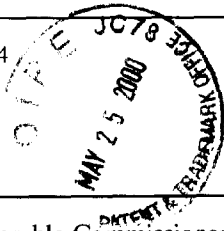


06-19-2000

FORM PTO-1594
(Rev. 6/93)



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



RECU

101383998
TRADEMARKS ONLY

Γ

Attorney's Docket No. 001005-048

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

1. Name of conveying party(ies):

American Council of Life Insurance, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other: _____

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other: _____

Execution Date: Effective Date: January 1, 2000

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

Name: American Council of Life Insurers, Inc.

Address: 1001 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2599

- 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):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,394,504	1,840,997	1,777,442
1,503,415	1,855,944	1,768,264
1,537,765	2,144,536	
1,552,329	2,237,146	
1,729,221	2,248,376	
1,752,040	2,261,907	

Additional numbers attached? Yes No

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

Name: Fred W. Hathaway, Esq.
Address: BURNS, DOANE, SWECKER & MATHIS, L.L.P.
P.O. Box 1404
Alexandria, Virginia 22313-1404

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41): \$ 365.00

- Enclosed
- Authorized to be charged to deposit account, if necessary

8. Deposit account number:

02-4800

06/16/2000 DNGUYEN 00000302 1394504

DO NOT USE THIS SPACE

81 FF:481
82 FF:482

49.00 OP
29.00 OP

9. Statement and signature.

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

Fred W. Hathaway
Name of Person Signing

Fred W. Hathaway
Signature

5-25-00
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments

TRADEMARK
REEL: 002089 FRAME: 0154

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 AMENDMENT OF "AMERICAN COUNCIL OF LIFE INSURANCE, INC.", CHANGING ITS NAME FROM "AMERICAN COUNCIL OF LIFE INSURANCE, INC." TO "AMERICAN COUNCIL OF LIFE INSURERS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0810616 8100

001226902

AUTHENTICATION: 0430361

DATE: 05-10-00

TRADEMARK
REEL: 002089 FRAME: 0155

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
AMERICAN COUNCIL OF LIFE INSURANCE, INC.**

THE UNDERSIGNED, for the purpose of amending the Certificate of Incorporation of American Council of Life Insurance, Inc. (the "Corporation"), a nonstock corporation pursuant to § 242 of the General Corporation Law of the State of Delaware, hereby certifies:

FIRST: The following amendment to the Certificate of Incorporation was adopted by the Corporation in the manner prescribed by the General Corporation Law of the State of Delaware:

Strike out in its entirety Article First and insert in lieu thereof the following:

FIRST: The name of the corporation (the "Corporation") is American Council of Life Insurers, Inc.

SECOND: This amendment to the Certificate of Incorporation was duly adopted and approved during a meeting of the Board of Directors and Members of the Corporation in the manner prescribed by the Certificate of Incorporation of the Corporation and in accordance with Sections 228 and 242 of the Delaware General Corporation Law.

THIRD: The effective date of this amendment will be January 1, 2000.

IN WITNESS THEREOF, the undersigned executed this Certificate of Amendment this 14th day of December, 1999.



Carroll A. Campbell, Jr.
President and Chief Executive Officer

Attest: L. Charles FitzGerald
L. Charles FitzGerald
Senior Vice President and
Corporate Secretary

1-WA;1292266;1