

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM583285

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/01/2019		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Van Alstyne Financial Corporation		09/01/2019	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:	5232100	TEXAS STAR BANK	
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



Filed: 09/17/2019 03:46 PM
C. Delbert Hosemann, Jr.
Secretary of State

DELBERT HOSEMANN
Secretary of State

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

TELEPHONE: (601) 359-1633

Articles of Merger

Effective Date of Merger: 09/01/2019

Merging Business(es)

<i>Business ID</i>	<i>Name of Entity</i>	<i>Entity Type</i>	<i>State</i>
	Van Alstyne Financial Corporation	Profit Corporation	TX
	Texas Star Bank	Profit Corporation	TX

Survivor Details

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

New Principal Office Address: 201 S Spring St
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 and Approval thereof

Including the merger of

**VAN ALSTYNE FINANCIAL CORPORATION
VAN ALSTYNE, GRAYSON COUNTY, TEXAS
And
TEXAS STAR BANK
VAN ALSTYNE, GRAYSON COUNTY, TEXAS**

Merging 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 407 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 16th day of September, 2019



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

STATE OF MISSISSIPPI

Office of the Governor



The within and foregoing Amendment to the Charter of Incorporation of

Including the merger of

**Van Alstyne Financial Corporation
Van Alstyne, Grayson County, Texas**

And

**Texas Star Bank
Van Alstyne, Grayson 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 16th day of September, 2019.

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

PHIL BRYANT
GOVERNOR

ATTEST:

C. DELBERT HOSEMANN, JR.
SECRETARY OF STATE


MISSISSIPPI ATTORNEY GENERAL

JACKSON, MISSISSIPPI

9/9/19

I have examined this Amendment to the Charter of Incorporation including the merger of Van Alstyne Financial Corporation, Van Alstyne, Grayson County, Texas and Texas Star Bank, Van Alstyne, Grayson County, Texas 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: 
ONETTA WHITLEY
ASSISTANT ATTORNEY GENERAL

MISSISSIPPI

DEPARTMENT OF BANKING AND CONSUMER FINANCE

The within and foregoing Amendment to the Charter of Incorporation of

Including the merger of

**Van Alstyne Financial Corporation
Van Alstyne, Grayson County, Texas
And
Texas Star Bank
Van Alstyne, Grayson County, Texas**

Into and under the charter of

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

is hereby approved effective the 1st day of September, 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 21st day of August, 2019

Charlotte N. Corley
**Charlotte N. Corley
Commissioner**



DEPARTMENT OF BANKING AND CONSUMER FINANCE

Certificate of Merger Approval

WHEREAS Van Alstyne Financial Corporation, Van Alstyne, Grayson County, Texas and Texas Star Bank, Van Alstyne, Grayson 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 Van Alstyne Financial Corporation, and Texas Star Bank 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 Van Alstyne Financial Corporation and Texas Star Bank on March 4, 2019, and BancorpSouth Bank, Tupelo, Mississippi on March 4, 2019 statutory notice having been duly given, and

WHEREAS at such time as the merger is consummated Texas Star Bank, 177 East Jefferson, Van Alstyne, Grayson County, Texas, 75495 will continue to operate as branch bank; as well as its branches listed below:

Texas Offices	Address	City	County	State	Zip
1. Anna Branch	402 W. White Street	Anna	Collin	TX	75409
2. Celina Branch	320 S. Preston Rd.	Celina	Collin	TX	75009
3. McKinney Virginia Parkway Branch	2800 W. Virginia Pkwy	McKinney	Collin	TX	75070
4. Sherman Branch	500 N. Sam Rayburn Pkwy	Sherman	Grayson	TX	75091
5. Tom Bean Branch	7890 West Hwy 11	Tom Bran	Grayson	TX	75489

Loan Production Office

Oklahoma Office	Address	City	County	State	Zip
Durant Loan Production Office	2801 University Blvd	Durant	Bryan	OK	74701

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 September 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 Van Alstyne Financial Corporation and Texas Star Bank, 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 21st day of August, 2019.



Charlotte N. Corley
Charlotte N. Corley
Commissioner

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

The following resolutions are 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 March 4, 2019:

I. Texas Star Bank - Merger Agreement

WHEREAS, certain officers and representatives of the Company have negotiated with representatives of Van Alstyne Financial Corporation, a Texas corporation ("Van Alstyne") and bank holding company of Texas Star Bank, a Texas state banking association headquartered in Van Alstyne, Texas ("Texas Star Bank"), with respect to the acquisition of Van Alstyne 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 Van Alstyne, (ii) the Plan of Merger (the "Plan of Merger") by and between the Company and Van Alstyne 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 Texas Star Bank, copies of which, in substantially final form, have been provided to the Board providing for (a) the merger of Van Alstyne with and into Company (the "Parent Merger"), as a result of which the separate corporate existence of Van Alstyne will cease, and (b) immediately following the Parent Merger, the merger of Texas Star 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 Texas Star Bank will cease;

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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

VAN ALSTYNE FINANCIAL CORPORATION

By: _____

Name: Randle W. Jones

Title: President and Chief Executive Officer

[Signature Page to the Agreement and Plan of Merger]

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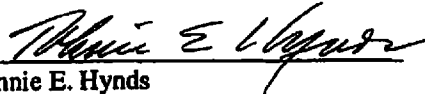
CONFIDENTIAL EXHIBIT 4(a)

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

VAN ALSTYNE FINANCIAL CORPORATION

By: 
Tohnie E. Hynds
President

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CONFIDENTIAL EXHIBIT 4(b)-1

EXECUTION VERSION

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
VAN ALSTYNE FINANCIAL CORPORATION**

March 4, 2019

[Approval of Agreement and Plan of Reorganization]

WHEREAS, Van Alstyne Financial Corporation, a Texas corporation (the "Company"), is a registered bank holding company under the Bank Holding Company Act of 1956, as amended ("BHCA"), with respect to Texas Star Bank ("Texas Star"), and directly owns all of the issued and outstanding shares of capital stock of Texas Star;

WHEREAS, BancorpSouth Bank ("BancorpSouth"), is a Mississippi state-chartered bank;

WHEREAS, management of the Company and management of BancorpSouth have negotiated the terms of an Agreement and Plan of Reorganization (the "Reorganization Agreement"), in the form presented to and reviewed by the Board of Directors of the Company (the "Board") and attached hereto as Exhibit A, which provides for BancorpSouth to acquire all of the issued and outstanding shares of common stock of the Company through the merger (the "Merger") of the Company with and into BancorpSouth, with BancorpSouth surviving the Merger;

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CONFIDENTIAL EXHIBIT 4(b)-2

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

March 4, 2019

WHEREAS, the Van Alstyne Financial Corporation (the "Company"), which owns all of the issued and outstanding share of capital stock of Texas Star Bank ("Texas Star"), has approved an Agreement and Plan of Reorganization for BancorpSouth Bank, a Mississippi state-chartered bank (BancorpSouth Bank) to acquire all of the issued and outstanding shares of the Company; and

WHEREAS, the Company has determined it is in the best interests of the Company and Texas Star for Texas Star to enter into Change of Control Agreements (the "CIC Agreements") with certain executive officers of Texas Star including Randle Jones, Doug Adamson, Robert Jaska, Charles Holubar and Duane Hayes (collectively, the "Officers") to ensure the Officers continue to use their best efforts on behalf of Texas Star during any potential negotiations regarding a Change in Control (as defined in the CIC Agreements) of Texas Star;

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