

04-24-2000

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Our Ref.: 3101-104

Commissioner of Patents and Trademarks  
Box Assignments, Washington, DC 20231

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

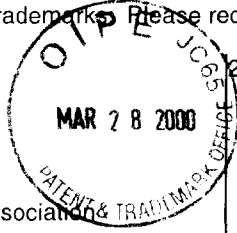
1. Name of conveying party(ies):  
Great Northern Insured Annuity Corporation  
One Union Square Suite 3300  
Seattle, Washington 98101

Individual(s)                       Association  
 General partnership               Limited Partnership  
 Corporation-State: Washington  
 Other: \_\_\_\_\_

3. Nature of conveyance:

Assignment:                       Merger  
 Security Assignment               Change of Name  
 Other: \_\_\_\_\_

Execution Date: 5/18/98



2. Name and address of receiving party(ies):  
Name: General Electric Capital Assurance Company  
Internal Address: \_\_\_\_\_  
Street Address: 6604 West Broad Street

City: Richmond  
State/Country: Virginia  
Zip: 23230

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State: Delaware  
 Other: \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

Designations must be a separate document from Assignment)  
Additional name/s & address/es attached  Yes  No

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

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
(1) 75/165,833	(1) 1,199,864, 1,913,744, 1,992,726
(2)	(2) 1,205,696, 1,953,303, 2,014,572
(3)	(3) 1,972,631

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Frank P. Presta Internal Address: _____ Street Address: Nixon & Vanderhye P.C. 100 North Glebe Road 8th Floor City: Arlington State: VA Zip: 22201	6. Total number of applications and registrations involved: 8
	7. Total fee (37 CFR 3.41) 215.00 \$240.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account #14-1140
	8. The Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.

04/21/2000 JSHABAZZ 0000098 75165833  
01 FC:481 40.00 DP  
02 FC:482 175.00 DP

DO NOT USE THIS SPACE

9. Statements 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.

Frank F. Presta                      *Frank F. Presta*                      March 28, 2000  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document:

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GREAT NORTHERN INSURED ANNUITY CORPORATION", A WASHINGTON CORPORATION,

WITH AND INTO "GENERAL ELECTRIC CAPITAL ASSURANCE COMPANY" UNDER THE NAME OF "GENERAL ELECTRIC CAPITAL ASSURANCE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

AUTHENTICATION: 9389648

DATE: 11-05-98

TRADEMARK  
REEL: 002058 FRAME: 0048

CERTIFICATE OF MERGER  
merging  
GREAT NORTHERN INSURED ANNUITY CORPORATION, a Washington  
corporation  
with and into  
GENERAL ELECTRIC CAPITAL ASSURANCE COMPANY, a Delaware  
corporation  
(under Section 252 of the General Corporation Law  
of the State of Delaware)

Pursuant to the requirements of the Delaware General Corporation Law, the undersigned corporations submit these Articles of Merger for filing to effect the merger of Great Northern Assured Annuity Corporation, a Washington corporation, with and into General Electric Capital Assurance Company, a Delaware corporation.

General Electric Capital Assurance Company hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are:

(a) General Electric Capital Assurance Company, a Delaware corporation; and

(b) Great Northern Assured Annuity Corporation, a Washington corporation.

(2) An Agreement and Plan of Merger (the "Plan of Merger"), has been approved, adopted, certified, executed and acknowledged by Great Northern Assured Annuity Corporation and General Electric Capital Assurance Company in accordance with the provisions of Section 252 of the General Corporation Law of the State of Delaware and the Washington Business Corporation Act.

(3) The name of the surviving corporation is General Electric Capital Assurance Company, a Delaware corporation.

(4) The Amended and Restated Certificate of Incorporation of General Electric Capital Assurance Company as in effect immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation and may be amended from time to time as provided by Delaware law.

(5) The surviving corporation is a corporation of the State of Delaware.

(6) The executed Plan of Merger is on file at the principal place of business of General Electric Capital Assurance Company at 6604 West Broad Street, Richmond, Virginia 23230, a copy of which will be furnished by General Electric Capital Assurance Company, on request and without cost, to any stockholder of Great

Northern Assured Annuity Corporation or General Electric Capital Assurance Company.

(7) The merger of Great Northern Assured Annuity Corporation with and into General Electric Capital Assurance Company shall be effective at 12:01 a.m. on January 1, 1999.

IN WITNESS WHEREOF, the undersigned, duly authorized officers of Great Northern Assured Annuity Corporation and General Electric Capital Assurance Company, have caused this Certificate of Merger to be signed this 18th day of May, 1998.

GREAT NORTHERN INSURED ANNUITY CORPORATION

(SEAL)

By: Leon E. Roday

Name: Leon E. Roday

Title: Senior Vice President

GENERAL ELECTRIC CAPITAL ASSURANCE COMPANY

(SEAL)

By: Leon E. Roday

Name: Leon E. Roday

Title: Senior Vice President