

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/22/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Compass Bancshares, Inc.		05/22/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Compass Bancshares, Inc.		
Street Address:	15 South 20th Street		
City:	Birmingham		
State/Country:	ALABAMA		
Postal Code:	35296		
Entity Type:	CORPORATION: ALABAMA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78865037	COMPASSINSPIRE	
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:	jrmocket@welshkatz.com, joseph.marcus@huschblackwell.com		
Correspondent Name:	Joseph R. Marcus		
Address Line 1:	120 S. Riverside Plaza, 22nd Floor		
Address Line 2:	Husch Blackwell Sanders Welsh & Katz		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	04080-97292 (0000206)		
NAME OF SUBMITTER:	Joseph R. Marcus		
Signature:	/jrm/		

CH \$40.00 78865037

Date:

06/11/2010

Total Attachments: 10

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"COMPASS BANCSHARES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NEW CB, INC." UNDER THE NAME OF "COMPASS BANCSHARES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ALABAMA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF MAY, A.D. 2008, AT 12:45 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4551363 8100M

080588995

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6610546

DATE: 05-22-08

TRADEMARK
REEL: 004223 FRAME: 0093

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is New CB, Inc.

, a FL Alabama corporation,
and Compass Bancshares, Inc.

a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is New CB, Inc., changing name to Compass Bancshares, Inc., a AL corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on May 22, 2008.

SIXTH: The Agreement of Merger is on file at 15 South 20th Street
Birmingham, AL 35296, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHT: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 15 South 20th Street, Birmingham, AL 35296.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 22nd day of May, A.D., 2008.

By: J.W. Powell
Authorized Officer

Name: Jerry W. Powell
Print or Type

Title: Secretary

ALABAMA STATE CAPITOL
600 DEXTER AVENUE
SUITE S-105
MONTGOMERY, AL 36130



(334) 242-7200
FAX (334) 242-4993

WWW.SOS.ALABAMA.GOV

BETH CHAPMAN
SECRETARY OF STATE

May 22, 2008

Riley W Robey
Balch & Bingham
PO Box 78
Montgomery AL 36101

Re: Articles of Merger merging Compass Bancshares, Inc., a Delaware Corporation into New CB, Inc.

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 May 22, 2008.

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

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

Sincerely,

A handwritten signature in cursive script that reads "Beth Chapman" followed by a small flourish.

Beth Chapman
Secretary of State

BC:sls
cc: Judge of Probate Jefferson County

FILED IN OFFICE

ARTICLES OF MERGER
OF
COMPASS BANCSHARES, INC.
WITH AND INTO
NEW CB, INC.

MAY 22 2008

SECRETARY OF STATE

Pursuant to the provisions of Section 10-2B-11.05 of the Alabama Business Corporation Act, as amended (the "ABCA"), New CB, Inc., an Alabama corporation ("New CB"), hereby adopts the following Articles of Merger for the purpose of merging Compass Bancshares, Inc., a Delaware corporation ("Compass"), with and into New CB (the "Merger"), with New CB being the surviving corporation after the Merger:

FIRST: Attached hereto as Exhibit A and incorporated herein by this reference is the Agreement and Plan of Merger, dated as of April 23, 2008 (the "Plan of Merger"). The Plan of Merger was approved by the directors of Compass and New CB and recommended to the respective shareholders of Compass and New CB in the manner prescribed by the ABCA.

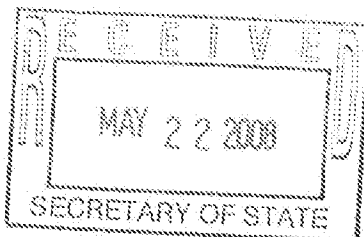
SECOND: The effective date of the Merger shall be May 22, 2008.

THIRD: New CB had one (1) share of common stock, par value \$0.01, issued, outstanding, and entitled to vote upon the proposal to approve the Plan of Merger. By unanimous consent of the sole shareholder dated April 24, 2008, such outstanding share, being the only outstanding share of New CB, approved the Plan of Merger.

FOURTH: Compass had 3,000 shares of common stock, par value \$0.01, issued, outstanding, and entitled to vote upon the proposal to approve the Plan of Merger. By unanimous written consent of the sole shareholder dated April 24, 2008, such outstanding shares, being the only outstanding shares of Compass, approved the Plan of Merger.

FIFTH: The Articles of Incorporation of New CB were filed in the Office of the Judge of Probate of Jefferson County, Alabama on April 22, 2008.

SIXTH: New CB shall be the surviving corporation.



Dated May 22, 2008.

NEW CB, INC.

By: Jerry W. Powell
Jerry W. Powell
Its: Secretary

Attest: David R. Key

[Seal]

COMPASS BANCSHARES, INC.

By: Jerry W. Powell
Jerry W. Powell
Its: General Counsel and Secretary

Attest: David R. Key

[Seal]

EXHIBIT A

PLAN OF MERGER

[BEGINS ON THE FOLLOWING PAGE]

AGREEMENT AND PLAN OF MERGER

by and between

Compass Bancshares, Inc.
(a Delaware corporation)

and

New CB, Inc.
(an Alabama corporation)

This Agreement and Plan of Merger (this "Plan of Merger") has been executed in accordance with Section 10-2B-11.01 of the Alabama Business Corporation Act (the "Alabama Act") and Section 252 of the Delaware General Corporation Law (the "Delaware Law").

1. Names. The full names of the parties to the merger described in this Plan of Merger (the "Merger"), and their respective jurisdictions of incorporation, are specified below. The Surviving Entity, as specified below, shall be the survivor of the Merger.

Surviving EntityNew CB, Inc.
(an Alabama corporation)

Non-Surviving Entity.....Compass Bancshares, Inc.
(a Delaware corporation)

2. Terms and Conditions of the Merger.

A. General. The Non-Surviving Entity shall merge with and into the Surviving Entity in accordance with this Plan of Merger.

B. State Filings.

(1) Articles of Merger, which may include this Plan of Merger, shall be filed with the Secretary of State of Alabama in accordance with Section 10-2B-11.05 of the Alabama Act.

(2) This Plan of Merger, or an appropriate Certificate of Merger, shall be filed with the Delaware Secretary of State in accordance with Section 252(c) of the Delaware Law.

C. Effective Date and Time. The Merger shall become effective on the date and at the time specified in the Articles of Merger filed with the Alabama Secretary of State.

D. Directors and Officers. Upon the effectiveness of the Merger, the board of directors of the Surviving Entity shall be comprised of the members of the board of directors of the Non-Surviving Entity immediately prior to the Merger, and the officers of the Non-Surviving Entity immediately prior to the Merger shall become the officers of the Surviving Entity.

3. Manner and Basis of Converting Shares. Upon the effectiveness of the Merger: (A) each issued and outstanding common share of the Non-Surviving Entity shall be cancelled and converted into the right to receive one (1) common share of the Surviving Entity, and (B) each common share of the Surviving Entity issued and outstanding immediately prior to the effectiveness of the Merger shall be cancelled.

4. Effect on Articles of Incorporation. Upon the effectiveness of the Merger, the Articles of Incorporation of the Surviving Entity shall be amended by changing the name of the Surviving Entity to "Compass Bancshares, Inc." Accordingly, Article I of the Articles of Incorporation shall be amended by deleting Article I in its entirety and substituting in lieu thereof the following:

"ARTICLE I
Name

The name of this corporation (the "Corporation") shall be:

COMPASS BANCSHARES, INC."

The Merger shall not result in any other amendment of, or any other effect upon, the Articles of Incorporation of the Surviving Entity.

5. Other Provisions Relating to the Merger. The Surviving Entity and the Non-Surviving Entity shall each authorize and instruct their respective officers, employees and representatives (as applicable) to take such actions, and to make such filings, as may be necessary or appropriate to effectuate or evidence the Merger.

DATE OF PLAN: April 23, 2008.

(Next Page is Signature Page)

Surviving Entity:

New CB, Inc.

By: J. W. Powell
Name: Jerry W. Powell
Title: President and Secretary

Non-Surviving Entity:

Compass Bancshares, Inc.

By: J. W. Powell
Name: Jerry W. Powell
Title: General Counsel and Secretary

of the same firm and a list of the said firm's clients and
the name of the said firm's principal officers and
(Listed)

[Signature]
STATE OF KANSAS
KANSAS TO STATE
3743