

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM583283

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	04/01/2019		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Casey Bancorp, Inc.		04/01/2019	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	BancorpSouth Bank		
Street Address:	One Mississippi Plaza		
Internal Address:	201 South Spring Street		
City:	Tupelo		
State/Country:	MISSISSIPPI		
Postal Code:	38804		
Entity Type:	Corporation: MISSISSIPPI		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4840700	GRAND BANK OF TEXAS	
CORRESPONDENCE DATA			
Fax Number:	6152446804		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	615-850-8741		
Email:	trademarkdocket@wallerlaw.com		
Correspondent Name:	Robert P. Felber, Jr.		
Address Line 1:	c/o Waller Lansden Dortch & Davis, LLP		
Address Line 2:	511 Union Street, Suite 2700		
Address Line 4:	Nashville, TENNESSEE 37219		
ATTORNEY DOCKET NUMBER:	004811.94302		
NAME OF SUBMITTER:	Robert P. Felber, Jr.		
SIGNATURE:	/ROBERT P. FELBER, JR./		
DATE SIGNED:	06/26/2020		
Total Attachments: 17			
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Fee: \$ 50



DELBERT HOSEMANN
Secretary of State

Filed: 04/01/2019 12:00 AM
C. Delbert Hosemann, Jr.
Secretary of State

P.O. BOX 136
JACKSON, MS 39205-0136

TELEPHONE: (601) 359-1633

Articles of Merger

Effective Date of Merger: 04/01/2019

Merging Business(es)

<i>Business ID</i>	<i>Name of Entity</i>	<i>Entity Type</i>	<i>State</i>
	Grand Bank of Texas	Profit Corporation	TX
	Casey Bancorp Inc.	Profit Corporation	TX

Survivor Details

Business ID: 645586 *Business Name:* BANCORPSOUTH BANK
State: MS *Entity Type:* Profit Corporation

New Principal Office Address: One Mississippi Plaza, 201 South Spring Street
Tupelo, MS 38804

A statement that the plan or merger was approved by shareholders and members or that shareholder/member approval was not required signed by a representative of each company involved in the merger must be attached.

**STATE OF MISSISSIPPI
SECRETARY OF STATE'S OFFICE
C. DELBERT HOSEMANN, JR.
SECRETARY OF STATE
JACKSON, MISSISSIPPI**

I, C. Delbert Hosemann, Jr., as Secretary of State of the Great State of Mississippi do hereby certify this Application for Amendment and Merger to the Articles of Incorporation of

**CASEY BANCORP, INC.
DALLAS, DALLAS COUNTY, TEXAS**

AND

**GRAND BANK OF TEXAS
DALLAS, DALLAS COUNTY, TEXAS**

Into and under the Charter of

**BANCORPSOUTH BANK
TUPELO, LEE COUNTY, MISSISSIPPI**

is hereby approved

was pursuant to the provisions of the Laws of Mississippi recorded in the Records of Incorporations in Photostat Book 406 in this office. Accordingly, the undersigned, as such Secretary of State, and by virtue of the authority vested in him, by law, issues this Application of Amendment.

I have hereunto set my hand and caused the Seal of the Great State of Mississippi to be affixed this the 4th day of April, 2019



C. Delbert Hosemann, Jr.
C. DELBERT HOSEMANN, JR.

STATE OF MISSISSIPPI

Office of the Governor



The within and foregoing Amendment and Merger to the Charter of Incorporation of

Including the merger of

**Casey Bancorp, Inc.
Dallas, Dallas County, Texas
and
Grand Bank of Texas
Dallas, Dallas County, Texas**

Into and under the charter of

**BancorpSouth Bank
Tupelo, Lee County, Mississippi**

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 4th day of April, 2019.

A handwritten signature in black ink that reads "Phil Bryant".

PHIL BRYANT
GOVERNOR

ATTEST:

A handwritten signature in black ink that reads "C. Delbert Hosemann, Jr.".

C. DELBERT HOSEMAN, JR.
SECRETARY OF STATE


MISSISSIPPI ATTORNEY GENERAL

JACKSON, MISSISSIPPI

April 1, 2019

I have examined this Articles of Merger to the Charter of Incorporation of CASEY BANCORP, INC., Dallas, Dallas County, Texas and GRAND BANK OF TEXAS, Dallas, Dallas County, Texas are merging into and under the charter of BANCORPSOUTH BANK, Tupelo, Lee County, Mississippi and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

JIM HOOD
ATTORNEY GENERAL OF MISSISSIPPI

BY: 
GEOFFREY MORGAN
ASSISTANT ATTORNEY GENERAL



STATE OF MISSISSIPPI
DEPARTMENT OF BANKING AND CONSUMER FINANCE

March 28, 2019

The Honorable Jim Hood
Attorney General, State of Mississippi
550 High Street, Suite 1200
Jackson, Mississippi 39201

Dear General Hood:

We are enclosing, in triplicate, the Articles of Merger to the Charter of Incorporation of BancorpSouth Bank, Tupelo, Lee County, Mississippi, to which our certificate of approval is attached. *Casey Bancorp, Inc. Dallas, Dallas County, Texas and Grand Bank of Texas, Dallas, Dallas County, Texas, are merging into and under the charter of BancorpSouth Bank, Tupelo, Lee County, Mississippi.*

If in order, please process in the usual manner, forwarding the Amendment and Merger to the Charter of Incorporation to the Governor's office for his signature.

We forwarded a check to the Secretary of State in the amount of \$50.00 for the recording fee.

Sincerely,

Charlotte N. Corley
Commissioner

CNC/CEP

Enclosure

c: Kathi Carter
Regulatory Liaison
BancorpSouth Bank
PO Box 789
Tupelo, MS 38802-0789

Justin S. Smith
Director – Investments, Cash Management & Collateral
501 N. West St.
Suite 1101
Jackson, Mississippi 39201

POST OFFICE BOX 12129 • JACKSON, MISSISSIPPI 39236-2129
(601) 321-6901 • FAX (601) 321-6933 • TOLL-FREE 1-800-844-2499
WWW.DBCF.MS.GOV

Accredited by the Conference of State Bank Supervisors, Excellence in Bank Supervision

TRADEMARK
REEL: 006980 FRAME: 0624

MISSISSIPPI

DEPARTMENT OF BANKING AND CONSUMER FINANCE

**The within and foregoing Amendment and Merger to the Charter of
Incorporation of**

Including the merger of

**Casey Bancorp, Inc.
Dallas, Dallas County, Texas
and
Grand Bank of Texas
Dallas, Dallas County, Texas**

Into and under the charter of

**BancorpSouth Bank
Tupelo, Lee County, Mississippi**

is hereby approved effective the 1st day of April, 2019



**In testimony whereof, I have hereunto set my
hand and caused the Seal of the Department of
Banking and Consumer Finance, State of
Mississippi, to be affixed, this the 28th day of
March, 2019**

Charlotte N. Corley

**Charlotte N. Corley
Commissioner**

**TRADEMARK
REEL: 006980 FRAME: 0625**



DEPARTMENT OF BANKING AND CONSUMER FINANCE

Certificate of Merger Approval

WHEREAS Casey Bancorp, Inc., Dallas, Dallas County, Texas and Grand Bank of Texas Dallas, Dallas County, Texas, and BancorpSouth Bank, Tupelo, Lee County, Mississippi, have applied to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, for permission to merge Casey Bancorp, Inc. and Grand Bank of Texas under the charter of and with the title, BancorpSouth Bank, Tupelo, Mississippi as provided for under Miss. Code Ann. §§ 81-5-85 and 81-23-1, *et seq.*, and other restrictions as prescribed in Miss. Code Ann. § 81-7-8, and

WHEREAS the terms and conditions of the merger agreement are lawful, having been duly approved by the Board of Directors of all institutions desiring to merge, and having been ratified by the shareholders of Casey Bancorp, Inc. and Grand Bank of Texas on March 20, 2019, and BancorpSouth Bank, Tupelo, Mississippi on November 12, 2018 statutory notice having been duly given, and

WHEREAS at such time as the merger is consummated Grand Bank of Texas, 305 East Colorado Boulevard, Dallas, Dallas County, Texas, 75203 will continue to operate as branch bank; as well as its branches listed below:

Texas Offices:	Address	City	State	Zip
1. Grand Prairie	530 S Carrier Pkwy	Grand Prairie	TX	75051
2. Horseshoe Bay	9650 FM-2147	Horseshoe Bay	TX	78657
3. Marble Falls	1410 Mormon Mill Rd	Marble Falls	TX	78654

WHEREAS the merger application has been carefully considered by the Commissioner who is of the opinion that said merger should be approved effective as of April 1, 2019.

NOW THEREFORE, I, Charlotte N. Corley, Commissioner, Department of Banking and Consumer Finance, State of Mississippi, by virtue of authority vested in me under Miss. Code Ann. § 81-5-85, do hereby approve the merger of Casey Bancorp, Inc. and Grand Bank of Texas, with and under the charter of BancorpSouth Bank.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 28th day of March, 2019.



Charlotte N. Corley

Charlotte N. Corley
Commissioner

**Pages 108-113
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CONFIDENTIAL EXHIBIT 4(b)-3

**PROPOSED RESOLUTIONS TO BE ADOPTED BY
THE BOARD OF DIRECTORS OF
BANCORPSOUTH BANK**

The following resolutions are proposed resolutions to be adopted at a meeting of the Board of Directors (the "Board") of BancorpSouth Bank, a Mississippi state-chartered bank (the "Company"), held on November 12, 2018:

I. Grand Bank of Texas - Merger Agreement

WHEREAS, certain officers and representatives of the Company have negotiated with representatives of Casey Bancorp, Inc., a Texas corporation ("Casey") and holding company of Grand Bank of Texas, a Texas state banking association ("Grand Bank"), with respect to the acquisition of Casey by the Company;

WHEREAS, such officers and representatives of the Company have negotiated the terms and conditions of such acquisition, the provisions of which are set forth in (i) the Agreement and Plan of Merger (together with all schedules and exhibits thereto, the "Merger Agreement") by and between the Company and Casey, (ii) the Plan of Merger (the "Plan of Merger") by and between the Company and Casey and (iii) the Plan of Bank Merger (the "Plan of Bank Merger") and, together with the "Plan of Merger," the "Plans of Merger") by and between the Company and Grand Bank, copies of which, in substantially final form, have been provided to the Board providing for (a) the merger of Casey with and into Company (the "Parent Merger"), as a result of which the separate corporate existence of Casey will cease, and (b) immediately following the Parent Merger, the merger of Grand Bank with and into the Company (the "Bank Merger" and, together with the Parent Merger, the "Mergers"), as a result of which the separate corporate existence of Grand Bank will cease;

WHEREAS, pursuant to the Merger Agreement, in the Parent Merger, all of the shares of common stock, \$1.00 par value per share, of Casey ("Casey Common Stock") issued and outstanding immediately prior to the effective time of the Parent Merger (the "Effective Time") (other than shares of Casey Common Stock dissenting to the Parent Merger and shares of Casey Common Stock owned directly by the Company, Casey or any of their respective subsidiaries (other than shares in trust accounts, managed accounts and the like for the benefit of customers or shares held as collateral for outstanding debt previously contracted)) shall, at the Effective Time, be converted automatically into and thereafter represent the right to receive their pro rata share (on a fully diluted basis) of (i) \$11,000,000 in cash (the "Aggregate Cash Consideration") and (ii) 1,275,000 of shares of common stock of the Company, par value \$2.50 per share ("Company Common Stock") (the "Aggregate Stock Consideration" and, together with the Aggregate Cash Consideration, the "Merger Consideration");

WHEREAS, the Merger Consideration is further subject to adjustment pursuant to a pricing collar whereby (i) if the Average Closing Price, as defined in the Merger Agreement, of Company Common Stock is more than \$35.88, then the Aggregate Stock Consideration shall be reduced to the number of shares of Company Common Stock that when multiplied by the Average Closing Price equals \$45,750,000; or (ii) if the Average Closing Price of Company Common Stock is less than \$31.96, then BancorpSouth shall have the option to increase the

**Pages 1-90
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CONFIDENTIAL EXHIBIT 4(a)

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the date first above written.

BANCORPSOUTH BANK

By: 
Name: James D. Rollins III
Title: Chief Executive Officer

CASEY BANCORP, INC.

By: _____
Name:
Title:

[Signature Page to the Agreement and Plan of Reorganization]

HOU:3921113.12


CONFIDENTIAL EXHIBIT 4(a)

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the date first above written.

BANCORPSOUTH BANK

By: _____
Name: James D. Rollins III
Title: Chief Executive Officer

CASEY BANCORP, INC.

By:  _____
Name: Michael T. Casey
Title: Chairman of the Board & President

CONFIDENTIAL EXHIBIT 4(b)-1

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
CASEY BANCORP, INC.**

November 13, 2018

[Agreement and Plan of Reorganization]

WHEREAS, Casey Bancorp, Inc., a Texas corporation (the "Company"), has been reviewing the merits of entering into a series of business combination transactions with BancorpSouth Bank, a Mississippi state-chartered bank ("BancorpSouth"), which would initially result in the merger of the Company with and into BancorpSouth, with BancorpSouth continuing as the surviving bank (the "Merger");

WHEREAS, the Company would cause Grand Bank of Texas (together with any of its subsidiaries, the "Bank"), a Texas state banking association and wholly-owned subsidiary of the Company, to merge with and into BancorpSouth, with BancorpSouth continuing as the surviving bank, immediately after Merger and as a part of the same overall transaction (the "Bank Merger");

WHEREAS, in order to facilitate and enable the consummation of the Merger and the Bank Merger, representatives of the Company and BancorpSouth have negotiated the terms of an Agreement and Plan of Reorganization (the "Agreement"), the form of which has been presented to and reviewed by the directors of the Company, providing for the Merger and the Bank Merger (all capitalized terms used but not otherwise defined in these resolutions have the meanings given to them in the Agreement);

WHEREAS, representatives of the Company and BancorpSouth have also negotiated certain ancillary agreements in connection with the Merger, including, (i) a Voting Agreement pursuant to which certain shareholders of the Company will agree to vote their shares of Company Common Stock in favor of the Merger and the other transactions contemplated by the Agreement, (ii) an Employment Agreement to be executed by certain officers of the Company and the Bank identified by BancorpSouth to the Company in writing prior to the date hereof (each an "Employment Agreement"), (iii) a Director Support Agreement to be executed by each director of the Company or the Bank that did not enter into an Employment Agreement, (iv) a Director Release Agreement, to be executed by each director of the Company or the Bank, (v) an Officer Release Agreement, to be executed by each officer of the Company or the Bank, (vi) a Plan of Merger governing the Merger, and (vii) a Plan of Bank Merger governing the Bank Merger (collectively, the "Ancillary Agreements");

WHEREAS, the Company has engaged Commerce Street Capital ("Commerce Street"), an independent investment banking firm, to, among other things, advise on various aspects of the business combination transaction with BancorpSouth and opine that the Aggregate Merger Consideration Value to be paid by BancorpSouth to the shareholders of the Company pursuant to the Agreement is fair, from a financial point of view, which opinion has been delivered to the board of directors of the Company (the "Board");

WHEREAS, the Board has reviewed and deliberated with management of the Company and the Company's outside legal counsel and financial and other advisors the principal terms and conditions of the Agreement and the transactions contemplated thereby and the rights and obligations of the Company in connection with the Merger and the Bank Merger;

WHEREAS, in informing itself and reaching its conclusions with respect to the Agreement and the transactions contemplated thereby, the Board has duly considered a variety of relevant factors,

**Pages 97-99
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CONFIDENTIAL EXHIBIT 4(b)-2

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
GRAND BANK OF TEXAS**

November 14, 2018

[Agreement and Plan of Reorganization]

WHEREAS, the Grand Bank of Texas (the "**Bank**"), a Texas banking association and wholly-owned subsidiary of Casey Bancorp, Inc. (the "**Company**"), a Texas corporation and registered bank holding company, has been reviewing the merits of the Company entering into a series of business combination transactions with BancorpSouth Bank, a Mississippi state-chartered bank ("**BancorpSouth**"), which would initially result in the merger of the Company with and into BancorpSouth, with BancorpSouth continuing as the surviving bank (the "**Merger**");

WHEREAS, the Company would cause the Bank to merge with and into BancorpSouth, with BancorpSouth continuing as the surviving bank, immediately after Merger and as a part of the same overall transaction (the "**Bank Merger**");

WHEREAS, in order to facilitate and enable the consummation of the Merger and the Bank Merger, representatives of the Company and BancorpSouth have negotiated the terms of an Agreement and Plan of Reorganization (the "**Agreement**"), the form of which has been presented to and reviewed by the directors of the Bank, providing for the Merger and the Bank Merger (all capitalized terms used but not otherwise defined in these resolutions have the meanings given to them in the Agreement);

WHEREAS, representatives of the Company and BancorpSouth have also negotiated certain ancillary agreements in connection with the Merger, including, (i) a Voting Agreement pursuant to which certain shareholders of the Company will agree to vote their shares of Company Common Stock in favor of the Merger and the other transactions contemplated by the Agreement, (ii) an Employment Agreement to be executed by certain officers of the Company and the Bank identified by BancorpSouth to the Company in writing prior to the date hereof (each an "**Employment Agreement**"), (iii) a Director Support Agreement to be executed by each director of the Company or the Bank that did not enter into an Employment Agreement, (iv) a Director Release Agreement, to be executed by each director of the Company or the Bank, (v) an Officer Release Agreement, to be executed by each officer of the Company or the Bank, (vi) a Plan of Merger governing the Merger, and (vii) a Plan of Bank Merger governing the Bank Merger (collectively, the "**Ancillary Agreements**");

WHEREAS, the board of directors of the Bank (the "**Board**") has reviewed and deliberated with management of the Company and the Bank and the Company's and the Bank's outside legal counsel and financial and other advisors the principal terms and conditions of the Agreement and the transactions contemplated thereby and the rights and obligations of the Company and the Bank in connection with the Merger and the Bank Merger, respectively;

WHEREAS, in informing itself and reaching its conclusions with respect to the Agreement and the transactions contemplated thereby, the Board has duly considered a variety of relevant factors, including, without limitation, (i) the terms and conditions of the Agreement, (ii) the conclusions and recommendations of management of the Company and the Bank in regard to the proposed business combination and the terms and conditions of the Agreement, (iii) the approval of the Merger Agreement and the transactions contemplated thereby, including the Bank Merger, by the Board of Directors of the Company, (iv) the business capabilities, resources, financial condition and earnings prospects of the Company, the Bank and BancorpSouth, and (v) the current and prospective industry and economic

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