

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Merger and Change of Name
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Genworth Financial, Inc.		12/05/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Genworth Financial, Inc.
Street Address:	6620 West Broad Street
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23230
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Serial Number:	78325596	GENWORTH
Serial Number:	78325586	GENWORTH FINANCIAL
Serial Number:	78329340	GENWORTH FINANCIAL

CORRESPONDENCE DATA	
Fax Number:	(804)344-7999
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	804-788-8331
Email:	HWRITM@hunton.com
Correspondent Name:	Stephen P. Demm
Address Line 1:	951 East Byrd Street
Address Line 2:	Riverfront Plaza, East Tower
Address Line 4:	Richmond, VIRGINIA 23219-4074

ATTORNEY DOCKET NUMBER:	59658.7
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NAME OF SUBMITTER:	Shannon Adkins
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Total Attachments: 2
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CERTIFICATE OF MERGER
OF
GENWORTH FINANCIAL, INC.
WITH AND INTO
SUB XXV, INC.

(UNDER SECTION 251 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)

Sub XXV, Inc. hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations are:
 - (a) Genworth Financial, Inc., a Delaware corporation ("Genworth"); and
 - (b) Sub XXV, Inc., a Delaware corporation ("Sub XXV").
2. A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of Genworth and Sub XXV in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Sub XXV, Inc.
4. The certificate of incorporation of Sub XXV shall be the certificate of incorporation of the surviving corporation, except that Article I of the Certificate of Incorporation of Sub XXV shall be deleted in its entirety and replaced with the following:

"ARTICLE I

The name of the corporation is Genworth Financial, Inc."
5. The By-Laws of Sub XXV shall be the By-Laws of the surviving corporation.
6. The executed Plan and Agreement of Merger is on file at the principal office of business of Sub XXV, at 6620 West Broad Street, Richmond, Virginia 23230.
7. A copy of the Plan and Agreement of Merger will be furnished by Sub XXV, on request and without cost, to any stockholder of Genworth or Sub XXV.
8. This Certificate of Merger shall be effective at 5:00 p.m. on December 4, 2003, in accordance with the provisions of Section 103(d) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Sub XXV has caused this certificate to be signed by its authorized officer, on the 5th day of December, 2003.

SUB XXV, INC.

By: Ward E. Bobitz
Name: Ward E. Bobitz
Title: Vice President and
Assistant Secretary