

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	05/14/2013

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BBVA Compass Bancshares, Inc.		05/14/2013	CORPORATION: ALABAMA

**RECEIVING PARTY DATA**

<b>Name:</b>	BBVA Compass Bancshares, Inc.
<b>Street Address:</b>	15 South 20th Street, 12th Floor
<b>City:</b>	Birmingham
<b>State/Country:</b>	ALABAMA
<b>Postal Code:</b>	35233
<b>Entity Type:</b>	CORPORATION: TEXAS

**PROPERTY NUMBERS Total: 177**

Property Type	Number	Word Mark
Serial Number:	78757254	CUENTA CON COMPASS
Serial Number:	78163887	CREDITCARE
Serial Number:	77694827	CUSTOM BUILT BANKING
Serial Number:	73711337	DEPOSIT GUARANTY
Serial Number:	77243910	DEPOSICASH
Serial Number:	75447972	COMPASSWORKS FOR BUSINESS
Serial Number:	78888196	COMPASSSTARS
Serial Number:	78303332	COMPASSSELECT
Serial Number:	76071448	COMPASSVIEW
Serial Number:	75447971	COMPASSWORKS
Serial Number:	75156644	COMPASSWEB
Serial Number:	78828351	GOLDKEY SERVICES AND DESIGN
Serial Number:	78636701	GOLD KEY

CH \$4440.00 78757254

Serial Number:	85565712	HEALTHCARE REWARDS
Serial Number:	78173601	INVESTORS EDGE
Serial Number:	78578251	ID SAFE
Serial Number:	75519308	EMPLOYEE BONUS BANKING
Serial Number:	77849205	DEPOSITRACK
Serial Number:	76327414	EQUITY OPTIMIZER
Serial Number:	75519337	EXECUTIVE BONUS BANKING
Serial Number:	78140238	EVERY ATM ON EARTH IS FREE
Serial Number:	77062210	COMPASS SITE ID
Serial Number:	78873509	COMPASS RETIREMENT SOLUTIONS
Serial Number:	77063663	COMPASS SITE ID
Serial Number:	78668670	COMPASSCONNECT
Serial Number:	78797309	COMPASSCASH
Serial Number:	77354826	COMPASS REMOTE DEPOSIT ONLINE
Serial Number:	78773026	COMPASS PREFERRED CLIENT BANKING
Serial Number:	78930752	COMPASS PREFERRED CLIENT
Serial Number:	78773002	COMPASS PREFERRED CLIENT PROGRAM
Serial Number:	78698210	COMPASS PREFERRED MONEY MARKET ACCOUNT F
Serial Number:	78698166	COMPASS PREFERRED MONEY MARKET
Serial Number:	75153169	COMPASSPC
Serial Number:	74590454	COMPASSNET
Serial Number:	75922329	COMPASSPLUS
Serial Number:	78315033	COMPASSPOINTS
Serial Number:	74731178	COMPASSPOINT
Serial Number:	74590373	COMPASSNET
Serial Number:	78861674	COMPASSFIRST
Serial Number:	78291606	COMPASSDIRECT MORTGAGE
Serial Number:	78865037	COMPASSINSPIRE
Serial Number:	74572962	COMPASSLINK
Serial Number:	74397390	COMPASSLINE
Serial Number:	78173615	INVESTORS EDGE BANKING
Serial Number:	78626973	SMARTPATH PORTFOLIO
Serial Number:	78352870	SMARTPATH
Serial Number:	85688485	SPEND NET NAVIGATOR
Serial Number:	77038365	ST. JOHNS INVESTMENT MANAGEMENT

**TRADEMARK**

**REEL: 005031 FRAME: 0699**

	77039776	ST. JOHNS
Serial Number:	85237526	SIMPLY YOURS
Serial Number:	85455408	SIMPLE CASH BACK
Serial Number:	85293980	SEE SHARE SMILE
Serial Number:	85147535	SIMPLE PERSONAL PAYMENTS
Serial Number:	85375794	SIMPLIFIED MOBILITY PACK
Serial Number:	85003379	SIMPLIFIED LINE OF CREDIT
Serial Number:	85241528	TEAM. WORKS. ON TOUR
Serial Number:	85202020	TEAM. WORKS. IN SCHOOLS
Serial Number:	78826608	TRIPLE-FREE ATM
Serial Number:	74671962	WHERE THERE'S COMPASS THERE'S A WAY
Serial Number:	77594264	WELLTHY FOR LIFE
Serial Number:	85195389	TEAM. WORKS.
Serial Number:	77038780	ST. JOHNS WEALTH MANAGEMENT
Serial Number:	77037892	ST. JOHNS WEALTH MANAGEMENT
Serial Number:	77038433	STAVIS, MARGOLIS ADVISORY SERVICES
Serial Number:	85195368	TEAM. WORKS.
Serial Number:	85234310	SWAPSOLUTION
Serial Number:	85761303	OPEN BOOK BANKING
Serial Number:	78467404	NETPROFILE
Serial Number:	77858650	OPTIMIZER CARD
Serial Number:	85256590	OVERDRAFT GUARD
Serial Number:	77859090	OPTIMIZER CREDIT CARD
Serial Number:	75666116	MYCOMPASS
Serial Number:	77398248	IT'S BANKING BUILT AROUND YOUR BUSINESS
Serial Number:	77398232	IT'S BANKING BUILT AROUND YOU
Serial Number:	77178528	MAKE MY CARD
Serial Number:	85375181	MOBILITY PACK
Serial Number:	77178615	MAKEMYCARD
Serial Number:	85725826	SAVINGS BUNDLE
Serial Number:	85282663	SAFESPEND CARD
Serial Number:	77871362	SECURE SEND
Serial Number:	85294213	SEE SHARE SMILE
Serial Number:	85294264	SEE SHARE SMILE
Serial Number:	85282606	SAFESPEND

	85689018	PREFERRED CLIENT ELITE PROGRAM
Serial Number:	74507202	PERFORMA
Serial Number:	85795203	PREFERRED SAVINGS PACKAGE
Serial Number:	78209593	REWARDSPLUS SAVINGS
Serial Number:	85357152	RED AND BLUE BANKING
Serial Number:	77883548	BBVA COMPASS PREFERRED CLIENT
Serial Number:	85372748	BBVA COMPASS PREFERRED
Serial Number:	85372778	BBVA COMPASS PREFERRED PLATINUM
Serial Number:	77981461	BBVA COMPASS VIRTUAL BANKER
Serial Number:	77678926	BBVA COMPASS VIRTUAL BANKER
Serial Number:	77859108	BBVA COMPASS OPTIMIZER CREDIT CARD
Serial Number:	77655476	BBVA COMPASS INVESTMENT SOLUTIONS
Serial Number:	77883519	BBVA COMPASS FOR YOUR CAUSE
Serial Number:	85893196	BBVA COMPASS INVESTMENT SOLUTIONS
Serial Number:	77833361	BBVA COMPASS MARKETLINK CD
Serial Number:	77833332	BBVA COMPASS MARKETLINK
Serial Number:	77949313	BUILD MY FRANCHISE
Serial Number:	77071164	BROKERAGE SOLUTIONS
Serial Number:	77912241	BUILD MY SAVINGS
Serial Number:	77124715	BUILD-TO-ORDER FREE CHECKING
Serial Number:	77124695	BUILD-TO-ORDER CHECKING
Serial Number:	85851543	BLENDING THE BEST WORKPLACE DIVERSITY
Serial Number:	77655427	BBVA COMPASS WEALTH SOLUTIONS
Serial Number:	77630426	BBVA COMPASS WEALTH SOLUTIONS
Serial Number:	76319660	BLCI
Serial Number:	85851204	BLENDING THE BEST
Serial Number:	76319916	BLCI BUSINESS LEADERS CONFIDENCE INDEX
Serial Number:	74331928	ARIZONA BANK
Serial Number:	78898511	ADLER-DOWNEY OF ARIZONA, INC.
Serial Number:	74346855	ARIZONA BANK
Serial Number:	77791466	BANCA HECHA A TU MEDIDA
Serial Number:	74389271	ATTACHE
Serial Number:	78898786	AD ADLER-DOWNEY OF ARIZONA, INC.
Serial Number:	74704400	1-800-COMPASS
Serial Number:	85822191	#REALFAN

	85851508	
Serial Number:	75861518	ACCUTRAK
Serial Number:	78088146	ACCUMANAGER
Serial Number:	77694906	BBVA COMPASS BANCA A TU MEDIDA
Serial Number:	77811094	BBVA COMPASS ASSET MANAGEMENT
Serial Number:	77711325	BBVA COMPASS BANKING BUILT FOR YOU
Serial Number:	85031005	BBVA COMPASS EXPRESS
Serial Number:	85874791	BBVA COMPASS BENEFITS CONSULTING
Serial Number:	85096161	BBVA COMPASS ASSET BUILDER ANNUITY
Serial Number:	78209601	BASIC50
Serial Number:	77709912	BANKING BUILT FOR YOU
Serial Number:	78209618	BASIC50 CHECKING
Serial Number:	85098390	BBVA COMPASS
Serial Number:	77480474	BBVA COMPASS
Serial Number:	77697697	BUILD-TO-ORDER SAVINGS
Serial Number:	76331972	COMPASS DIRECTIONS
Serial Number:	78163918	COMPASS CREDITCARE
Serial Number:	78217645	COMPASS E-ACCESS
Serial Number:	77949165	COMPASS E-PAYABLES
Serial Number:	78221397	COMPASS E-ACCESS
Serial Number:	77444682	COMPASS CREDIT ONLINE
Serial Number:	78379278	COMPASS CARD
Serial Number:	78859008	COMPASS BUSINESSCLASS QUICKDROP
Serial Number:	74397687	COMPASS CLUB
Serial Number:	74651071	COMPASS COURIER
Serial Number:	78668694	COMPASS CONNECT
Serial Number:	76254083	COMPASS MORTGAGE
Serial Number:	77448219	COMPASS MOBILE BANKING
Serial Number:	77537222	COMPASS ON BUSINESS
Serial Number:	76392682	COMPASS PAYSOURCE CARD
Serial Number:	77453246	COMPASS PAYSOURCE
Serial Number:	77448233	COMPASS MOBILE
Serial Number:	76359537	COMPASS E-TRANSMIT
Serial Number:	76327339	COMPASS EQUITY OPTIMIZER
Serial Number:	77592605	COMPASS FOR YOUR CAUSE

	77063629	COMPASS INFOWEB
Serial Number:	78578231	COMPASS IDENTITY SAFE
Serial Number:	85129402	COME & GO EXPAND YOUR WORLD
Serial Number:	85129109	COME & GO
Serial Number:	74389946	COMPASS ATTACHE
Serial Number:	74534799	COMPASS BANK
Serial Number:	73832204	COMPASS BANK
Serial Number:	74532434	C COMPASS BROKERAGE
Serial Number:	75634561	BUSINESSWORKS
Serial Number:	76319666	BUSINESS LEADERS CONFIDENCE INDEX
Serial Number:	72278463	C
Serial Number:	74547189	C
Serial Number:	74525859	C
Serial Number:	77014914	COMPASS BUSINESSCLASS ONLINE
Serial Number:	78858944	COMPASS BUSINESSCLASS
Serial Number:	77014950	COMPASS BUSINESSCLASS ONLINE CASH MANAGE
Serial Number:	78431481	COMPASS BUSINESSCLASS QUICK DROP
Serial Number:	77279733	COMPASS BUSINESSCLASS PREFERRED
Serial Number:	78227898	COMPASS BUSINESS REBATE
Serial Number:	77523852	COMPASS BONUS BANKING
Serial Number:	74389950	COMPASS BANKING CARD
Serial Number:	78514503	COMPASS BROKERAGE
Serial Number:	75861714	COMPASS BUSINESS LEASING
Serial Number:	78319426	COMPASS BUSINESS CLASS

**CORRESPONDENCE DATA**

Fax Number: 3126551501

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 312-655-1500

Email: pto-chi@huschblackwell.com

Correspondent Name: Joseph R. Marcus/Husch Blackwell LLP

Address Line 1: 120 S. Riverside Plaza, 22nd Floor

Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:

304080-857

NAME OF SUBMITTER:

Joseph R. Marcus

/jrm/

Date:

05/21/2013

Total Attachments: 8

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## Office of the Secretary of State

### CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

BBVA Compass Bancshares, Inc.  
Foreign For-Profit Corporation  
Alabama, USA  
[Entity not of Record, Filing Number Not Available]

Into

BBVA USA Bancshares, Inc.  
Domestic For-Profit Corporation  
[File Number: 800774658]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 05/14/2013

Effective: 05/14/2013



A handwritten signature in black ink, appearing to read "John Steen".

John Steen  
Secretary of State



FILED  
In the Office of the  
Secretary of State of Texas

MAY 14 2013

Corporations Section

CERTIFICATE OF MERGER

OF

BBVA COMPASS BANCSHARES, INC.  
(an Alabama corporation)

WITH AND INTO

BBVA USA BANCSHARES, INC.  
(a Texas corporation)

May 14, 2013

Pursuant to Chapter 10 of the Texas Business Organizations Code (the "TBOC"), the undersigned BBVA USA Bancshares, Inc., a Texas corporation, does hereby certify that:

FIRST: That the name and state of formation of each of the constituent corporations to the merger are as follows:

BBVA USA Bancshares, Inc., a Texas corporation (the "Corporation")

BBVA Compass Bancshares, Inc., an Alabama corporation ("BCBI")

SECOND: That the Corporation owns all of the outstanding ownership interests of BCBI, which consists of 3,000 shares of common stock, \$0.01 par value per share.

THIRD: That the Board of Directors of the Corporation (the "Board") resolved to merge BCBI with and into the Corporation, with the Corporation continuing as the surviving corporation, pursuant to Section 10.006 of the TBOC, by the following resolutions duly adopted on April 24, 2013:

"NOW, THEREFORE, BE IT RESOLVED, that the Board hereby declares it advisable and in the best interests of the Corporation and its stockholders that BCBI be merged with and into the Corporation pursuant to and in accordance with Section 10.006 of the TBOC and Section 10A-2-11.04 of the Alabama Code (the "Merger"), with the Corporation continuing its corporate existence as the surviving corporation (the "Surviving Corporation") of the Merger, such merger to have the effects provided for in Chapter 10 of the TBOC and in Sections 10A-2-11.01 through 11.08 of the Alabama Code; and

RESOLVED FURTHER, that in accordance with Section 10.007 of the TBOC and Sections 10A-2-11.05 and 10A-1-4.12 of the Alabama Code, the Merger shall become effective at the time (the "Effective Time") set forth in the Certificate of Merger for the purpose of effecting the Merger filed with the Secretary of State of the State of Texas (the "Texas Certificate of Merger") and in the Articles of Merger for the purpose of effecting the Merger filed with the Secretary of State of the State of Alabama (the "Alabama Articles of Merger")

TRADEMARK  
REEL: 005031 FRAME: 0706

and, together with the Texas Certificate of Merger, the "Certificates of Merger"; and

RESOLVED FURTHER, that at the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each then-outstanding share of common stock of BCBI shall be canceled and no consideration shall be issued in respect thereof; and

RESOLVED FURTHER, that the Merger shall have no effect on the outstanding shares of common stock of the Corporation; and

RESOLVED FURTHER, that the certificate of formation and bylaws of the Corporation as in effect immediately prior to the Effective Time shall continue in full force and effect as the certificate of formation and bylaws of the Surviving Corporation; and

RESOLVED FURTHER, that the directors and officers of BCBI immediately prior to the Effective Time shall continue as the directors and officers of the Surviving Corporation, until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal; and

RESOLVED FURTHER, that the officers of the Corporation be, and each hereby is, authorized, directed and empowered to execute, deliver and acknowledge, in the name and on behalf of the Corporation, for the purpose of effecting the merger, the Certificates of Merger, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the foregoing resolutions relating to the Merger; and

RESOLVED FURTHER, that, at any time prior to the time that the Certificates of Merger become effective, the resolution of merger set forth herein may be terminated by the Board; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them acting alone hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all such other actions and execute, deliver, certify, acknowledge and file all such other documents and instruments as such officers determine are necessary or desirable in order to effectuate the Merger, the taking of such other actions or execution, delivery, certification, acknowledgement or filing of such other documents or instruments to be conclusive evidence of the approval thereof."

FOURTH: Approval by the owners of the Corporation and of BCBI was not required by the TBOC, the Alabama Business Corporation Law or the governing documents of the Corporation or BCBI pursuant to Section 10.006 of the TBOC and Section 10A-2-11.04 of the Alabama Business Corporation Law.

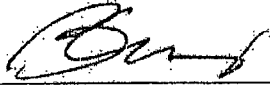
4

FIFTH: That this Certificate of Merger shall be effective May 14, 2013, at 11:00 A.M.  
New York City time.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the date first written above.

BBVA USA BANCSHARES, INC.,  
a Texas corporation

By:   
Name: Brian R. Herrick  
Title: Senior Vice President and Assistant  
General Counsel

FILED  
In the Office of the  
Secretary of State of Texas  
MAY 14 2013  
Corporations Section

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF FORMATION  
OF  
BBVA USA BANCSHARES, INC.  
(a Texas corporation)**

**May 14, 2013**

Pursuant to the provisions of Section 3.051 of the Texas Business Organizations Code (the "TBOC"), the undersigned BBVA USA Bancshares, Inc., a Texas corporation, adopts the following Certificate of Amendment to its Certificate of Formation:

**1. Entity Information**

The name of the entity is BBVA USA Bancshares, Inc., a Texas corporation (the "Corporation")

The entity is a for-profit corporation.

The filing number issued to the entity by the Secretary of State is 800774658.

The date of formation of the entity is February 15, 2007.

**2. Amendment**

The Certificate of Formation of the Corporation is hereby amended to reflect a change in the name of the Corporation by deleting Article 1 of the Certificate of Formation and replacing it in its entirety as follows:

**"ARTICLE 1**

The filing entity being formed is a for-profit corporation. The name of the entity is: BBVA Compass Bancshares, Inc."

**3. Statement of Approval**

The foregoing amendment to the Certificate of Formation has been approved in the manner required by the TBOC and by the governing documents of the entity.


**4. Effectiveness of Filing**

This document will become effective upon filing.

[signature page follows]

IN WITNESS WHEREOF, the undersigned signs this document as of the date first set forth above subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

BBVA USA BANCSHARES, INC.,  
a Texas corporation

By:   
Name: Brian R. Herrick  
Title: Senior Vice President and Assistant  
General Counsel



**Office of the Secretary of State**

**CERTIFICATE OF FILING  
OF**

**BBVA Compass Bancshares, Inc.  
800774658**

[formerly: BBVA USA Bancshares, Inc.]

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 05/14/2013

Effective: 05/14/2013



A handwritten signature in black ink, appearing to read "John Steen".

John Steen  
Secretary of State