

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Transamerica Insurance Company		08/02/2004	CORPORATION: MISSOURI

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: 6

Property Type	Number	Word Mark
Registration Number:	2746646	CRITICALASSISTANCE SELECT
Registration Number:	2720563	SIGHT SELECT
Registration Number:	2494037	THE TOTAL SOLUTIONS PROVIDER
Registration Number:	2524147	TAC\$-ADVANTAGE
Registration Number:	2485750	TOTAL SOLUTIONS
Registration Number:	1493532	TAC- \$AVER

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

TRADEMARK

900042974

REEL: 003254 FRAME: 0407

CH \$165.00 2746646

ATTORNEY DOCKET NUMBER:	10.2/T489
NAME OF SUBMITTER:	Michael J. MacDermott
Signature:	/Michael J. MacDermott/
Date:	02/27/2006
Total Attachments: 4 source=T489 Articles of Merger#page1.tif source=T489 Articles of Merger#page2.tif source=T489 Articles of Merger#page3.tif source=T489 Articles of Merger#page4.tif	

SECRETARY OF STATE
IOWA

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ARTICLES OF MERGER
OF
TRANSAMERICA LIFE INSURANCE COMPANY
AN IOWA CORPORATION
AND
TRANSAMERICA ASSURANCE COMPANY
A MISSOURI CORPORATION

Pursuant to the provisions of Section 490.1107 of the Iowa Business Corporation Act and Section 351.458 of The General and Business Corporation Law of Missouri, Transamerica Life Insurance Company, an Iowa corporation ("TLIC"), hereby merges Transamerica Assurance Company, a Missouri corporation ("TAC") into TLIC on the following terms and conditions:

1. TLIC and TAC are hereby merged 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 approved by resolution adopted by the Boards of Directors of TLIC and TAC and by resolution adopted by the Shareholders of TLIC and TAC.
3. TAC has outstanding 25,000 shares of Common Stock, par value \$100.00 per share, all of which are owned by Transamerica Life Insurance and Annuity Company. There are no shares of any other class of capital stock of TAC outstanding.
4. TLIC has outstanding 223,500 shares of Common Stock, par value \$10.00 per share, and 42,500 shares of Preferred Stock, par value \$10.00 per share, all of which are owned by Transamerica Holding Company, LLC.

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CORPORATE SEAL
Attest:

[Signature]
Craig D. Vermie
Secretary

TRANSAMERICA LIFE
INSURANCE COMPANY

By: [Signature]
Larry N. Norman
President Date: 8/3/04

CORPORATE SEAL
Attest:

[Signature]
Craig D. Vermie
Secretary

TRANSAMERICA ASSURANCE
COMPANY

By: [Signature]
Alan Warrick
President Date: 8-2-04

STATE OF Texas)
COUNTY OF LINCOLN) ss

I, Alan Warrick, a Notary Public, do hereby certify that on Aug 3, 2004, 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: 11-8-07

STATE OF Arkansas)
COUNTY OF Pulaski) ss

I, Nancy M. Clark, a Notary Public, do hereby certify that on August 2, 2004, personally appeared before me Alan Warrick, who being by me first duly sworn, declared that he is the President of Transamerica Assurance Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal or Stamp)

[Signature]
Notary Public
My Commission Expires: 6-28-09

**PLAN OF MERGER
OF
TRANSAMERICA ASSURANCE CORPORATION
A MISSOURI CORPORATION**

INTO

**TRANSAMERICA LIFE INSURANCE COMPANY
AN IOWA CORPORATION**

1. The name of the corporation to be merged is Transamerica Assurance Company ("TAC"), a Missouri corporation incorporated on October 3, 1986. The name of the corporation into which TAC will merge is Transamerica Life Insurance Company ("TLIC"), an Iowa corporation incorporated on April 19, 1961.

2. TAC has 50,000 authorized shares of common stock at a par value of \$100.00 each, 25,000 of which are issued and outstanding and wholly-owned by Transamerica Life Insurance and Annuity Company ("TALIAC"). TLIC has 542,500 authorized shares of common stock, consisting of 500,000 shares of Common Stock and 42,500 shares of Preferred Stock, at a par value of \$10.00 each. Transamerica Holding Company, LLC ("THC") owns 100% (223,500 shares) of the issued and outstanding shares of Common Stock and 100% (42,500 shares) of the issued and outstanding shares of Preferred Stock of TLIC. TLIC, TAC, TALIAC and THC 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. TLIC appoints the Commissioner of Insurance of the State of Missouri to be the true and lawful attorney of TLIC in and for the State of Missouri, upon whom all lawful process in any action or proceeding against TLIC or TAC may be served. A copy of such process to be delivered to: General Counsel, Transamerica Life Insurance Company, 4333 Edgewood Road NE, Cedar Rapids, Iowa 52499.

6. This Plan of Merger is intended to be a tax-free merger of TAC with and into TLIC in a reorganization pursuant to Section 368(a)(1) of the Internal Revenue Code of 1986.

In exchange for its agreement to merge TAC into TLIC, TALIAC shall receive a proportionate number of TLIC shares equal in value to the fair market value of TAC relative to the fair market value of the combined TAC and TLIC companies. TAC stock shall be deemed cancelled by operation of law.

7. The merger shall become effective at the end of business on September 30, 2004, or such later date when the necessary regulatory approvals have been obtained, including the approvals of the Iowa Insurance Division and the Missouri Insurance Department.

CORPORATE SEAL

Attest:

[Signature]
Craig D. Vermie
Secretary

TRANSAMERICA LIFE
INSURANCE COMPANY

By: [Signature]
Larry N. Norman
President

Date: 8/3/04

CORPORATE SEAL

Attest:

[Signature]
Craig D. Vermie
Secretary

TRANSAMERICA ASSURANCE
COMPANY

By: [Signature]
Alan Warrick
President

Date: 8-2-04

STATE OF IOWA)
COUNTY OF LINCOLN) ss

1, Lee Anne Roby, a Notary Public, do hereby certify that on Aug. 3, 2004, 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: 4-8-07

STATE OF Arkansas)
COUNTY OF Pulaski) ss

1, Ganey M. Clark, a Notary Public, do hereby certify that on August 2, 2004, personally appeared before me Alan Warrick, who being by me first duly sworn, declared that he is the President of Transamerica Assurance Company that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal or Stamp)

[Signature]
Notary Public
My Commission Expires: 6/28/09

TAC/TLIC Merger.Articles of Merger.doc