at the Merger's Effective Date shall be retained and operated or established and operated as offices, branches, agencies and facilities of the Continuing Bank.

(b) On the Effective Date, all assets, rights, franchises and interests of the Bank and Compass Bank in and to every type of property (real, personal and mixed) and chose in action shall be transferred to and vested in the Continuing Bank by virtue of the Merger without any deed or other instrument of transfer to the Continuing Bank, and without any order or other action on the part of any court or otherwise; and the Continuing Bank shall hold and enjoy all rights of property, franchises and interests, including appointments, designations and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, guardian of mentally incompetent persons and committee of estates of lunatics, 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 the Bank and Compass Bank, respectively, immediately prior to the Effective Date.

(c) On the Effective Date, the Continuing Bank shall be liable for all liabilities of the Bank and Compass Bank, and all deposits, debts, liabilities, obligations and contracts of the Bank and Compass Bank, respectively, matured or unmatured, whether accrued, absolute, contingent, or otherwise, and whether or not reflected or reserved against in the balance sheets, books of account or records of the Bank or Compass Bank, as the case may be, shall be those of the Continuing Bank, and shall not be released or impaired by the Merger; and all rights of creditors and other obligees and all liens on property of either the Bank or Compass Bank shall be preserved unimpaired.

4. Shareholders.

(a) On the Effective Date, the sole shareholder of Compass Bank shall be allocated and shall be entitled to receive all shares of common stock of the Continuing Bank.

(b) On the Effective Date, the Bank's voting common stock shall, ipso facto and without any further action on the part of Compass Bank or any other party, no longer represent capital stock of the Bank, and outstanding certificates representing shares of the Bank shall thereafter be cancelled.

(c) On the Effective Date, the Continuing Bank shall have outstanding capital stock of \$1,011,000 divided into 101,100 shares of \$10.00 par value common stock and the Continuing Bank shall have surplus and undivided profits, including capital reserves, equal to the combined capital structures of Compass Bank and the Bank, adjusted for normal earnings and expenses between the date hereof and the Effective Date.

5. Board of Directors and Officers. On the Effective Date, the Board of Directors and officers of the Continuing Bank shall consist of all persons who were directors and officers, respectively, of Compass Bank immediately before the Effective Date, who shall continue to serve as directors and officers in such capacities in accordance with the Continuing Bank's By-Laws.

6. Approvals. This Plan shall be submitted to the sole shareholders of Compass Bank and the Bank for ratification and confirmation in accordance with applicable provisions of law and the respective Articles of Incorporation and By Laws of the Bank and Compass Bank. The Bank and Compass Bank shall proceed expeditiously and cooperate fully in the procurement of any other consents and approvals and in the taking of any other action, and the satisfaction of all other requirements prescribed by law or otherwise necessary or appropriate for consummation of the Merger and any other transactions contemplated hereby, including, without limitation, approval of the Federal Reserve Board, the Alabama State Banking Department and the Texas Department of Banking.

7. Conditions Precedent to the Merger. Effectuation of the Merger, and the obligations of the Bank and Compass Bank to consummate the Merger, are subject to the following conditions, any of which, however, may be waived, to the extent permitted by law, by consent in writing executed by the Bank and Compass Bank, as applicable:

(a) This Plan, and the Merger contemplated hereby, shall have been ratified and confirmed by vote of the respective sole shareholders of the Bank and Compass Bank as required by law; and

(b) All consents and approvals, including those of all regulatory agencies having jurisdiction, shall have been procured, and all other requirements prescribed by law and which are necessary for consummation of the Merger shall have been satisfied.

(c) No provision of this Plan does, or will be deemed to, modify or waive any condition or provision of, or any remedy, right or obligation of any party to, that certain Agreement and Plan of Merger by and between Compass Bancshares, Inc., XYZ Acquisition Corp. and TexasBanc Holding Co. dated as of September 17, 2005, as amended (the "Superior Agreement"). In the event of any conflict between this Plan and the Superior Agreement, the Superior Agreement will control. The parties hereto agree that the consummation of the Merger is expressly conditioned upon the prior consummation of the transactions contemplated by the Superior Agreement. If for any reason the Superior Agreement is terminated, then this Plan will be deemed terminated and the parties hereto and thereto will retain all rights and remedies provided in the Superior Agreement.

8. Counterparts. This Plan may be executed in two or more identical counterparts, each of which when executed and delivered by the parties hereto shall be an original, but all of which together shall constitute a single agreement.

9. Amendment. The Bank and Compass Bank, by mutual consent of their respective Boards of Directors, to the extent permitted by law, may amend, modify, supplement and interpret this Plan in such manner as may be mutually agreed upon by them in writing at any time before or after adoption thereof by shareholders of the Bank and Compass Bank.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Bank and Compass Bank have caused this Plan to be executed in counterparts by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written.

ATTEST:

TEXASBANK

By: *[Signature]*
Its: Secretary - General Counsel

By: *[Signature]*
Its: President and CEO

[CORPORATE SEAL]

ATTEST:

COMPASS BANK

By: _____
Its: _____

By: _____
Its: _____

[CORPORATE SEAL]

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IN WITNESS WHEREOF, the Bank and Compass Bank have caused this Plan to be executed in counterparts by their duly authorized officers and their corporate seals to be hereunto affixed as of the date first above written.

ATTEST:

TEXASBANK

By: _____
Its: _____

By: _____
Its: _____

[CORPORATE SEAL]

ATTEST:

COMPASS BANK

By: *James B. Carter*
Its: Associate General Counsel
and Assistant Secretary

By: *J. M. Powell*
Its: General Counsel and Secretary

[CORPORATE SEAL]

HOUSTON: 014120.00127: 1044141v3

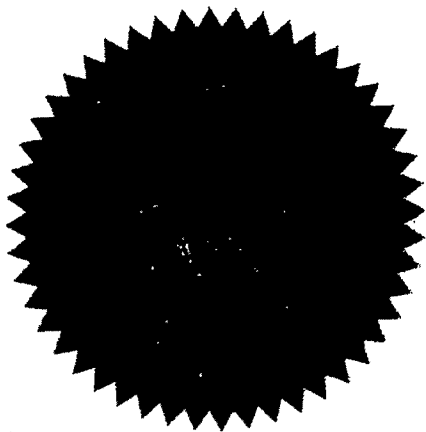
SUPERINTENDENT OF BANKS
STATE OF ALABAMA
MONTGOMERY, ALABAMA

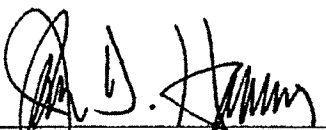
CERTIFICATE OF APPROVAL OF BANK MERGER

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 Compass Bank, located at Birmingham, Jefferson County, Alabama, and TexasBank, located at Fort Worth, Tarrant County, Texas, 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 September 17, 2005, the continuing bank to operate under the Articles of Incorporation of Compass Bank and title of Compass 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 20th day of January, 2006.

IN TESTIMONY WHEREOF, WITNESS my signature and the official seal of the Superintendent of Banks on this 20th day of January, 2006.




John D. Harrison.
Superintendent of Banks