

03-17-1999



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Our Refs.: COPEN-13197-0003,0005, 0019, 003

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To the Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof.

OPR/FINANCE ATTN: BOX ASSIGNMENT

1. Name of conveying party(ies):

GE Financial Assurance Holdings, Inc.
(a Delaware corporation)

Additional name(s) of conveying party(ies) attached?
 Yes No

3-11-99

2. Name and address of receiving party(ies):

Name: Colonial Penn Insurance Company.
(a Pennsylvania corporation)

Street Address: 2650 Aududon Road

City: Norristown State: Pennsylvania Zip: 19403

Domestic Representative designation attached?
 Yes No

Additional name(s) & address(es) attached?
 Yes No

3. Nature of conveyance:

 Assignment Merger
 Security Agreement Change of Name
 Other _____
Effective Date: _____ Execution Date: February 4, 1999

4. Application number(s) or trademark number(s):

A. Trademark Application No.(s)
74/589,555

B. Trademark Registration No.(s)
872,770 1,509,548 1,658,504
1,087,469 1,649,683 1,890,117
1,362,432 1,652,586 2,122,464
2,123,339

Additional numbers attached: Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Meredith A. Carlo, Esq.

Internal Address: Morgan, Lewis & Bockius LLP
Attn: TMSU

Street Address: 1800 M Street, N.W.
City: Washington State: DC Zip: 20036

6. Total number of applications and trademarks involved: 11

7. Total fee (37 C.F.R §3.41): \$290.00
 Enclosed
 Authorized to be charged to deposit account 13-4520
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520

8. Deposit account number: 13-4520
Attach duplicate of page if paying by deposit account

9. Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

290E

Meredith A. Carlo
Name of Person Signing

Meredith A Carlo
Signature

March 11, 1999
Date

03/15/1999 JSHABAZZ 00000239 74589555

Total number of pages including cover sheet, attachments and documents: 3

01 FC:481 40.00 DP
02 FC:482 230.00 DP

Trademark Assignment

This Assignment is made this 4th day of February, 1999 by GE Financial Assurance Holdings, Inc., a Delaware corporation, having a principal business address of 6604 W. Broad Street, Richmond, VA 23230 (hereinafter "Assignor"), in favor of Colonial Penn Insurance Company, a Pennsylvania corporation, having a principal place of business at 2650 Audubon Road, Norristown, PA 19403 (hereinafter, "Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the trademarks set forth in the attached Schedule A (the "Marks"), the applications for federal registration and federal registrations therefor, and the goodwill developed through the use of the Marks;

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Marks, the applications for federal registration and federal registrations therefor, and the goodwill developed through the use of the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Assignor hereby assigns and transfers to Assignee, the entire right, title and interest in and to the Marks, any applications for federal registration or federal registrations therefor, and the goodwill of the business symbolized by the Marks. All rights and privileges, including the right to sue for and receive all damages from past infringements of the Marks, will be held and enjoyed by the Assignee, its successors, assigns and other legal representatives.

GE Financial Assurance Holdings, Inc.

BY: 

Name: Michael D. Fraizer

Title: President & Chief Executive Officer

Trademark Assignment
Schedule A

<u>Mark</u>	<u>Registration Number</u>
COLONIAL PENN®	1,362,432
COLONIAL PENN Plus Revolutionary Figure Design®	1,658,504
CP Design®	872,770
GUARDING YOUR FUTURE®	1,649,683
Revolutionary Figure Design®	1,652,586
COLONIAL CARE®	1,509,548
FRIENDS OF COLONIAL PENN®	1,890,117
COLONIAL PENN SAFE DRIVER CENTER®	2,123,339
CP DIRECT®	2,122,464
CP stylized®	1,087,469
<u>Pending</u>	<u>Serial No.</u>
COLONIAL PENN ROADSIDE ASSISTANCE PLAN	74/589,555