

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/04/2011

<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Whitney National Bank		05/20/2011	national banking association: UNITED STATES

<b>RECEIVING PARTY DATA</b>	
Name:	Hancock Bank of Louisiana
Street Address:	P. O. Box 4019
City:	Gulfport
State/Country:	MISSISSIPPI
Postal Code:	39502
Entity Type:	banking corporation: LOUISIANA

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2704964	WHITNEY SECURITIES
Registration Number:	3477627	WHITNEY
Registration Number:	2877949	CASHKEEPER
Registration Number:	1311441	WHITNEY
Registration Number:	3581146	WHITNEY SECURITIES & INVESTMENTS
Registration Number:	3603215	IT TAKES A WHITNEY BANKER.
Registration Number:	3603204	IT TAKES A WHITNEY BANKER
Registration Number:	3603201	WHITNEY BANK
Registration Number:	3636092	WHITNEY BANK
Registration Number:	3851692	WHITNEY INSURANCE AGENCY
Registration Number:	2032935	WHITNEY
Registration Number:	2032936	WHITNEY

CH \$440.00 2704964

Registration Number:	2032934	
Registration Number:	2032937	
Registration Number:	2042371	WHITNEY
Registration Number:	2095614	
Registration Number:	2439672	WHITNEY

**CORRESPONDENCE DATA**

Fax Number: 6019494804  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 601-949-4724  
Email: jwtrademarks@joneswalker.com  
Correspondent Name: W. Whitaker Rayner  
Address Line 1: 190 East Capitol Street, Suite 800  
Address Line 4: Jackson, MISSISSIPPI 39205

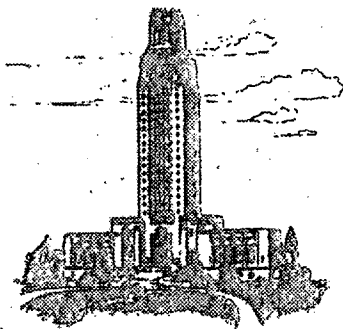
NAME OF SUBMITTER:	W. Whitaker Rayner
Signature:	/w. whitaker rayner/
Date:	10/02/2012

Total Attachments: 16  
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STATE OF LOUISIANA  
OFFICE OF FINANCIAL INSTITUTIONS  
BATON ROUGE, LOUISIANA



OFFICE OF FINANCIAL INSTITUTIONS  
STATE OF LOUISIANA  
CERTIFIED AND TRUE COPY

*Merita C. Skilton*  
*Administrative Program Specialist*

**CERTIFICATE OF MERGER**

NOTARIAL ARCHIVES OF ORLEANS PARISH  
NA # 2011-24101 DT 07/06/11  
TYPE: MERGER FEE: \$40.00 PG: 16



As Commissioner of Financial Institutions of the State of Louisiana, I do hereby certify that

a Bank Merger Agreement whereby **WHITNEY NATIONAL BANK**, domiciled at New Orleans, Orleans Parish, Louisiana, is merged with and into

**HANCOCK BANK OF LOUISIANA**

with the title of Whitney Bank, domiciled at New Orleans, Orleans Parish, Louisiana,

Certified by the Secretary of Whitney National Bank as having been approved by the sole shareholder, and signed and acknowledged by the President of Whitney National Bank on April 26, 2011; also, certified by the Secretary of Hancock Bank of Louisiana, as having been approved by the sole shareholder on May 20, 2011, and signed and acknowledged by the President of Hancock Bank of Louisiana on February 16, 2011,

was filed and recorded in this Office on June 1, 2011, with the merger becoming effective at 11:45 p.m. on June 4, 2011.

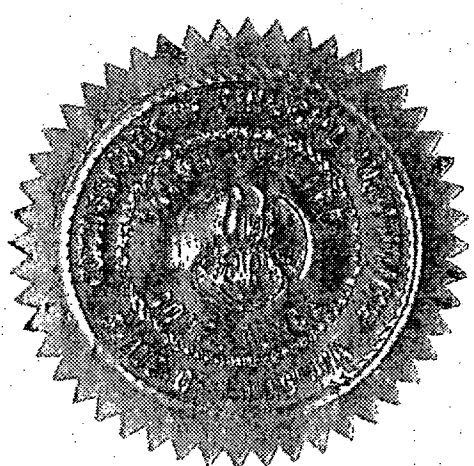
By virtue of this Agreement, I further certify that **WHITNEY NATIONAL BANK**, domiciled at New Orleans, Orleans Parish, Louisiana, is no longer qualified to transact business in this State as of the effective date of the merger, 11:45 p.m. on June 4, 2011.

UNRECORDED COPY

NA # 2011-24101 INST. #: 1058143  
TYPE: CHARTER(CO) AMT: \$64.00 DT: 7/6/2011 11:32:40 AM  
Notarizing Office DALE K. ATKINS, CLERK, CIVIL DISTRICT COURT

*LB*

DEPUTY CLERK



In testimony whereof, I have hereunto set my hand and caused the seal of my Office to be affixed at the City of Baton Rouge on June 7, 2011.

*John Ducrest*

John Ducrest, CPA  
Commissioner of Financial Institutions

POST OFFICE BOX 94095, BATON ROUGE, LOUISIANA 70804-9095 (225) 925-4660  
DEPOSITORY FAX # (225) 925-4548 HUMAN RESOURCES FAX # (225) 925-4665 LEGAL FAX # (225) 922-2592  
SECURITIES FAX # (225) 925-4511 NON DEPOSITORY # (225) 922-2860 MAIL ROOM FAX # (225) 925-4524  
Web site: [www.off.louisiana.gov](http://www.off.louisiana.gov) email: [ofila@off.louisiana.gov](mailto:ofila@off.louisiana.gov)

TRADEMARK  
REEL: 004871 FRAME: 0070

# BANK MERGER AGREEMENT

BY AND BETWEEN

**HANCOCK BANK OF LOUISIANA**  
Baton Rouge, Louisiana

AND

**WHITNEY NATIONAL BANK**  
New Orleans, Louisiana

**RECEIVED**

JUN 01 2011

OFFICE OF  
FINANCIAL INSTITUTIONS  
BATON ROUGE, LOUISIANA

Dated as of February 2, 2011

OFFICE OF FINANCIAL INSTITUTIONS  
STATE OF LOUISIANA  
CERTIFIED AND TRUE COPY

*Pamela C. Sutton*  
Administrative Program Specialist

# **BANK MERGER AGREEMENT**

**By and Between**

**HANCOCK BANK OF LOUISIANA  
Baton Rouge, Louisiana**

**and**

**WHITNEY NATIONAL BANK  
New Orleans, Louisiana**

This Bank Merger Agreement is made and entered into as of the 2<sup>nd</sup> day of February, 2011, between HANCOCK BANK OF LOUISIANA, Baton Rouge, Louisiana, a Louisiana banking corporation maintaining its principal office in Baton Rouge, Louisiana ("HBLA") and WHITNEY NATIONAL BANK, New Orleans, Louisiana, a national banking association maintaining its principal office in New Orleans, Louisiana ("Whitney") (the "Bank Merger Agreement").

**WITNESSETH:**

WHEREAS, the parent corporations of HBLA and Whitney have entered into an Agreement and Plan of Merger dated as of the December 21, 2010 (the "Plan") (the defined terms used herein as defined therein) setting forth certain representations, warranties, covenants and conditions relating to the merger of the parent corporations as well as the Bank Merger (as defined herein); and

WHEREAS, HBLA and Whitney (collectively, the "Constituent Banks") and their respective Boards of Directors deem it advisable that Whitney merge with and into HBLA (the "Bank Merger") pursuant to the provisions of the Louisiana Banking Laws and the National Banking Act, and upon the terms and conditions hereinafter set forth in the Plan;

NOW THEREFORE, the Constituent Banks hereby make, adopt and approve this Bank Merger Agreement and prescribe the terms and conditions of the Bank Merger and the mode of carrying the Bank Merger into effect as follows:

## **ARTICLE ONE**

### **The Bank Merger**

Upon the terms and subject to the conditions set forth in the Plan and hereinafter, on the Effective Date (as defined in Article Two hereof) Whitney shall be merged into HBLA as the resulting bank (the "Resulting Bank") and the separate existence of Whitney shall cease.

## ARTICLE TWO

### Effective Date and Time

The Bank Merger shall be effective no earlier than the later of: (a) the date and time specified or permitted by the Louisiana Office of Financial Institutions ("OFI") in a Certificate of Merger or other written record issued by the OFI; or (b) fifteen (15) days after the time specified in the certificate to be issued by the Federal Deposit Insurance Corporation under its seal approving the Bank Merger, such date to be determined by resolution of the Board of Directors of HBLA (such time and date being herein referred to as the "Effective Time" and the "Effective Date", respectively).

## ARTICLE THREE

### Conversion and Cancellation of Shares

On the Effective Date each issued and outstanding share of Whitney capital stock shall be canceled.

## ARTICLE FOUR

### Effects of Bank Merger

The Bank Merger shall have the effects set forth in *LA. REV. STAT. §§6:351 through 6:355* and specifically §6:355 thereof. Upon the Effective Date, the main office of Whitney shall become the main office of HBLA and each branch office maintained by Whitney as a branch office immediately before the Bank Merger becomes effective, as well as the main office of HBLA immediately before the Bank Merger, shall become a branch office of HBLA and all branch offices of HBLA immediately before the Bank Merger shall remain branches of HBLA. Specifically, but not by way of exclusion, on the Effective Date all of the assets and property of every kind and character, real, personal and mixed, tangible and intangible, choses in action, rights, and credits then owned by Whitney, or which would inure to it, shall immediately by operation of law and without any conveyance or transfer or without any further action or deed, be vested in and become the property of HBLA, which shall have, hold, and enjoy the same in its own right as fully and to the same extent as the same were possessed, held, and enjoyed by Whitney prior to such merger; and HBLA shall be deemed to be and shall be a continuation of the original entities and all of the rights and obligations of Whitney shall remain unimpaired, and HBLA, on the Effective Date of the Bank Merger, shall succeed to all such rights, obligations, duties and liabilities connected therewith.

The Charter and Articles of Incorporation and Bylaws of HBLA shall be the Charter and Articles of Incorporation and Bylaws of the Resulting Bank following the Effective Date of the Bank Merger and shall be amended to (1) change the name "Hancock Bank of Louisiana" to "Whitney Bank" and (2) change the domicile of HBLA from Baton Rouge to New Orleans, unless and until the same shall be further amended in accordance with the provisions hereof and the applicable statutes. The members of the Board of Directors of HBLA after the Bank Merger shall be the members of the Board of Directors of HBLA prior to the Bank Merger except as may be changed or modified by the Board of Directors of HBLA's holding company as the sole

shareholder. The officers of Whitney shall after the Bank Merger become officers of HBLA, as the same may be modified and adjusted by the HBLA board of directors. The shares of common stock of HBLA as the Resulting Bank outstanding immediately prior to the Effective Date of the Bank Merger shall remain outstanding. The authorized capital stock of HBLA as the Resulting Bank following the Effective Date of the Bank Merger shall be unchanged, unless and until the same shall be changed in accordance with the applicable law.

## ARTICLE FIVE

### Name of Resulting Bank

As a result of the merger and upon the Effective Date of the Bank Merger, Article I of the Articles of Incorporation of Hancock Bank of Louisiana shall be amended by amending the text of Article I which now reads: "This corporation shall be known as and its title is declared to be: Hancock Bank of Louisiana and under said name, style and title, it shall have and enjoy perpetual duration from the date hereof, unless sooner dissolved according to law[.]", to read as follows: "This corporation shall be known as and its title is declared to be: Whitney Bank and under said name, style and title, it shall have and enjoy perpetual duration from the date hereof, unless sooner dissolved according to law."

## ARTICLE SIX

### Domicile of Resulting Bank

As a result of the merger and upon the Effective Date of the Bank Merger, Article II of the Articles of Incorporation of Hancock Bank of Louisiana shall be amended by amending the text of Article II which now reads: "The domicile of this corporation and the place where its main office shall be located and its general business conducted, shall be the City of Baton Rouge, Parish of East Baton Rouge, State of Louisiana[.]", to read as follows: "The domicile of this corporation and the place where its main office shall be located and its general business conducted, shall be the City of New Orleans, Parish of Orleans, State of Louisiana."

## ARTICLE SEVEN

### Filing of Bank Merger Agreement

If this Bank Merger Agreement is approved by the shareholders of Whitney and HBLA (if required), then the fact of such approval shall be certified hereon by the Secretary or Assistant Secretary of the Constituent Banks, and this Bank Merger Agreement, as approved and certified, shall be signed and acknowledged by the President or Vice President of each of the Constituent Banks. Thereafter, a multiple original of this Bank Merger Agreement, so certified, signed and acknowledged, shall be delivered to the OFI for filing and recordation in the manner required by law; and thereafter, as soon as practicable (but not later than the time required by law), a copy of the Certificate of Merger issued by the OFI shall be filed for record in the mortgage offices for the parishes of East Baton Rouge and Orleans and shall also be recorded in the conveyance records for the said parishes and any other parish and county in which Whitney owned real property on the Effective Date of the Bank Merger.

**ARTICLE EIGHT**

Miscellaneous

The obligations of the Constituent Banks to effect the Bank Merger shall be subject to all of the terms and conditions of the Plan. At any time prior to the Effective Date, this Bank Merger Agreement may be terminated (a) by the mutual agreement of the Boards of Directors of the Constituent Banks or (b) pursuant to the terms and provisions of the Plan.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their duly authorized representatives and by a majority of the Directors of each of the Constituent Banks as of the date first above written.

**WHITNEY NATIONAL BANK  
NEW ORLEANS, LOUISIANA**

By: \_\_\_\_\_  
Name: John M. Turner, Jr.  
Title: President  
Attest:  
\_\_\_\_\_

**HANCOCK BANK OF LOUISIANA  
BATON ROUGE, LOUISIANA**

By: Carl J. Chaney  
Name: Carl J. Chaney  
Title: President  
Attest:  
Michael M. Canary



**ARTICLE EIGHT**

Miscellaneous

The obligations of the Constituent Banks to effect the Bank Merger shall be subject to all of the terms and conditions of the Plan. At any time prior to the Effective Date, this Bank Merger Agreement may be terminated (a) by the mutual agreement of the Boards of Directors of the Constituent Banks or (b) pursuant to the terms and provisions of the Plan.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their duly authorized representatives and by a majority of the Directors of each of the Constituent Banks as of the date first above written.

**WHITNEY NATIONAL BANK**  
NEW ORLEANS, LOUISIANA

By: John M. Turner, Jr.  
Name: John M. Turner, Jr.  
Title: President  
Attest:

Laura Z. Leggett

**HANCOCK BANK OF LOUISIANA**  
BATON ROUGE, LOUISIANA

By: \_\_\_\_\_  
Name: Carl J. Chaney  
Title: President  
Attest:

\_\_\_\_\_

HANCOCK BANK OF LOUISIANA

By a majority of its Directors

Ronald Anderson

Jefferson Angers

Carl J. Chaney

Don P. Descant

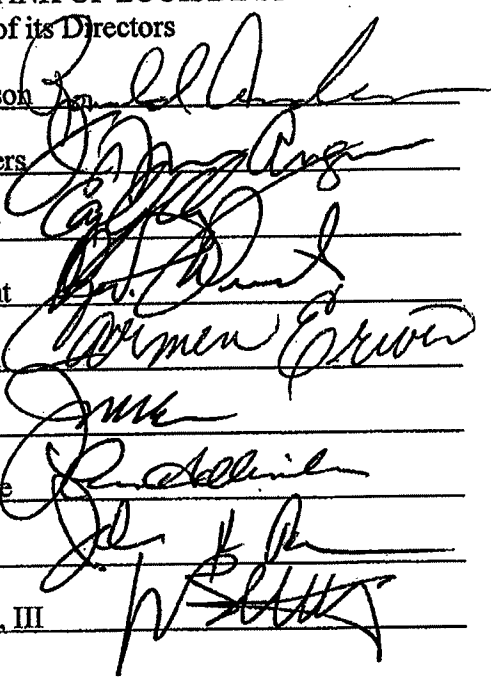
Carmen Erwin

John Hairston

Thomas Olinde

John Pace

Lewis Stirling, III



WHITNEY NATIONAL BANK

By a majority of its Directors

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HANCOCK BANK OF LOUISIANA  
By a majority of its Directors

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WHITNEY NATIONAL BANK  
By a majority of its Directors

*John M. Turner Jr*  
*Walter H. King*  
*John R. King*  
*Samuel L. King*  
*Paul C. King*  
*John King*  
*John King*  
*John King*  
*John King*  
*John King*

~~1-A~~  
Kathryn M Sullivan  
J. Hall

**HANCOCK BANK OF LOUISIANA**  
**SECRETARY'S CERTIFICATE**  
**OF SHAREHOLDERS' APPROVAL**

1. I hereby certify that I am the Secretary of Hancock Bank of Louisiana, located in Baton Rouge, Louisiana ("Bank"), and that I have been duly appointed and am presently serving in that capacity.
2. I further certify that the sole shareholder of Bank, Hancock Holding Company, as of the 16<sup>th</sup> day of February, 2011, has approved the Bank Merger Agreement.

IN WITNESS WHEREOF, I have executed this certification this the 20<sup>th</sup> day of MAY, 2011.

HANCOCK BANK OF LOUISIANA

BY: \_\_\_\_\_

Secretary/Cashier

**WHITNEY NATIONAL BANK**  
**SECRETARY'S CERTIFICATE**  
**OF SHAREHOLDERS' APPROVAL**

1. I hereby certify that I am the Corporate Secretary of Whitney National Bank, located in New Orleans, Louisiana ("Bank"), and that I have been duly appointed and am presently serving in that capacity.
2. I further certify that the sole shareholder of Bank, Whitney Holding Corporation, as of the 26<sup>th</sup> day of January, 2011, has approved the Bank Merger Agreement.

IN WITNESS WHEREOF, I have executed this certification this the 26<sup>th</sup> day of April, 2011.

WHITNEY NATIONAL BANK

BY: \_\_\_\_\_

Corporate Secretary

ACKNOWLEDGMENT

STATE OF Mississippi

PARISH/COUNTY OF Harrison

On this 16<sup>th</sup> day of February, 2011, before me, the undersigned authority, personally came and appeared Carl J. Chaney, to me personally known, who, being by me duly sworn declared and acknowledged before me and the undersigned competent witnesses, that he is the President of Hancock Bank of Louisiana, a bank organized under the laws of Louisiana, ("Bank") and that in such capacity he was duly authorized to and did execute the foregoing Bank Merger Agreement on behalf of Bank for the purposes therein expressed and as his and as Bank's free act and deed.

Carl J. Chaney  
Carl J. Chaney, President of Bank

WITNESSES:

Vicki L Marasco  
Name: Vicki L Marasco  
(Please print.)

Jennifer S. Benvenuti  
Name: Jennifer S. Benvenuti  
(Please print.)

SWORN TO and subscribed before me this 16<sup>th</sup> day of February, 2011.

Daisy Latimer  
Notary Public

My Commission Expires:  
2-22-11



ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

On this 26th day of April, 2011, before me, the undersigned authority, personally came and appeared John M. Turner, Jr. to me personally known, who, being by me duly sworn declared and acknowledged before me and the undersigned competent witnesses, that he is the President of WHITNEY NATIONAL BANK, a bank organized under the laws of the United States of America, ("Bank") and that in such capacity he was duly authorized to and did execute the foregoing Bank Merger Agreement on behalf of Bank for the purposes therein expressed and as his and as Bank's free act and deed.

WITNESSES:

John M. Turner, Jr.  
John M. Turner, Jr., President of Bank

Toni Hess  
Name: Toni Hess  
(Please print.)

Patricia R. Loupe  
Name: Patricia R. Loupe  
(Please print.)

SWORN TO and subscribed before me this 26th day of April, 2011.

Teresa Z. Lygate  
Notary Public

My Commission Expires:

At death

**TERESA Z. LYGATE**  
Notary Public No. 34565  
Parish of Jefferson, State of Louisiana  
My Commission Issued for Life



# HANCOCK HOLDING COMPANY

## CONSENT OF SHAREHOLDER

WHEREAS, on February 2, 2011, Hancock Bank of Louisiana, a bank organized under the laws of Louisiana with its main office in Baton Rouge, Louisiana ("Bank") and Whitney National Bank, a bank organized under the laws of the United States of America with its main office in New Orleans, Louisiana ("WNB") executed a Bank Merger Agreement to merge Whitney National Bank with and into Bank; and

WHEREAS, Bank is a wholly owned direct subsidiary of Hancock Holding Company, a Mississippi corporation headquartered in Gulfport, Mississippi, ("HHC"); and

WHEREAS, WNB is a wholly owned direct subsidiary of Whitney Holding Corporation, a Louisiana corporation headquartered in New Orleans, Louisiana; and

WHEREAS, HHC as the sole shareholder of Bank must approve the Bank Merger Agreement and merger of WNB into Bank.

NOW, THEREFORE, HHC, as direct holder of all of the issued and outstanding shares of the capital stock of Bank, hereby authorizes, approves, ratifies and affirms the Bank Merger Agreement and the merger of WNB into Bank.

IN WITNESS WHEREOF, HHC has caused this Consent to be duly executed by its officer duly authorized as of this 20<sup>th</sup> day of MAY, 2011.

HANCOCK HOLDING COMPANY

BY: Carl Chang

Title: Pres. & CEO

ATTEST:

Mind M. Anthony  
Title: EVP / CFO

# WHITNEY HOLDING CORPORATION

## CONSENT OF SHAREHOLDER

WHEREAS, on February 2, 2011, Hancock Bank of Louisiana, a bank organized under the laws of Louisiana with its main office in Baton Rouge, Louisiana ("Bank") and Whitney National Bank, a national banking association organized under the laws of the United States of America with its main office in New Orleans, Louisiana ("WNB") executed a Bank Merger Agreement to merge WNB with and into Bank; and

WHEREAS, Bank is a wholly owned direct subsidiary of Hancock Holding Company, a Mississippi corporation headquartered in Gulfport, Mississippi; and

WHEREAS, WNB is a wholly owned direct subsidiary of Whitney Holding Corporation, a Louisiana corporation headquartered in New Orleans, Louisiana, ("WHC"); and

WHEREAS, WHC, as the sole shareholder of WNB, must approve the Bank Merger Agreement and the merger of WNB into Bank.

NOW, THEREFORE, WHC, as direct holder of all of the issued and outstanding shares of the capital stock of Whitney National Bank, hereby authorizes, approves, ratifies and affirms the Bank Merger Agreement and the merger of WNB into Bank.

IN WITNESS WHEREOF, WHC has caused this Consent to be duly executed by its officer duly authorized as of this 20<sup>th</sup> day of April, 2011.

WHITNEY HOLDING CORPORATION

BY: John M. Turner, Jr.  
Name: John M. Turner, Jr.  
Title: President

ATTEST:

Jeresa Z Lygate  
Title: Sr. Assoc. Corporate Secretary