



RECEIVED & FILED

N. C. Perry
Jan 26 2 24 PM '98

Comptroller of the Currency
Administrator of National Banks

Southeastern District
Marquis One Tower, Suite 600
245 Peachtree Center Ave., N.E.
Atlanta, Georgia 30303

Sandra Perry

January 7, 1998

Lynn L. Lanigan
Vice President
Union Planters Corporation
P. O. Box 387
Memphis, Tennessee 38147

Re: 97-SE-02-0055 - Union Planters Bank, National Association
Memphis, Tennessee

Dear Ms. Lanigan:

This letter is the official certification of the Comptroller of the Currency (OCC) to merge the banks listed below with/into Union Planters National Bank, Memphis, Tennessee to be effective as January 1, 1998. The resulting bank title is Union Planters Bank, National Association and the charter number is 13349.

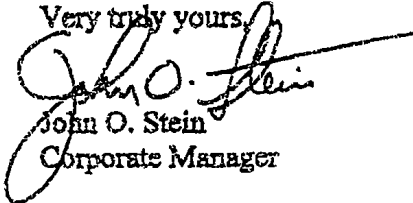
- ~~Union Planters Bank of the Cumberlands, #001704~~
- ~~Union Planters Bank of Southwest Tennessee, #019393~~
- ~~Union Planters Bank of Northeast Arkansas, #000084~~
- ~~Union Planters Bank of Mississippi, #012442~~
- Union Planters Bank of South Central Tennessee, 004936
- Union Planters Bank of Southeast Missouri, 026859
- Union Planters Bank of Missouri, 001069
- Union Planters Bank of Lexington, #006095
- Union Planters Bank of Chattanooga, National Association, #022758
- Union Planters Bank of Central Mississippi, #034050
- Union Planters Bank of North Central Tennessee, #015413
- Union Planters Bank of Southern Mississippi, #034051
- Bank of Commerce, #015834
- Union Planters Bank of Alabama, #029291
- Union Planters Bank of Central Arkansas, National Association, #018604
- Union Planters Bank of Northeast Mississippi, National Association, #015519
- Union Planters Bank of Jackson, National Association, #022759
- Union Planters Bank of the Tennessee Valley, #004935

Lynn L. Lanigan
January 7, 1998
Page 2

Union Planters Bank of Southwest Missouri, #022215
Union Planters Bank of Middle Tennessee, National Association, #022761
Union Planters Bank of Louisiana, #027253
The First National Bank of Crossville, #009809
First National Bank of Shelbyville, #010785
Union Planters Bank of West Tennessee, #010309
The Bank of Goodlettsville, #001485
Union Planters Bank of Mid-Missouri, #022376
Union Planters Bank of East Tennessee, National Association, #022760
Union Planters Bank of the Tennessee Delta, #010698
Simpson County Bank, #000286
First Financial Bank of Mississippi County, #001614
Union Planters Bank of Northwest Mississippi, #008229

This is also the official authorization given to Union Planters Bank, National Association to operate branches of the target institutions and to operate the main offices of the target institutions as branches. A listing of each newly authorized branch and its assigned OCC branch number will be forwarded at a later date. Branches of merging national banks will not be listed, since they are automatically carried over to the resulting bank and retain their current OCC branch numbers.

Very truly yours,


John O. Stein
Corporate Manager

Bank Charter No. 13349

**UNION
PLANTERS
CORPORATION**

January 22, 1998

Ms Ann Hanly
Corporate Filings Supervisor
State Capitol, Room 150
700 Capitol Avenue
Frankfort, KY 40601

Dear Ms Hanly

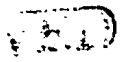
Enclosed please find a copy of the official certification of the Comptroller of the Currency to merge thirty-one banks with/into Union Planters National Bank, Memphis, Tennessee to be effective as of January 1, 1998. The resulting bank title will be Union Planters Bank, National Association.

Thank you for your assistance and should you have any questions, please call me at (901) 580-6597.

Sincerely,


Betty H. Peppenhorst
Legal Assistant

enclosure


JAN 26 1998

**UNION
PLANTERS
CORPORATION**

January 5, 1998

Secretary of State
Riley C. Darnell
James K. Polk Building
Suite 1800
Nashville, TN 37243-0306

Secretary of State
Rebecca Cook
P.O. Box 776
208 State Capitol
Jefferson City, MO 65102

Secretary of State
Eric Clark
P.O. Box 136
401 Mississippi Street
Jackson, MS 39205

Secretary of State
John Y Brown, III
State Capitol, Room 150
700 Capitol Avenue
Frankfort, KY 40601

Secretary of State
Jim Bennett
State Capitol
600 Dexter Avenue
Montgomery, AL 36130

Secretary of State
Sharon Priest
256 State Capitol
Little Rock, AR 72201

Secretary of State
W. Fox McKeithen
P.O. Box 94125
Baton Rouge, LA 70804-9125

Re. Consummation of Merger - Union Planters Bank, National Association

Please accept this letter as notice that effective at 12:01 am, January 1, 1998 Union Planters National Bank ("UPNB"), Memphis, Tennessee, merged with thirty-one (31) affiliate banks, namely:

- Union Planters Bank of Louisiana, Baton Rouge, Louisiana *NQ*
- Union Planters Bank of the Tennessee Delta, Brownsville, Tennessee *NQ*
- Union Planters Bank of Southeast Missouri, Cape Girardeau, Missouri *NQ*
- Union Planters Bank of Chattanooga, National Association, Chattanooga, Tennessee *NQ*
- Union Planters Bank of Northwest Mississippi, Clarksdale, Mississippi *NQ*
- Union Planters Bank of Central Arkansas, National Association, Clinton, Arkansas *NQ*
- Union Planters Bank of Mid-Missouri, Columbia, Missouri *NQ*
- ✓ Union Planters Bank of the Cumberland, Cookeville, Tennessee *NQ*
- First National Bank of Crossville, Crossville, Tennessee *NQ*
- Union Planters Bank of Alabama, Decatur, Alabama *NQ*
- Union Planters Bank of North Central Tennessee, Erin, Tennessee *NQ*
- Bank of Goodlettsville, Goodlettsville, Tennessee *NQ*
- ✓ Union Planters Bank of Mississippi, Grenada, Mississippi *NQ*
- Union Planters Bank of the Tennessee Valley, Harriman, Tennessee *NQ*
- Union Planters Bank of Southern Mississippi, Hattiesburg, Mississippi *NQ*
- Union Planters Bank of South Central Tennessee, Hohenwald, Tennessee *NQ*
- Union Planters Bank of West Tennessee, Humboldt, Tennessee *NQ*
- Union Planters Bank of Central Mississippi, Jackson, Mississippi *NQ*
- Union Planters Bank of Jackson, National Association, Jackson, Tennessee *NQ*
- ✓ Union Planters Bank of Northeast Arkansas, Jonesboro, Arkansas *NQ*
- Union Planters Bank of East Tennessee, National Association, Knoxville, Tennessee *NQ*

- Union Planters Bank of Lexington, Lexington, Tennessee *NQ*
- Union Planters Bank of Middle Tennessee, National Association, Nashville, Tennessee *NQ*
- Union Planters Bank of Northeast Mississippi, National Association, *NQ*
New Albany, Mississippi
- ✓ • First National Bank of Shelbyville, Shelbyville, Tennessee *NQ*
- *0154961 ~~•~~ Simpson County Bank, Franklin, Kentucky
- Union Planters Bank of Southwest Tennessee, Somerville, Tennessee *NQ*
- Union Planters Bank of Southwest Missouri, Ozark, Missouri *NQ*
- Union Planters Bank of Missouri, Clayton, Missouri *NQ*
- Bank of Commerce, Woodbury, Tennessee *NQ*

under the charter of UPNB and title of Union Planters Bank, National Association ("UPB"). The existing operating subsidiaries of the merging affiliate banks will become subsidiaries of UPB.

UPB also acquired Planters Life Insurance Company *NQ* from Union Planters Corporation, to be operated as a subsidiary of UPB, effective January 1, 1998. *NQ*

In addition to the above mergers and acquisition, also effective January 1, 1998, Maryland Avenue Bancorporation, *NQ* Inc., Cape Girardeau, Missouri, merged with and into Capital Bancorporation, Inc., *NQ* Memphis, Tennessee; Capital Bancorporation, Inc., *NQ* Memphis, TN, Union Planters Community Bancorp, Inc., *NQ* Memphis, Tennessee, and BNF Bancorp., Inc., *NQ* Decatur, Alabama, merged with and into Union Planters Corporation. *NQ*

Thank you, and should there be any questions, please call me at (901) 580-6597.

Sincerely,


Betty H. Peppenhors
Legal Assistant