

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/01/2002		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Northern Life Insurance Company		09/19/2002	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	ReliaStar Life Insurance Company		
Street Address:	20 Washington Avenue South		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55401		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2243572	FUTURELINK	
CORRESPONDENCE DATA			
Fax Number:	(404)962-6771		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	404-885-3539		
Email:	trademarks@troutmansanders.com		
Correspondent Name:	Segeda T. Ranjeet		
Address Line 1:	600 Peachtree Street NE		
Address Line 2:	Bank of America Plaza - Suite 5200		
Address Line 4:	Atlanta, GEORGIA 30308-2216		
NAME OF SUBMITTER:	SEGEDA T. RANJEET		
Signature:	/str/		
Date:	04/27/2005		

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REEL: 003073 FRAME: 0692

Total Attachments: 5

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**ARTICLES OF MERGER
OF
NORTHERN LIFE INSURANCE COMPANY
INTO
RELIASTAR LIFE INSURANCE COMPANY**

The undersigned HEREBY CERTIFY:

Article I.

Northern Life Insurance Company has a capitalization consisting of 100,000 authorized shares of voting common stock, par value of \$25.00 per share, of which 100,000 shares are issued and outstanding. ReliaStar Life Insurance Company owns one hundred percent (100%) of the issued and outstanding shares of Northern Life Insurance Company.

Article II.

That the Agreement and Plan of Merger between the parties to the merger has been approved and adopted by the Board of Directors of the parties to the merger in accordance with the requirements of Section 60A.16 of the Minnesota Statutes and Section 23B.11.040 of the Revised Code of Washington and that a copy of said Plan and Agreement of Merger is attached hereto as Exhibit A.

Article III.

That the Plan and Agreement of Merger has been approved and adopted by the shareholders of the parties to the merger in accordance with Section 60A.16 of the Minnesota Insurance Statutes.

Article IV.

That these Articles of Merger shall be effective as of October 1, 2002, or such other later date approved by the Office of the Insurance Commissioner, State of Washington, and upon filing with the Minnesota Secretary of State and the Washington Commissioner of Insurance.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger, this 19 day of August, 2002.

Northern Life Insurance Company

By: Chris D. Schreier

Name: Chris D. Schreier

Title: Senior Vice President and Chief Financial Officer

ReliaStar Life Insurance Company

By: Chris D. Schreier

Name: Chris D. Schreier

Title: Senior Vice President and Chief Financial Officer

The foregoing Articles of Merger of Northern Life Insurance Company into Reliastar Life Insurance Company are hereby approved this 19 day of September, 2002.

Kevin M. Murphy
Kevin M. Murphy
Deputy Commissioner

**AGREEMENT AND PLAN OF MERGER
OF
NORTHERN LIFE INSURANCE COMPANY
INTO
RELIASTAR LIFE INSURANCE COMPANY**

AGREEMENT AND PLAN OF MERGER, dated as of June 28, 2002 (the "Agreement"), by and between Northern Life Insurance Company ("Northern"), a Washington stock corporation having its principal office at 1501 4th Avenue, Century Square, Suite 1000, Seattle, Washington 98101 and ReliaStar Life Insurance Company ("ReliaStar"), a Minnesota stock corporation having its principal office at 20 Washington Avenue South, Minneapolis, Minnesota 55401.

WHEREAS, Northern is a wholly-owned subsidiary of ReliaStar; and

WHEREAS, the respective Boards of Directors of Northern and ReliaStar have determined that it is advisable that Northern be merged with and into ReliaStar on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the laws of the State of Washington and the State of Minnesota (the "Merger");

NOW, THEREFORE, in consideration of the mutual agreements, covenants and provisions contained herein, the parties hereto agree as follows:

**ARTICLE I
THE MERGER**

Section 1.1. The Merger. At the Effective Time (as hereinafter defined) Northern will be statutorily merged with and into ReliaStar pursuant to Section 60A.16 of the Minnesota Insurance Statutes (the "MIS") and Section 23B.11.040 of the Revised Code of Washington (the "RCW"), and the separate corporate existence of Northern shall cease. ReliaStar as it exists from and after the Effective Time is sometimes referred to as the "Surviving Corporation".

Section 1.2. Effective Time of the Merger. Subject to the terms and conditions of this Agreement, Articles of Merger shall be duly prepared, executed and acknowledged by Northern and ReliaStar and shall be filed with the Secretary of State of the State of Minnesota and the Commissioner of the Washington Department of Commerce. The Merger shall become effective as of October 1, 2002 or later date approved by the Office of the Insurance Commissioner, State of Washington; provided the Articles of Merger have been submitted and approved by the Commissioner of the Minnesota Department of Commerce and the Commissioner of the Washington Department of Commerce prior to such filing. The date and time when the Merger shall become effective is hereinafter referred to as the "Effective Time".

Section 1.3. Effects of the Merger. The Merger shall have the effects set forth in Section 23B.11.060 of the RCW and Section 60A.16 of the MIS as follows:

1. The parties to this Agreement shall be one insurance corporation, which shall be the Surviving Corporation.

2. The separate existence of Northern shall cease.
3. The Surviving Corporation shall possess all the rights, privileges and franchises possessed by Northern except that the Surviving Corporation shall not thereby acquire authority to engage in any insurance business or exercise any right which an insurance corporation may not be formed under the laws of Minnesota to engage in or exercise.
4. All the property, real, personal and mixed, of Northern, and all debts due on whatever account to it, including without limitation subscriptions for shares, premiums on existing policies, and other choses in action belonging to Northern, shall be taken and be deemed to be transferred to and invested in the Surviving Corporation without further act or deed.
5. The Surviving Corporation shall be responsible for all the liabilities and obligations of Northern, but the rights of the creditors of Northern, or of any person dealing with Northern shall not be impaired by such merger or consolidation, and any claim existing or action or proceeding pending by or against Northern may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in its place. Northern and ReliaStar agree and affirm that all policyholders of Northern are entitled to the applicability of the same laws and jurisdiction of the same courts which would apply had the Merger not taken place.

ARTICLE II THE SURVIVING CORPORATION

Section 2.1. Articles of Incorporation. The Articles of Incorporation of ReliaStar as in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation.

Section 2.2. Bylaws. The Bylaws of ReliaStar as in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Corporation until altered, amended or repealed in accordance with their terms and as provided by the Articles of Incorporation of the Surviving Corporation.

Section 2.3 Directors and Officers. The directors and officers of ReliaStar in office at the Effective Time of the merger shall continue in office and shall constitute the directors and officers of the Surviving Corporation for the terms for which such persons have been elected and until their respective successors shall be elected or appointed and qualified.

ARTICLE III CAPITALIZATION

Section 3.1 Capitalization of the Surviving Corporation. All of the shares of capital stock of Northern which shall be issued and outstanding immediately prior to the Effective Time, by virtue of the merger and without any action on the part of the holder thereof, shall no longer be outstanding, be canceled and retired, and cease to exist, and each holder of a certificate representing any such shares of capital stock of Northern shall thereafter cease to have any rights with respect to such shares of capital stock of Northern.

ARTICLE IV MISCELLANEOUS

Section 4.1. Expenses. ReliaStar shall pay all expenses of the parties incurred in connection with the Merger.

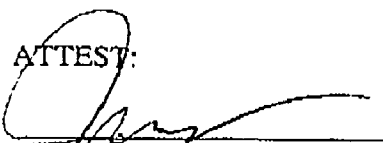
Section 4.2. Cooperation. Both Northern and ReliaStar shall take, or cause to be taken, all action or do or cause to be done, all things necessary, proper or advisable under the laws of the State of Minnesota and the State of Washington to consummate and effectuate the Merger, subject, however, to the appropriate vote or consent of the Board of Directors of each of Northern and ReliaStar in accordance with the requirements of the applicable provisions of the laws of the State of Minnesota and the State of Washington.

Section 4.3. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.


Section 4.4. Governing Law. This Agreement has been executed in, and shall be governed by and construed under the laws of the State of Minnesota, without regard to the conflict of laws principles thereof.

IN WITNESS WHEREOF, both Northern and ReliaStar have executed this Agreement as of the date first written above.

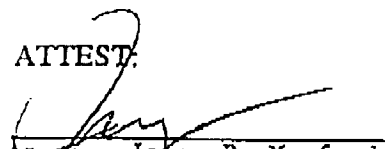
ATTEST:


Name: James R. Mumford
Its: Asst. Secretary

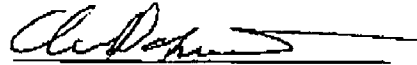
Northern Life Insurance Company

By: 
Name: Chris D. Schreier
Its: Senior Vice President and Chief
Financial Officer

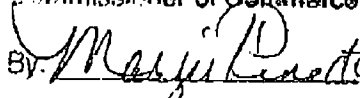
ATTEST:


Name: James R. Mumford
Its: Asst. Secretary


ReliaStar Life Insurance Company

By: 
Name: Chris D. Schreier
Its: Senior Vice President and Chief
Financial Officer

STATE OF MINNESOTA
DEPARTMENT OF COMMERCE
I hereby certify that this is a true
and complete copy of the document as
filed for record in this office.

Dated 9/19/02
Commissioner of Commerce
By: 

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

SEP 19 2002 


Secretary of State