



07-05-2000

0

U.S. Department of Commerce
Patent and Trademark Office

05-12-2000

U.S. Patent & TMO's TM Mail Rcpt Dt. #30

RECOF



101395386

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

1. Name of conveying party(ies): 5-12-00
 Phoenix Home Life Mutual Insurance Company

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Insurance Company

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

2. Name and Address of receiving party(ies)
 Name: Phoenix Group Holdings, Inc.
 Address: One American Row
 Hartford, Connecticut 06102-5056

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Connecticut
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 1, 2000

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

A. Trademark Application No.(s) B. Trademark Registration No.(s)
 75 848,459, 1,849,595, 2,086,094

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Baila H. Celedonia, Esq.
 Cowan, Liebowitz & Latman, P.C.
 1133 Avenue of the Americas
 New York, NY 10036-6799

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41)..... \$90.00
 Enclosed
 Any deficiency is authorized to be charged to
 Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415
 (Attach duplicate copy of this page if paying by deposit account)

07/03/2000 DNGUYEN 00000358 75848459

01 FC:481 40.00 OP
 02 FC:482 50.00 OP

DO NOT USE THIS SPACE

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.

Baila H. Celedonia Baila H. Celedonia 5/10/00
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

TRADEMARK ASSIGNMENT

WHEREAS, PHOENIX HOME LIFE MUTUAL INSURANCE COMPANY, an insurance company organized and existing under the laws of the State of New York and having a place of business at One American Row, Hartford, Connecticut 06102 - 5056 ("Assignor"), is using and is the owner of certain trademarks, service marks, trade names, trademark registrations and trademark applications listed in Schedule A attached hereto and made a part hereof (collectively the "Marks"); and

WHEREAS, PHOENIX GROUP HOLDINGS, INC., a corporation organized and existing under the laws of the State of Connecticut and having a place of business at One American Row, Hartford, Connecticut 06102 - 5056 ("Assignee"), desires to acquire the Marks; and

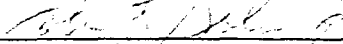
WHEREAS, GE Financial Assurance Holdings, Inc. ("GEFA"), GE Life and Annuity Assurance Company, PM Holdings, Inc. and Phoenix Group Holdings, Inc. have entered into that certain Stock Purchase and Exchange Agreement, dated as of December 9, 1999, as amended (as so amended, the "Stock Purchase and Exchange Agreement"); and

WHEREAS, pursuant to the terms of the Stock Purchase and Exchange Agreement, Assignee is obligated to assign the Marks to GEFA.

NOW, THEREFORE, in consideration of One (\$1.00) dollar and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee, its successors and assigns, absolutely and forever, its entire right, title and interest, if any, in and to the Marks, together with the goodwill symbolized by them throughout the world and such other trade dress as may be owned by Assignor and used in connection with the Marks, and all registrations and pending applications therefor, in all countries throughout the world (collectively, "All Marks"), together with all causes of action for any and all previously occurring infringement of the rights associated with the Marks and the right to receive and retain the proceeds or other remedies relating to such infringements.

IN WITNESS WHEREOF, the Assignor has caused this Trademark Assignment to be executed and delivered as of this 1st day of April, 2000.

PHOENIX HOME LIFE MUTUAL INSURANCE COMPANY

U/By: 
Print Name: John F. Solan, Jr.
Title: Senior Vice President

IN WITNESS WHEREOF, the Assignee accepts this Trademark Assignment executed and delivered as of this 15th day of April, 2000.

PHOENIX GROUP HOLDINGS, INC.

By: Walter K. Juncker
Print Name: Walter K Juncker
Title: Vice President

State of Connecticut)
) ss: Hartford
County of Hartford)

On this 1st day of April, 2000, before me personally came John F. Solan, Jr. to me known, who being by me duly sworn, did depose and say that he/she is the Senior Vice President of Phoenix Home Life Mutual Insurance Company, the corporation described in and which executed the foregoing instrument as his/her free act and deed and the free act and deed of said corporation.

Noreen M. O'Connell

Notary Public

My commission expires: _____

NOREEN M. O'CONNELL
NOTARY PUBLIC
MY COMMISSION EXPIRES SEP. 30, 2003

State of Connecticut)
) ss: Hartford
County of Hartford)

On this 1st day of April, 2000, before me personally came Walter K Juncker to me known, who being by me duly sworn, did depose and say that he/she is the ~~Vice President~~ of Phoenix Group Holdings, Inc., the corporation described in and which executed the foregoing instrument as his/her free act and deed and the free act and deed of said corporation.

Noreen M. O'Connell

Notary Public

My commission expires: _____

NOREEN M. O'CONNELL
NOTARY PUBLIC
MY COMMISSION EXPIRES SEP. 30, 2003

SCHEDULE A

U. S. REGISTERED TRADEMARKS/SERVICE MARKS

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
EAP ADVANTAGE	1,849,595	8/9/1994
BENEFIT FROM THE BEST	2,086,094	8/5/1997
RETURN TO WELLNESS	75/489269	8/21/1998

U. S. PENDING TRADEMARK/SERVICE MARK APPLICATIONS

<u>MARK</u>	<u>APPLICATION SERIAL NO.</u>	<u>FILING DATE</u>
LEAVE SOLUTIONS		November 15, 1999