

01-08-2001

12-12-00



101574503

12
DEC

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
 11 3 00

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Aetna Life Insurance and Annuity Company

11/3/00

Formerly

1995599

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Connecticut

Receiving Party

Mark if additional names of receiving parties attached

Name Aetna U.S. Healthcare Inc.

DBA/AKA/TA

Composed of

Address (line 1) 980 Jolly Road

Address (line 2)

Address (line 3) Blue Bell

Pennsylvania/U.S.A.

19422

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization Pennsylvania

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

01/04/2001 GTON11 00000175 1995599

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 125.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002207 FRAME: 0265

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1,995,599"/>	<input type="text" value="2,162,794"/>	<input type="text" value="2,138,454"/>
<input type="text" value="2,168,408"/>	<input type="text" value="2,080,003"/>	<input type="text" value="2,060,580"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Faye A. Dion

Name of Person Signing

Faye A. Dion

Signature

12-1-00

Date Signed

TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT, dated as of November 3, 2000, is by and between AETNA LIFE INSURANCE AND ANNUITY COMPANY, a Connecticut corporation ("**Assignor**"), and AETNA U.S. HEALTHCARE INC., a Pennsylvania corporation ("**Assignee**").

RECITALS

WHEREAS, the parties' parent company, AETNA INC. ("**Parent**"), and Assignee intend to enter into a distribution agreement ("**Distribution Agreement**") as contemplated by the Agreement and Plan of Restructuring and Merger, dated July 19, 2000, by and among ING GROEP N.V., a corporation organized under the laws of the Netherlands, ING AMERICA INSURANCE HOLDINGS, INC., a Delaware corporation, ANB ACQUISITION CORP., a Connecticut corporation, and Parent;

WHEREAS, in consideration of the transactions contemplated by the Distribution Agreement and the Agreement and Plan of Restructuring and Merger, Assignor desires to assign to Assignee all of Assignor's right, title and interest in and to the trademarks, service marks, trade names, trademark registrations and applications (including intent-to-use applications) set forth on Schedule 1 attached hereto (collectively, the "**Marks**") and all goodwill symbolized by and associated with the business conducted under such Marks, which business is ongoing and existing, and Assignee desires to accept the assignment of, all of Assignor's right, title and interest in and to such Marks and all goodwill symbolized by and associated with the business conducted under such Marks.

NOW, THEREFORE, by this document, and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee, and its successors and assigns, its entire right, title and interest in and to: (i) the Marks; (ii) any and all goodwill symbolized by and associated with the business conducted under the Marks; (iii) all registrations and applications (including intent-to-use applications) for the Marks; (iv) all income, royalties, damages and payments in respect of the Marks; and (v) all causes of action (either in law or in equity) and the right to sue, counterclaim and recover for infringement of the Marks.

Assignor hereby agrees to execute all papers and to perform such other proper acts as Assignee or its successors or assigns deem reasonably necessary to secure for Assignee or its successors or assigns, or to evidence the rights, hereby transferred.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, Assignor has caused this Trademark Assignment Agreement to be duly executed as of the date first written above.

AETNA LIFE INSURANCE AND
ANNUITY COMPANY

By: 

Name: Catherine H. Smith
Title: Senior Vice President and
Chief Financial Officer

Agreed and Acknowledged:

AETNA U.S. HEALTHCARE INC.

By: 

Name: Paige Falesco
Title: AVP

**TRADEMARK/SERVICE MARK REGISTRATIONS
AETNA LIFE INSURANCE AND ANNUITY COMPANY**

Registered U.S. Trademarks and Pending Trademark Applications

<u>Mark</u>	<u>Class(es)</u>	<u>Application/ Registration #</u>	<u>Filing/ Registration Date</u>
AETNA LIFEPLUS	36	1,995,599	08/20/96
AETNA'S 14 YEAR TERM	36	2,162,794	06/02/98
AETNA'S 21 YEAR TERM	36	2,138,454	02/24/98
AETNA'S 7 YEAR TERM	36	2,168,408	06/23/98
AETNA'S ENHANCED UL	36	2,080,003	07/15/97
AETNAVEST ESTATE PROTECTOR	36	2,060,580	05/13/97



Aetna Inc.
151 Farmington Avenue
Hartford, CT 06156-3124

Jane M. Condrón
Paralegal
Law and Regulatory Affairs, RC4A
(860) 273-3918
Fax: (860) 273-5743

December 7, 2000

U.S. Patent and Trademark Office
Box Assignments
2800 Crystal Drive
10th Floor
Arlington, VA 22202

Re: Recordation of Assignment from Aetna Life Insurance and
Annuity Company to Aetna U.S. Healthcare Inc.

Dear Sir or Madam:

Enclosed is a completed Recordation Form Cover Sheet identifying service marks which require a change to your records to reflect a change in ownership. Attached to the Cover Sheet is the Trademark Assignment Agreement between Aetna Life Insurance and Annuity Company and Aetna U.S. Healthcare Inc. Also enclosed is a check for \$165.00 for the filing fee.

If you have any questions concerning this matter, please contact me.

Sincerely,



Jane M. Condrón

Enclosure