

07-30-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

PFL Life Insurance Company
2705 Brown Trail, Suite 508
Bedford, Texas 76021

7-19-01

- Individual(s)
- General Partnership
- Corporation - State of Iowa
- Other _____
- Association
- Limited Partnership

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

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

Name: Transamerica Life Insurance Company

Internal Address: _____

Street Address: 2705 Brown Trail, Suite 508

City: Bedford State: Texas ZIP: 76021

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Iowa
- Other _____

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

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: July 10, 2001

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

A. Trademark Application No.(s)

75/523,837

B. Trademark registration No.(s)

2,274,347
2,339,359
2,420,190

Additional numbers attached? Yes No

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

Name: Steven R. Greenfield
Jenkins & Gilchrist, P.C.

Internal Address: _____

Street Address: 1445 Ross Avenue, Ste. 3200

City: Dallas State: Texas Zip: 75202-2799

6. Total number of applications and registrations involved: Four (4)

7. Total fee (37 CFR 3.41): \$ 115.00

- Enclosed
- Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number:

10-0447

(Attach duplicate copy of this page if paying by deposit account)

07/27/2001 LINDLER 00000116 75523837
FC:481 40.00 OP
FC:482 75.00 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.

Steven R. Greenfield
Name of Person Signing

Signature

July 16, 2001
Date

Total number of pages including recordal sheet: Three (3)



07-19-2001

U.S. Patent & TMOfc/TM Mail Ropt Dt. #74

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is effective as of the 10 day of July, 2001, between PFL Life Insurance Company, an Iowa corporation ("Assignor") and Transamerica Life Insurance Company, an Iowa corporation ("Assignee").

WHEREAS, ASSIGNOR, an Iowa corporation, having a principal place of business at 2705 Brown Trail, Suite 508, Bedford, Texas 76021, has adopted and is using in its business the trademarks listed on Exhibit A attached to and incorporated in this Assignment (hereinafter referred to as the "Marks") that are the subject of applications for trademark registration pending with the U.S. Patent and Trademark Office, as indicated on Exhibit A (hereinafter collectively referred to as the "Applications"); and

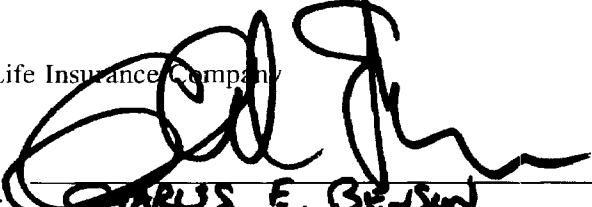
WHEREAS, ASSIGNEE, an Iowa corporation, having a principal place of business at 2705 Brown Trail, Suite 508, Bedford, Texas 76021, is desirous of acquiring said Marks, the Applications for registration, registrations to issue thereof, and the goodwill of the business associated with said Marks; and

WHEREAS, ASSIGNOR is transferring to ASSIGNEE certain assets whereby ASSIGNEE is acquiring from ASSIGNOR, and thereby becoming the successor to, the portion of ASSIGNOR'S business to which the Marks pertain, which business is ongoing and existing; and

WHEREAS, in light of the foregoing, the parties acknowledge that this Assignment is intended to effectuate an assignment to ASSIGNEE of all rights in and to the said Marks, the Applications for registration, registrations to issue thereof, and the goodwill of the business associated with such Marks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said ASSIGNOR does hereby assign unto the said ASSIGNEE all rights, title and interest in and to the said Marks together with the goodwill of the business symbolized by the Marks, the Applications for registration and the registrations to issue thereof.

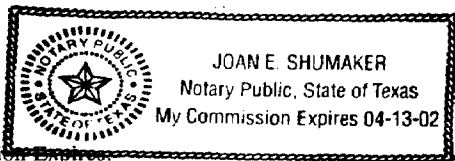
PFL Life Insurance Company

By: 
Name: CHARLES E. BENSON
Title: VICE PRESIDENT

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

Charles E. Benson, Vice President (title) of PFL Life Insurance Company, personally appeared before me, and being first duly sworn declared that he signed the assignment in the capacity designated, and further states that he has read the above assignment, and the statements therein contained are true.

SUBSCRIBED AND SWORN TO before me this 10th day of July, 2001.



My Commission Expires 4-13-02


Notary Public in and for the State of Texas

Joan E. Shumaker
Printed Name



07-19-2001

U.S. Patent & TMOtc/TM Mail Rcpt Dt. #74

EXHIBIT A

<u>Mark</u>	<u>Serial/Reg. No.</u>	<u>Filing/Reg. Date</u>
FLEXIBLE BENEFITS PLUS & design	75/523,837	July 23, 1998
FLEXIBLE BENEFIT PLAN & design	2,274,347	August 31, 1999
FLEXIBLE BENEFIT PLAN	2,339,359	April 4, 2000
FLEXIBLE BENEFIT PLUS	2,420,190	January 9, 2001