

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Transamerica Life Insurance and Annuity Company		08/17/2005	CORPORATION: NORTH CAROLINA

**RECEIVING PARTY DATA**

Name:	Transamerica Life Insurance Company
Street Address:	4333 Edgewood Road NE
City:	Cedar Rapids
State/Country:	IOWA
Postal Code:	52499
Entity Type:	CORPORATION: IOWA

**PROPERTY NUMBERS Total: 22**

Property Type	Number	Word Mark
Registration Number:	2894433	CALCULADORA DE SOLUCIONES SENCILLAS
Registration Number:	2905651	EL RETIRO. PARA FACILITAR LA JORNADA.
Registration Number:	2902762	HOJA DE SOLUCIONES SENCILLAS
Registration Number:	2389427	MACH 10
Registration Number:	2123782	MACH 6
Serial Number:	78440380	POINT, CLICK & SAVE!
Registration Number:	1514831	PRIME INVESTOR
Registration Number:	2800071	RETIREMENT. A JOURNEY MADE SIMPLE.
Registration Number:	1513908	SECURE ADVANTAGE
Registration Number:	2483617	SECUREPATH ANNUITY
Registration Number:	2318668	SELECTMARK
Registration Number:	2898713	SIMPLE SOLUTIONS CALCULATOR

CH \$565.00 2894433

Registration Number:	2898712	SIMPLE SOLUTIONS WORKSHEET
Registration Number:	2902761	SU CUADERNO DE SOLUCIONES SENCILLAS
Registration Number:	2538689	THE BOOK: YOUR GUIDE TO SELLING RETIREMENT PLANS
Registration Number:	2397131	THE PLAN. BUILD IT. OWN IT.
Registration Number:	2656547	THE PLAN. SOLID RELATIONSHIPS, SOLID RESULTS.
Registration Number:	2372231	THE RETIREMENT PLAN SOLUTION THAT GIVES YOU MORE
Registration Number:	2885785	YOUR SIMPLE SOLUTIONS WORKBOOK
Registration Number:	2287697	SECUREVALUE
Registration Number:	1595684	MERIT-FLEX
Registration Number:	1592319	MERIT-SP

**CORRESPONDENCE DATA**

Fax Number: (626)577-8800  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (626) 795-9900  
Email: pto@cph.com  
Correspondent Name: Christie, Parker & Hale, LLP  
Address Line 1: P.O. Box 7068  
Address Line 4: Pasadena, CALIFORNIA 91109-7068

NAME OF SUBMITTER:	Michael J. MacDermott
Signature:	/Michael J. MacDermott/
Date:	11/07/2005

Total Attachments: 12  
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ARTICLES OF MERGER  
OF  
TRANSAMERICA LIFE INSURANCE COMPANY  
AN IOWA CORPORATION  
AND  
TRANSAMERICA LIFE INSURANCE AND ANNUITY COMPANY  
A NORTH CAROLINA CORPORATION

Pursuant to the provisions of Section 490.1107 of the Iowa Business Corporation Act and Section 55-11-07 of The North Carolina Business Corporation Act, Transamerica Life Insurance Company, an Iowa corporation ("TLIC"), hereby merges Transamerica Life Insurance and Annuity Company, a North Carolina corporation ("TALIAC") into TLIC on the following terms and conditions:

1. TLIC and TALIAC are hereby merged, with TLIC as the surviving company, in accordance with the terms of, and in the manner set forth in, the Plan of Merger attached hereto as Exhibit A and incorporated herein by reference.
2. The Plan of Merger was duly approved by resolution adopted by the Board of Directors and the Shareholders of TLIC. TLIC has outstanding 257,795 shares of Common Stock, par value \$10.00 per share. The outstanding Common Stock is owned as follows: 223,500 shares owned by AEGON USA, Inc.; 34,295 shares owned by TALIAC. TLIC has outstanding 42,500 shares of Preferred Stock, par value \$10.00 per share, all of which are owned by AEGON USA, Inc.
3. The Plan of Merger was duly approved by resolution adopted by the Board of Directors and Shareholder of TALIAC. TALIAC has outstanding 25,000 shares of Common Stock, par value \$100.00 per share, all of which are owned by Transamerica Occidental Life Insurance Company. There are no shares of any other class of capital stock of TALIAC outstanding.
4. These Articles of Merger shall be effective as of October 1, 2005.
5. The mailing address of the surviving foreign business corporation is 4333 Edgewood Road NE, Cedar Rapids, IA 52499. The surviving business corporation will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.

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CORPORATE SEAL  
Attest:

Craig D. Vermie  
Secretary

TRANSAMERICA LIFE  
INSURANCE COMPANY

By: Larry N. Norman  
President Date: 8-17-05

CORPORATE SEAL

Attest:  
Craig D. Vermie  
Secretary

TRANSAMERICA LIFE INSURANCE  
AND ANNUITY COMPANY

By: Brenda K. Clancy  
Executive Vice President Date: 8-17-05  
And Chief Operating Officer

STATE OF Iowa )  
COUNTY OF Linn ) ss

Aug. 17, 2005, personally appeared before me Larry N. Norman, who being by me first duly sworn, declared that he is the President of Transamerica Life Insurance Company that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Larry N. Norman  
Notary Public  
My Commission Expires: 4-8-2007

STATE OF Iowa )  
COUNTY OF Linn ) ss

Aug. 17, 2005, personally appeared before me Brenda K. Clancy, who being by me first duly sworn, declared that she is the Executive Vice President and Chief Operating Officer of Transamerica Life Insurance and Annuity Company, that she signed the foregoing document as Executive Vice President and Chief Operating Officer of the corporation, and that the statements therein contained are true.

(Notarial Seal or Stamp)

Brenda K. Clancy  
Notary Public  
My Commission Expires: 4-8-2007

**EXHIBIT A**

**PLAN OF MERGER  
OF  
TRANSAMERICA LIFE INSURANCE AND ANNUITY COMPANY  
A NORTH CAROLINA CORPORATION**

**INTO**

**TRANSAMERICA LIFE INSURANCE COMPANY  
AN IOWA CORPORATION**

1. The name of the corporation to be merged is Transamerica Life Insurance and Annuity Company ("TALIAC"), a North Carolina corporation incorporated on April 14, 1966. The name of the corporation into which TALIAC will merge is Transamerica Life Insurance Company ("TLIC"), an Iowa corporation incorporated on April 19, 1961 and authorized to transact insurance in the State of North Carolina.

2. TLIC has outstanding 257,795 shares of Common Stock, par value \$10.00 per share. The outstanding Common Stock is owned as follows: 223,500 shares owned by AEGON USA, Inc. ("AEGON"); 34,295 shares owned by TALIAC. TLIC has outstanding 42,500 shares of Preferred Stock, par value \$10.00 per share, all of which are owned by AEGON.

TALIAC has outstanding 25,000 shares of Common Stock, par value \$100.00 per share, all of which are owned by Transamerica Occidental Life Insurance Company ("TOLIC"). There are no shares of any other class of capital stock of TALIAC outstanding.

TLIC, TALIAC, TOLIC and AEGON are affiliated corporations within the same insurance holding company system.

3. The name of the surviving corporation shall be "Transamerica Life Insurance Company". The Articles of Incorporation of TLIC shall continue as the Articles of Incorporation of the surviving corporation. The Bylaws of TLIC shall continue as the Bylaws of the surviving corporation.

4. The officers and board of directors of TLIC shall continue in office until their successors are duly elected and qualified under the provisions of the Bylaws of TLIC.

5. TLIC will be the surviving corporation, governed by the laws of the State of Iowa.

6. The liabilities and obligations of TALIAC shall become liabilities and obligations of TLIC.

7. This Plan of Merger is intended to qualify as tax-free pursuant to Section 368(a)(1) of the Internal Revenue Code of 1986.

TALIAC stock shall be deemed cancelled by operation of law. In exchange for its agreement to merge TALIAC into TLIC, TOLIC shall receive TLIC Common Stock equal in value to the fair market value of the TALIAC stock that is deemed cancelled. In addition to the merger, TLIC's 223,500 shares of Common Stock that are owned by AEGON shall be exchanged for an equivalent fair market value of shares of a new non-voting class of TLIC Preferred Stock. As a result, TOLIC will own all outstanding shares of Common Stock of TLIC and AEGON will own all outstanding shares of Preferred Stock of TLIC.

8. The merger shall become effective October 1, 2005, or such later date when the necessary regulatory approvals have been obtained, including the approvals of the Iowa Insurance Division and the North Carolina Insurance Department.

CORPORATE SEAL

Attest:

[Signature]  
Craig D. Vermie  
Secretary

TRANSAMERICA LIFE  
INSURANCE COMPANY

By: [Signature]  
Larry N. Norman  
President Date: 8-17-05

CORPORATE SEAL

Attest:

[Signature]  
Craig D. Vermie  
Secretary

TRANSAMERICA LIFE INSURANCE  
AND ANNUITY COMPANY

By: [Signature]  
Brenda K. Clancy  
Executive Vice President and  
Chief Operating Officer Date: 8-17-05

STATE OF Iowa )  
COUNTY OF Linn ) ss

I, Larry N. Norman, a Notary Public, do hereby certify that on Aug. 17, 2005, personally appeared before me Larry N. Norman, who being by me first duly sworn, declared that he is the President of Transamerica Life Insurance Company that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

[Signature]  
Notary Public  
My Commission Expires: 4-8-2007

STATE OF Iowa )  
COUNTY OF Linn ) ss

I, Larry N. Norman, a Notary Public, do hereby certify that on Aug. 17, 2005, personally appeared before me Brenda K. Clancy, who being by me first duly sworn, declared that she is the Executive Vice President and Chief Operating Officer of Transamerica Life Insurance and Annuity Company that she signed the foregoing document as Executive Vice President and Chief Operating Officer of the corporation, and that the statements therein contained are true.

(Notarial Seal or Stamp)

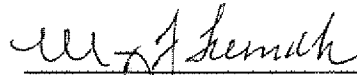
[Signature]  
Notary Public  
My Commission Expires: 4-8-2007

EXHIBIT B

CERTIFICATION

I, Mary J. Tresnak, being a duly elected Counsel of Transamerica Life Insurance and Annuity Company, do hereby certify that the North Carolina Department of Insurance has issued its approval of the Articles of Merger to which this Exhibit B is attached. The North Carolina Department of Insurance Approval, dated September 22, 2005, is attached to and made a part of this Certification.

Dated this 22<sup>nd</sup> day of September, 2005.



\_\_\_\_\_  
Mary J. Tresnak

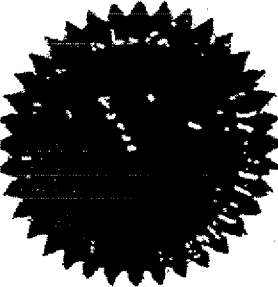
**North Carolina Department of Insurance  
Financial Analysis Division**

1203 Mall Service Center, Raleigh, NC 27699-1203 (919) 424-6264 fax (919) 715-7490

I, James E. Long, Commissioner of Insurance in and for the State of North Carolina, do hereby certify that I have examined the attached Articles of Merger of Transamerica Life Insurance And Annuity Company, a North Carolina corporation, with and into Transamerica Life Insurance Company, an Iowa corporation, with the surviving entity being Transamerica Life Insurance Company and find the same in conformity with the laws pertaining thereto and do hereby approve the said Articles of Merger to be effective as of October 1, 2005 and certify the same to the Secretary of State of the State of North Carolina.

In testimony whereof, I have hereunto set my hand and affixed my official seal at the city of Raleigh, this the 22nd day of September, 2005.

Commissioner of Insurance

By:  Brenda C. Young  
Brenda C. Young  
Corporate Records Administrator  
Financial Analysis Division



**SOSID:**

Date Filed: 9/22/2005 3:46:00 PM

Effective: 10/1/2005

Elaine F. Marshall

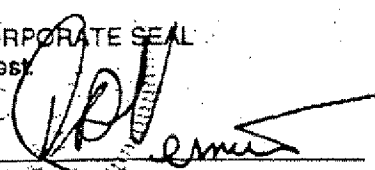
North Carolina Secretary of State

C200526500147


**ARTICLES OF MERGER**  
**OF**  
**TRANSAMERICA LIFE INSURANCE COMPANY**  
**AN IOWA CORPORATION**  
**AND**  
**TRANSAMERICA LIFE INSURANCE AND ANNUITY COMPANY**  
**A NORTH CAROLINA CORPORATION**

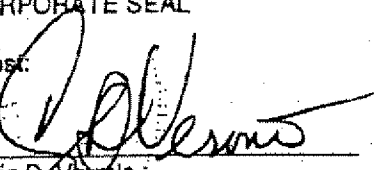
Pursuant to the provisions of Section 490.1107 of the Iowa Business Corporation Act and Section 55-11-07 of The North Carolina Business Corporation Act, Transamerica Life Insurance Company, an Iowa corporation ("TLIC"), hereby merges Transamerica Life Insurance and Annuity Company, a North Carolina corporation ("TALIAC") into TLIC on the following terms and conditions:

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3. The Plan of Merger was duly approved by resolution adopted by the Board of Directors and Shareholder of TALIAC. TALIAC has outstanding 25,000 shares of Common Stock, par value \$100.00 per share, all of which are owned by Transamerica Occidental Life Insurance Company. There are no shares of any other class of capital stock of TALIAC outstanding.
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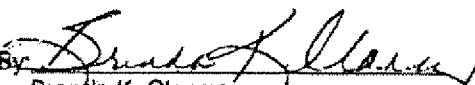
CORPORATE SEAL  
 Attest:  
  
 Craig D. Varnie  
 Secretary

TRANSAMERICA LIFE  
 INSURANCE COMPANY

By:   
 Larry N. Norman  
 President Date: 9-16-05

CORPORATE SEAL  
 Attest:  
  
 Craig D. Varnie  
 Secretary

TRANSAMERICA LIFE INSURANCE  
 AND ANNUITY COMPANY

By:   
 Brenda K. Clancy  
 Executive Vice President Date: 9-16-05  
 And Chief Operating Officer

STATE OF Iowa )  
 ) ss  
 COUNTY OF Linn )

Sept 16, 2005, W Ann Roby, a Notary Public, do hereby certify that on Sept 16, 2005, personally appeared before me Larry N. Norman, who being by me first duly sworn, declared that he is the President of Transamerica Life Insurance Company that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

W Ann Roby  
 Notary Public  
 My Commission Expires: 4-8-07

STATE OF Iowa )  
 ) ss  
 COUNTY OF Linn )

Sept 16, 2005, W Ann Roby, a Notary Public, do hereby certify that on Sept 16, 2005, personally appeared before me Brenda K. Clancy, who being by me first duly sworn, declared that she is the Executive Vice President and Chief Operating Officer of Transamerica Life Insurance and Annuity Company, that she signed the foregoing document as Executive Vice President and Chief Operating Officer of the corporation, and that the statements therein contained are true.

(Notarial Seal or Stamp)

W Ann Roby  
 Notary Public  
 My Commission Expires: 4-8-07

**EXHIBIT A**

**PLAN OF MERGER  
OF  
TRANSAMERICA LIFE INSURANCE AND ANNUITY COMPANY  
A NORTH CAROLINA CORPORATION**

**INTO**

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8. The merger shall become effective October 1, 2005, or such later date when the necessary regulatory approvals have been obtained, including the approvals of the Iowa Insurance Division and the North Carolina Insurance Department.



**COMMISSION CERTIFICATE OF APPROVAL**

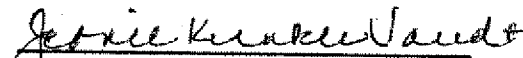
Pursuant to the relevant provisions of the Iowa Code, the undersigned commission approves the Articles of Merger between Transamerica Life Insurance Company, an Iowa corporation and Transamerica Life Insurance and Annuity Company, a North Carolina corporation, (adopted effective October 1, 2005).

SUSANE E. VOSS  
Iowa Commissioner of Insurance

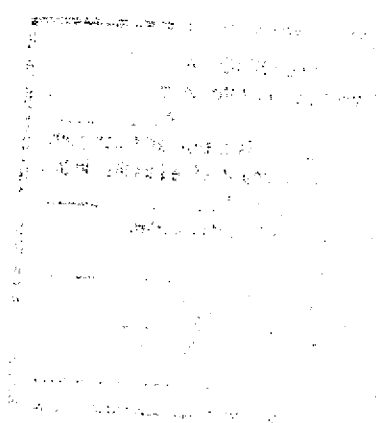
  
By: JAMES N. ARMSTRONG  
Deputy Commissioner of Insurance

Date: 9/27/05

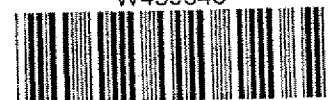
THOMAS J. MILLER  
Iowa Attorney General

  
By: JEANIE KUNKLE VAUDT  
Assistant Attorney General

Date: 9/27/5



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9-27-05  
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STATE OF IOWA  
Secretary of State Office

*C. 2417*

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning *27<sup>th</sup>* day of *September* ~~2005~~

DATED *September 27, 2005*

*Cheri L. Baker*  
Secretary of State

BY *Diane Burdette*  
11/05

