

04-09-2002



Form PTO-1594
(Rev. 03/01)
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Tab settings

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102048507

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

MRD 3-18-02

1. Name of conveying party(ies):
Principal Financial Group, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Principal Iowa Newco., Inc.
Internal Address:
Street Address: 711 High Street
City: Des Moines State: IA Zip: 50392
 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
(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: October 24, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See attached Schedule A
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
See attached Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Melissa J. Lee
Internal Address:
Street Address: c/o Neal & McDevitt
1603 Orrington Ave. Suite 2000
City: Evanston State: IL Zip: 60201

6. Total number of applications and registrations involved: 96
7. Total fee (37 CFR 3.41): \$ 2415.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

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.
Melissa J. Lee *Melissa J. Lee* 3/6/02
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 12

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481
02 FC:482

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REEL: 002475 FRAME: 0585

SCHEDULE A
Continuation of Item 4

Pending Applications:

MARK	SERIAL NO.
EMPLOYER FINANCIAL RESOURCE PROGRAM	76/217797
IMPACT401K	76/052136
MISCELLANEOUS DESIGN	75/290934
PRINCIPAL CAPITAL	75/532655
PRINCIPAL CAPITAL MANAGEMENT	75/532813
PRINCIPAL INCOME INVESTORS	75/941343
PRINCIPAL PROFESSIONAL LINK	76/329655
PRINCIPAL SPGIA QUOTE SYSTEM	76/064117
PROFESSIONAL PENSIONS	76/031044
WE UNDERSTAND WHAT YOU ARE WORKING FOR	76/029790
PLAN AHEAD. GET AHEAD.	75/613270
PPI	76/030911
PRINCIPAL NET LEASE INVESTORS	75/649679
PRINCIPAL PASSAGE INVESTMENT PROGRAM	76/039987
TAKE THE 1% CHALLENGE	76/074478
TRUSTAR	75/553582
PRINCIPAL CONNECTION	75/520536
PRINCIPAL FREEDOM	75/512336
PRINCIPAL PRODUCT NETWORK	75/900768

Federal Registrations:

MARK	SERIAL NO.	REGISTRATION NO.
AMERICA'S HEALTH PLAN	75/194839	2163388
AMERICA'S HEALTH PLAN AND DESIGN	74/438341	1847867
AMERICA'S MORTGAGE EXPERTS SINCE 1936	74/634750	2027993
AVION	75/077826	2062939
BANKERS LIFE, THE	72/321455	892222
BANKERS LIFE, THE AND DESIGN	72/304753	886500
BENEFIT EDGE QUARTERLY	74/560096	1974584
BENEFITWISE	75/048844	2060776
DELAWARECARE	75/163833	2166887
DI (STYLIZED)	73/486787	1328929

MARK	SERIAL NO.	REGISTRATION NO.
DI DISABILITY INCOME AND DESIGN	73/486797	1330053
DREAMS & PRIORITIES – TAKE CHARGE OF YOUR FINANCIAL FUTURE	74/632736	2055957
EXCLUSIVE HEALTH	74/560225	1983404
THE GOOD LIFE TIMES	75/323201	2186900
THE HEALTH EDGE	73/770492	1555065
HEALTH WATCH MEDICAL REVIEW SYSTEM	74/570476	1957284
INVISTA (BLOCK FORM)	73/699431	1501615
INVISTA AND DESIGN	73/699430	1501614
LIFETREK	74/209437	1997219
LOOKING AHEAD OF THE MARKET	73/769304	1563751
MAJORCARE	72/265486	847188
MED NETWORK (AND DESIGN)	74/573322	1952619
MED\$ELECT	75/312376	2242449
MED\$ENSE	73/479751	1320076
MISCELLANEOUS DESIGN	73/361231	1250011
MISCELLANEOUS DESIGN	72/335535	938270
MISCELLANEOUS DESIGN	72/335534	938269
MISCELLANEOUS DESIGN	72/335533	938268
MISCELLANEOUS DESIGN	73/746217	1534634
MISCELLANEOUS DESIGN	73/587911	1436673
MISCELLANEOUS DESIGN (MAZE W/WORDS)	73/361229	1289330
MONEY DOESN'T COME WITH INSTRUCTIONS	74/679429	1960508
THE MORE THINGS CHANGE THE MORE YOU CAN DEPEND ON US	73/530869	1363720
MUTUAL EDGE	75/205460	2087911
ONA EMPLOYEE BENEFITS (AND DESIGN)	75/027735	2043073
PENSION PATHWAYS	75/004435	2040013
PENSION PRESS	74/213631	1750096
PENSION PROVIDER	74/712745	2023301
PEP	73/492927	1456801
PERFORMANCE THAT COUNTS	74/067357	1652584
PERIS	75/340295	2250907
PLAN AHEAD. GET AHEAD.	75/428173	2228382
PLANNED EMPLOYEE PROGRAM	73/492945	1358663
PRENATAL PARTNERS	74/690343	1976642
PRINCALL	74/461092	1864932
PRINCARE (STYLIZED)	73/658588	1477066
PRINCHOICE	75/134760	2136280

MARK	SERIAL NO.	REGISTRATION NO.
PRINCIPAL (BLOCK FORM)	73/762861	1562541
THE PRINCIPAL ACCOUNT	73/538576	1427769
PRINCIPAL CHOICE	75/366365	2322817
THE PRINCIPAL EDGE	73/649716	1469375
THE PRINCIPAL FINANCIAL GROUP	73/557334	1508543
THE PRINCIPAL FINANCIAL GROUP	74/183920	1740172
THE PRINCIPAL FINANCIAL GROUP	73/658574	1502424
THE PRINCIPAL FINANCIAL GROUP AND DESIGN	74/183906	1698013
THE PRINCIPAL FINANCIAL GROUP AND DESIGN	73/560168	1531199
THE PRINCIPAL FINANCIAL GROUP AND DESIGN	73/557403	1530022
PRINCIPAL HEALTH CARE 65	75/055044	2177178
THE PRINCIPAL PLAN	73/766367	1561335
THE PRINCIPAL	74/209456	1740181
THE PRINCIPAL	73/557402	1508544
THE PRINCIPAL AND DESIGN	73/560349	1530023
THE PRINCIPAL AND DESIGN	73/557322	1508542
THE PRINCIPAL AND DESIGN	73/670157	1504246
PRINCOR	73/824123	1599875
PRINCOR AND DESIGN	73/587280	1435905
PRINFLEX LIFE	75/079089	2090076
PRINLOCK	74/670517	1965593
PRINMOR	75/048842	2022164
PRINPAC	74/718704	2021860
PROFIT CENTER (STYLIZED)	73/199154	1248295
RETIREMENT PROJECTION	75/149648	2181606
SAA SELECT ACCOUNT ANNUITY AND DESIGN	73/549439	1398812
TARGETED SUPPLIER PARTNERSHIP PROGRAM	75/121217	2177649
TARGETED SUPPLIER PARTNERSHIP PROGRAM MINORITY AND WOMEN BUSINESS DEVELOPMENT STRENGTH THROUGH NEW PARTNERSHIPS AND DESIGN	75/127975	2267998
TELETOUCH	74/460956	1859986
YOUR EDGE ON THE FUTURE	74/460969	1973992

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218008-NS
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218010-NS

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ARTICLES OF MERGER
OF
PRINCIPAL MUTUAL HOLDING COMPANY,
an Iowa mutual insurance holding company,
PRINCIPAL FINANCIAL GROUP, INC., an Iowa corporation, and
PRINCIPAL FINANCIAL SERVICES, INC., an Iowa corporation,
WITH AND INTO
PRINCIPAL IOWA NEWCO, INC., an Iowa corporation

Pursuant to the provisions of Sections 521A.14(5)(b) and 508B.2 of Title XIII of the Code of Iowa (2001) and Sections 490.1101 through 490.1106 of the Iowa Business Corporation Act, the undersigned corporation adopts the following Articles of Merger:

1. The following Agreement and Plan of Merger (the "Plan of Merger") was duly adopted by the Board of Directors of Principal Mutual Holding Company and the Board of Directors of Principal Iowa Newco, Inc. pursuant to and in the manner prescribed by Sections 521A.14(5)(b) and 508B.2 of Title XIII of the Code of Iowa (2001), Section 491.102 of Title XII of the Code of Iowa, and Sections 490.1101, 490.1103 and 490.1104 of the Iowa Business Corporation Act:

AGREEMENT AND PLAN OF MERGER.

AGREEMENT AND PLAN OF MERGER dated August 28, 2001 (the "Agreement") between Principal Mutual Holding Company, an Iowa mutual insurance holding company (to be converted into a stock company pursuant to Section 521A.14(5)(b) and Chapter 508B of Title XIII the Code of Iowa (2001)) (the "MIHC"), and Principal Iowa Newco, Inc., an Iowa stock corporation and indirect wholly-owned subsidiary of the MIHC (the "Intermediate Holding Company").

WHEREAS, the Board of Directors of the MIHC deems it advisable and in the best interest of the MIHC and its members that the MIHC convert into a stock company and merge with and into the Intermediate Holding Company, an Iowa stock corporation and wholly-owned subsidiary of Principal Financial Group, Inc., a Delaware corporation and wholly-owned subsidiary of the MIHC (the "Holding Company"), with the Intermediate Holding Company as the surviving corporation;

WHEREAS, the MIHC has caused the Holding Company and the Intermediate Holding Company to be organized as newly-formed direct and indirect subsidiaries of the MIHC for the purpose of merging the MIHC, Principal Financial Group, Inc., an Iowa stock corporation and wholly-owned subsidiary of the MIHC ("Group"), and Principal Financial Services, Inc., an Iowa stock corporation and wholly-owned subsidiary of Group ("Services"), with and into

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the Intermediate Holding Company, with the Intermediate Holding Company as the surviving corporation;

WHEREAS, pursuant to the Plan of Conversion dated March 31, 2001 (the "Plan"), Eligible Policyholders, as defined in the Plan, are receiving stock of the Holding Company, cash or policy credits in exchange for their membership interests in the MIHC which are being extinguished under the Plan;

WHEREAS, the Board of Directors of the Intermediate Holding Company deems it advisable and in the best interest of the Intermediate Holding Company and its stockholder that Group merge with and into the Intermediate Holding Company, with the Intermediate Holding Company as the surviving corporation;

WHEREAS, the Board of Directors of the Intermediate Holding Company deems it advisable and in the best interest of the Intermediate Holding Company and its stockholder that Services merge with and into the Intermediate Holding Company, with the Intermediate Holding Company as the surviving corporation, and that the Intermediate Holding Company change its name to "Principal Financial Services, Inc.";

WHEREAS, the Board of Directors of the MIHC has approved and has recommended that the Voting Policyholders, as defined in the Plan, approve the Plan, pursuant to which the MIHC shall convert into a stock company and the MIHC, Group and Services shall merge with and into the Intermediate Holding Company upon the terms and subject to the conditions set forth herein (the "Mergers");

WHEREAS, the Board of Directors of the Intermediate Holding Company has approved the mergers of Group and Services with and into the Intermediate Holding Company, with the Intermediate Holding Company as the surviving corporation, each upon the terms and subject to the conditions set forth herein; and

WHEREAS, for U.S. Federal income tax purposes, it is intended that this Agreement be a "plan of reorganization" within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the foregoing, the parties hereto agree as follows:

ARTICLE I

MERGERS

Section 1.1 The Mergers. Upon the terms and subject to the conditions of this Agreement, and in accordance with Section 521A.14(5)(b) and Chapter 508B of Title XIII of the Code of Iowa (2001) and the applicable provisions of the Iowa Business Corporation Act (the "BCA"), the MIHC shall convert into a stock company and shall be merged with and into the Intermediate Holding Company, with the Intermediate Holding Company as the surviving corporation. Following the merger of the converted MIHC with and into the Intermediate Holding Company, Group shall be merged with and into the Intermediate Holding Company, with the Intermediate Holding Company as the surviving corporation, upon the terms and subject to the conditions of this Agreement, and in accordance with Section 490.1104 of the IBCA and the Code of Iowa (2001). Following the merger of Group with and into the Intermediate Holding Company, Services shall be merged with and into the Intermediate Holding Company, with the Intermediate Holding Company as the surviving corporation, and the Intermediate Holding Company shall change its name to "Principal Financial Services, Inc.," upon the terms and subject to the conditions of this Agreement, and in accordance with Section 490.1104 of the IBCA and the Code of Iowa (2001). The Mergers shall become effective at the Effective Time (as defined in Section 1.2 below). Following the Mergers, the separate corporate existences of the MIHC, Group and Services shall cease and the Intermediate Holding Company shall continue under the name "Principal Financial Services, Inc." as the surviving corporation (the "Surviving Corporation") and shall succeed to all of the assets, liabilities, rights, title and interests of each of the MIHC, Group and Services.

Section 1.2 Effective Time of the Mergers. The Mergers shall become effective at the date and time set forth in properly executed articles of merger (the "Effective Time"), which articles of merger shall be duly filed with the Secretary of State of the State of Iowa by the Surviving Corporation.

ARTICLE II

SURVIVING CORPORATION

Section 2.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be as set forth in the form of Articles of Incorporation attached as Exhibit D to the Plan until thereafter changed or amended as provided therein or by applicable law.

Section 2.2 By-Laws. The By-Laws of the Surviving Corporation shall be as set forth in the form of By-Laws attached as Exhibit E to the Plan until thereafter changed or amended as provided therein or by applicable law.

Section 2.3 Directors and Officers. The directors and officers of the Intermediate Holding Company immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation. The directors and officers of the Surviving Corporation shall hold office until their respective successors shall have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation.

ARTICLE III

COMMON STOCK OF GROUP AND SERVICES

Section 3.1 Common Stock of Group and Services. At the Effective Time, by virtue of the Mergers, each share of common stock of Group and each share of common stock of Services issued and outstanding immediately prior to the Effective Time shall be cancelled and retired, and shall cease to exist, without any conversion thereof.

ARTICLE IV

CONDITIONS TO MERGERS

Section 4.1 Conditions to the Mergers. The obligations of the MIHC and the Intermediate Holding Company to consummate the Mergers are subject to the satisfaction, at or prior to the Effective Time, of each of the following conditions:

(a) Voting Policyholder approval. The Plan and the transactions contemplated thereby, including this Agreement, shall have been approved and adopted by the requisite vote of the Voting Policyholders in accordance with the Plan or applicable laws;

(b) Effectiveness of the Plan. All conditions precedent to the effectiveness of the Plan, including the approval of the Insurance Commissioner of the State of Iowa, shall have been satisfied and the Plan shall have become effective or will become effective on the same date as the Effective Time;

(c) No injunctions. The consummation of the Mergers shall not be precluded by any bona fide order, decree or injunction of any federal or state court of the United States, and there shall not have been any action taken or any law enacted, promulgated or deemed applicable to the

Mergers by any governmental entity that makes consummation of the Mergers illegal;

(d) Filings. All filings with, and all actions by or in respect of, any governmental body, agency, official or authority required to permit the consummation of the Mergers shall have been completed.

ARTICLE V

ADDITIONAL PROVISIONS

Section 5.1 Amendment. This Agreement may not be amended except by an instrument in writing signed by the parties hereto.

Section 5.2 Costs and Expenses. All costs related to the Mergers shall be borne by the MIHC or the Holding Company.

Section 5.3 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Iowa without giving effect to the conflicts of law principles thereof.

Section 5.4 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original but all of which shall together constitute one and the same agreement.

2. The Plan of Merger does not require approval of the shareholders of Principal Financial Group, Inc., an Iowa corporation, or Principal Financial Services, Inc., an Iowa corporation, pursuant to the provisions of Section 490.1104 of the Iowa Business Corporation Act. The sole shareholder of Principal Financial Group, Inc. and the sole shareholder of Principal Financial Services, Inc. have waived in writing the mailing of the Plan of Merger, pursuant to the provisions of Section 490.1104 of the Iowa Business Corporation Act.

3. Principal Mutual Holding Company (the "MIHC"), a mutual insurance holding company organized under Chapter 491 of Title XII of the Code of Iowa and Chapter 521 of Title XIII of the Code of Iowa, is controlled by its members and has no shareholders. The members of the MIHC entitled to vote on the Plan of Conversion of Principal Mutual Holding Company for its conversion to a stock company, including the Plan of Merger (the "Plan of Conversion"), pursuant to Chapter 508B of Title XIII of the Code of Iowa (2001) approved the Plan of Merger on July 24, 2001. The number of members entitled to vote on the Plan of Merger was 925,410. The number of votes cast in favor of approval of the Plan of Merger was 260,850 and the number votes cast against approval

of the Plan of Merger was 22,085. The number of votes cast for the Plan of Conversion, including the Plan of Merger, by the sole voting group of the MIHC was sufficient for approval.

4. Principal Iowa Newco, Inc. has authorized capital stock consisting of 25,000 shares of common stock, 1,000 of which have been issued to Principal Financial Group, Inc., a Delaware corporation. Principal Financial Group, Inc., a Delaware corporation, as sole shareholder of Principal Iowa Newco, Inc., cast the vote of all 1,000 issued and outstanding shares for approval of the Plan of Merger and zero shares against approval of the Plan of Merger. The number of votes cast for the Plan of Merger by the sole voting group of Principal Iowa Newco, Inc. was sufficient for approval.

5. As provided in the Plan of Merger, the Articles of Incorporation of Principal Iowa Newco, Inc. shall be amended to change the name of the corporation to Principal Financial Services, Inc. upon the effectiveness of the Mergers (as defined in the Plan of Merger). As required by Section 490.1003 of the Iowa Business Corporation Act, the Board of Directors of Principal Iowa Newco, Inc. has recommended, and the sole shareholder, Principal Financial Group, Inc., a Delaware corporation, has approved the amendment to the Articles of Incorporation of Principal Iowa Newco, Inc., and Articles of Amendment to the Articles of Incorporation of Principal Iowa Newco, Inc. have been delivered to the Secretary of State for filing.

6. The effective date of these Articles of Merger shall be October 26, 2001 at 12:01 a.m.

Dated this 24th day of October, 2001.

I, Karen E. Shaff, affirm and acknowledge, under penalties of perjury, that these Articles of Merger constitute the act and deed of Principal Iowa Newco, Inc., and that the facts stated herein are true and correct as I verily believe.

PRINCIPAL IOWA NEWCO, INC.

By: *Karen E. Shaff*
Karen E. Shaff
Senior Vice President and General
Counsel

Attest:

Joyce N. Hoffman
Joyce N. Hoffman
Senior Vice President and Corporate Secretary

STATE OF IOWA)
) SS
COUNTY OF POLK)

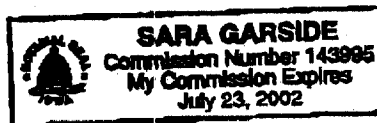
The foregoing instrument was acknowledged before me this 24th day of October, 2001 by Karen E. Shaff, Senior Vice President and General Counsel of Principal Iowa Newco, Inc., an Iowa corporation, on behalf of the corporation, and attested by Joyce N. Hoffman, Senior Vice President and Corporate Secretary of Principal Iowa Newco, Inc., an Iowa corporation, on behalf of the corporation.

In witness whereof, I have set my hand and official seal.

Sara Garside
Notary Public

7-23-02

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IOWA

No. W00289344
Date: 10/24/2001

SECRETARY OF STATE

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PRINCIPAL IOWA NEWCO, INC.

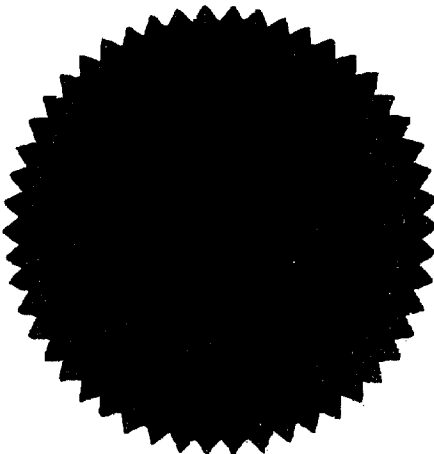
ACKNOWLEDGMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Articles of Merger

The document was filed on October 24, 2001, at 02:20 PM, to be effective as of October 26, 2001, at 12:01 AM.

The amount of \$50.00 was received in full payment of the filing fee.



Chester J. Culver

CHESTER J. CULVER SECRETARY OF STATE



TRADEMARK

RECORDED: 03/18/2002

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