

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Woodmen Accident and Life Company		10/01/2003	CORPORATION: NEBRASKA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Assurity Life Insurance Company
<b>Street Address:</b>	1526 K Street
<b>City:</b>	Lincoln
<b>State/Country:</b>	NEBRASKA
<b>Postal Code:</b>	68508
<b>Entity Type:</b>	CORPORATION: NEBRASKA

<b>PROPERTY NUMBERS Total: 3</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2393295	ASSURITY BALANCE
Registration Number:	2442543	LIFESCAPE
Registration Number:	2303977	LIFESCAPE

<b>CORRESPONDENCE DATA</b>	
Fax Number:	(402)231-8554
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(402) 636-8312
Email:	msullivan@bairdholm.com
Correspondent Name:	Michael L. Sullivan
Address Line 1:	1500 Woodmen Tower
Address Line 4:	Omaha, NEBRASKA 68102

<b>NAME OF SUBMITTER:</b>	Michael L. Sullivan
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**STATE OF**

**NEBRASKA**



United States of America,  
State of Nebraska } ss.

Department of State  
Lincoln, Nebraska

**I, John A. Gale, Secretary of State of Nebraska do hereby certify;**

**the attached is a true and correct copy of Articles of Merger of**

**WOODMEN ACCIDENT AND LIFE COMPANY**

**with registered office located in LINCOLN, Nebraska, merging into**

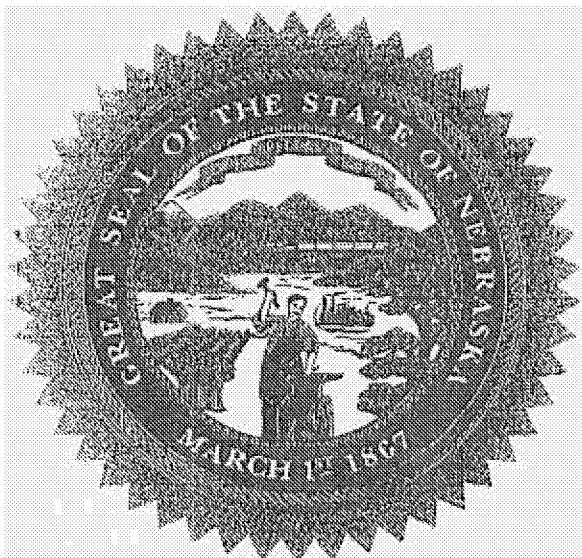
**ASSURITY LIFE INSURANCE COMPANY**

**with registered office located in LINCOLN, Nebraska, as filed in this office on September 16, 2003, effective October 1, 2003.**

**In Testimony Whereof,**

**I have hereunto set my hand and affixed the Great Seal of the State of Nebraska on September 16, in the year of our Lord, two thousand three.**

*John A. Gale*  
SECRETARY OF STATE





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ASSURITY LIFE INSURANCE COMPAN  
Filed: 09/16/2003 09:30 AM

STATE OF NEBRASKA  
DEPARTMENT OF INSURANCE

SEP 16 2003

APPROVED

ARTICLES OF MERGER

OF

WOODMEN ACCIDENT AND LIFE COMPANY  
Lincoln, Nebraska

INTO

ASSURITY LIFE INSURANCE COMPANY  
Lincoln, Nebraska

Pursuant to § 44-224.04 and § 21-20,128, et seq., R.R.S.; the following Articles of Merger are declared and filed with the Department of Insurance, State of Nebraska, and the Nebraska Secretary of State:

1. Effective October 1, 2003, **WOODMEN ACCIDENT AND LIFE COMPANY**, a Nebraska domestic insurer, with its registered office in Lincoln, Lancaster County, Nebraska, will be merged into **ASSURITY LIFE INSURANCE COMPANY**, a Nebraska domestic insurer, with its registered office in Lincoln, Lancaster County, Nebraska.

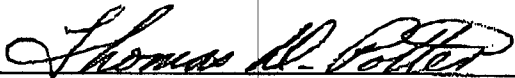
2. **ASSURITY LIFE INSURANCE COMPANY** is the surviving corporate entity. Restated Articles of Incorporation were adopted and are filed as a part of the Contract of Merger.

3. A copy of the Contract of Merger is attached hereto as Exhibit "A."

4. The Contract of Merger was consented to and approved by **LIG, INC.**, the sole shareholder of **WOODMEN ACCIDENT AND LIFE COMPANY** and by **WOODMEN ACCIDENT AND LIFE COMPANY**, the sole shareholder of **ASSURITY LIFE INSURANCE COMPANY**.

Dated September 15, 2003.

WOODMEN ACCIDENT AND LIFE COMPANY,  
a Nebraska domestic insurer

By:   
Thomas D. Potter, President

ASSURITY LIFE INSURANCE COMPANY, a  
Nebraska domestic insurer

By:   
Thomas D. Potter, President

WOODMEN ACCIDENT AND LIFE COMPANY  
AND  
ASSURITY LIFE INSURANCE COMPANY.

CONTRACT OF MERGER

This Contract of Merger (herein "the Plan"), dated July 31, 2003, made pursuant to § 44-224.04, R.R.S., by and between WOODMEN ACCIDENT AND LIFE COMPANY, a Nebraska domestic stock insurer (herein "WALCO"), and ASSURITY LIFE INSURANCE COMPANY, a Nebraska domestic stock insurer (herein "Assurity"); WALCO and Assurity are jointly referred to herein as "the Participating Companies."

RECITALS:

WALCO is a stock insurer subsidiary of LIG, Inc., the Intermediate Holding Company in a mutual insurance holding company structure formed pursuant to the Nebraska Mutual Holding Company Act, §§ 44-6122 to 44-6142 (herein "the Act").

Assurity is a wholly-owned stock insurer subsidiary of WALCO.

Lincoln Insurance Group, Inc. is the Mutual Insurance Holding Company in the mutual insurance holding company structure.

The Boards of Directors of the Participating Companies have determined that it is in the best interests of the Participating Companies, and that the interests of their policy owners and shareholders and the interests of the Members of Lincoln Insurance Group, Inc. are properly protected when the Companies are merged, with Assurity being the surviving corporate entity.

Assurity is licensed to transact the business of insurance in more states than WALCO and by consummating the

EXHIBIT A

merger, the Participating Companies will achieve material operational cost savings.

**THE FOLLOWING ARE THE PROVISIONS PURSUANT TO WHICH THE MERGER WILL BE IMPLEMENTED:**

1. The merger will be effective October 1, 2003 (herein "the Effective Date").
2. The Participating Companies will be merged into Assurity, which will be the surviving corporate entity and will retain the Certificates of Authority issued by the Department of Insurance, State of Nebraska, and other States to conduct the business of insurance as a stock insurer.
3. The merger will be completed pursuant to § 44-224.04, R.R.S., and the provisions of the Nebraska Business Corporation Act. As required, on or about the Effective Date, Articles of Merger in the form attached hereto as Exhibit "1" will be filed with the Nebraska Secretary of State and the Nebraska Department of Insurance.
4. On the Effective Date, Assurity will own and hold all of the assets, rights, franchises and interests of the Participating Companies and assume all of the liabilities of the Participating Companies. The capital accounts of the Participating Companies will become the capital accounts of Assurity and no distribution will be made therefrom to the policy owners or shareholders of the Participating Companies or the Members of Lincoln Insurance Group, Inc. on account of the implementation of the Plan.
5. The Plan will be submitted to the Director of Insurance, State of Nebraska, for his approval as required by § 44-224.04, R.R.S.
6. Following the Effective Date, the Participating Companies will provide a Policy Endorsement, Form No. M10103, for each outstanding policy of WALCO in the form attached hereto as Exhibit "2".
7. For purposes of voting rights under the Act, policy owners of WALCO on the Effective Date and those persons who become policy owners of Assurity after the Effective Date will be voting Members of Lincoln Insurance

Group, Inc. The owners of policies issued by Assurity prior to the Effective Date are not Members of Lincoln Insurance Group, Inc. and will not be granted membership rights in Lincoln Insurance Group, Inc. as a result of implementation of the Plan. At the annual meeting of Members of Lincoln Group, Inc. held June 26, 2003, the Members approved the amendment of Article IV, Section 1 of the Company's Articles of Incorporation to provide the following:

"Each owner of a policy of insurance issued or assumed by Woodmen Accident and Life Company prior to October 1, 2003, and each owner of a policy of insurance issued or assumed by Assurity Life Insurance Company on or after October 1, 2003, shall be a member of the Corporation so long as the policy of insurance remains in force. Policies issued or assumed by Woodmen Accident and Life Company include policies transferred to Assurity Life Insurance Company pursuant to the Contract of Merger as of its effective date. Assurity Life Insurance Company shall be deemed an "Additional Insurance Company Subsidiary" of the corporation."

As required, on or about the Effective Date, Articles of Amendment of the Articles of Incorporation of Lincoln Insurance Group, Inc. will be filed with the Nebraska Secretary of State and the Nebraska Department of Insurance in the form attached hereto as Exhibit "3".

8. Following the merger, Assurity will maintain the policies and practices applicable to policy dividends in a manner consistent with WALCO's historical practices. The merger will not alter, diminish, reduce or otherwise adversely affect policy owners' contract rights. Dividends paid on participating policies, whether issued before or after the merger, will continue to be paid in accordance with terms of such policies, although the amount of such dividends, as has been WALCO's historical practice, may vary from year to year.

9. For the purposes of any proceedings under the Nebraska Insurers Supervision, Rehabilitation and Liquidation Act, Assurity, as the surviving corporate entity, shall be deemed successor to all of the rights and obligations of WALCO and shall be deemed to continue its existence as a reorganized stock insurer as that term is used in the Nebraska Mutual Holding Company Act.



10. It is intended that the merger shall qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

11. The Boards of Directors of the Participating Companies authorized the Contract of Merger on July 31, 2003.

12. LIG, Inc., the Intermediate Holding Company in the mutual insurance holding company structure, is the sole shareholder of WALCO and has granted its consent to and approval of the Contract of Merger.

13. WALCO is the sole shareholder of Assurity and has granted its consent to and approval of the Contract of Merger.

14. The Board of Directors of Assurity from and after the Effective Date will be the persons then serving on the Board of Directors of WALCO.

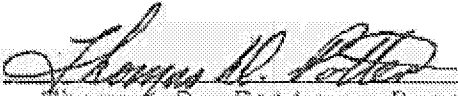
15. The officers of the Participating Companies are authorized and directed to perform all necessary acts and execute all necessary documents to effect the merger on the terms and provisions stated herein.

16. This Plan is governed by the laws of the State of Nebraska.

17. The terms and provisions hereof shall be binding upon and be for the benefit of the successors and assigns of the Participating Companies, LIG, Inc. and Lincoln Insurance Group, Inc., provided however, neither the Plan nor any transaction hereunder shall be construed to confer upon any person or firm other than the Participating Companies, their policy owners and shareholders and the Members of Lincoln Insurance Group, Inc. any rights or remedies.

Executed by WALCO July 31, 2003.

WOODMEN ACCIDENT AND LIFE COMPANY,  
a Nebraska stock insurer

By:   
Thomas D. Potter, President

Executed by Assurity July 31, 2003.

ASSURITY LIFE INSURANCE COMPANY, a  
Nebraska stock insurer

By:   
Thomas D. Potter, President