

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2002

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Inter-State Assurance Company		04/02/2002	CORPORATION: IOWA

RECEIVING PARTY DATA

Name:	Protective Life Insurance Company
Street Address:	2801 Highway 280 South
City:	Birmingham
State/Country:	ALABAMA
Postal Code:	35223
Entity Type:	CORPORATION: TENNESSEE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2528050	LEGACY GUARD

CORRESPONDENCE DATA

Fax Number: (202)637-3593
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-383-0198
 Email: eteas@sablaw.com
 Correspondent Name: Elisabeth A. Langworthy-SutherlandAsbill
 Address Line 1: 1275 Pennsylvania Ave., NW
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20004-2415

ATTORNEY DOCKET NUMBER:	68651-0189
NAME OF SUBMITTER:	Elisabeth A. Langworthy
Signature:	/EALangworthy/

Date:

10/24/2006

Total Attachments: 20

source=DOC009#page1.tif
source=DOC009#page2.tif
source=DOC009#page3.tif
source=DOC009#page4.tif
source=DOC009#page5.tif
source=DOC009#page6.tif
source=DOC009#page7.tif
source=DOC009#page8.tif
source=DOC009#page9.tif
source=DOC009#page10.tif
source=DOC009#page11.tif
source=DOC009#page12.tif
source=DOC009#page13.tif
source=DOC009#page14.tif
source=DOC009#page15.tif
source=DOC009#page16.tif
source=DOC009#page17.tif
source=DOC009#page18.tif
source=DOC009#page19.tif
source=DOC009#page20.tif

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 04/25/2002
REQUEST NUMBER: 02115100

CHARTER/QUALIFICATION DATE: 08/18/1927
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0040872
JURISDICTION: TENNESSEE

TO:
PROTECTIVE LIFE INS. CO
2801 HIGHWAY 280 SO.
AT: TANNY GRAHAM
BIRMINGHAM, AL 35223

REQUESTED BY:
PROTECTIVE LIFE INS. CO
2801 HIGHWAY 280 SO.
AT: TANNY GRAHAM
BIRMINGHAM, AL 35223

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"PROTECTIVE LIFE INSURANCE COMPANY"

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
4489-1480	04/24/2002	OTHER	NAM DUR STK PRN OFC AGT INC MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 04/25/02

FEEES

FROM:
PROTECTIVE LIFE INSURANCE CO
BOX 2606
BIRMINGHAM, AL 35223-0000

RECEIVED: \$1,000.00 \$0.00
TOTAL PAYMENT RECEIVED: \$1,000.00

RECEIPT NUMBER: 00003072413
ACCOUNT NUMBER: 00005391



SS-4458

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

TRADEMARK
REEL: 003414 FRAME: 0514

FILED

**ARTICLES OF MERGER
OF
PROTECTIVE LIFE INSURANCE COMPANY
AND
INTER-STATE ASSURANCE COMPANY**

RECEIVED
STATE OF TENNESSEE
2002 APR 24 PM 1:03
FILED J. SWELL
SECRETARY OF STATE

Pursuant to TENN. CODE ANN. § 56-10-107 (1995) and Iowa Code § 490.1105, Protective Life Insurance Company ("Protective Life"), a Tennessee corporation, and Inter-State Assurance Company, an Iowa corporation ("Inter-State"), hereby execute the following Articles of Merger.

ARTICLE I

Attached as Exhibit 1 and incorporated herein by reference is the Agreement and Plan of Merger / Consolidation (the "Plan") of Protective Life and Inter-State. The respective Boards of Directors of Protective Life and Inter-State adopted the Plan on the 8th day of October, 2001.

ARTICLE II

The respective sole shareholder of each of Protective Life and Inter-State adopted the Plan on the 8th day of October, 2001, with Protective Life Corporation being the sole shareholder of Protective Life casting 5 million votes, the number of all of the issued and outstanding shares of Protective Life, in support of the Plan and 0 votes against the Plan; and with Protective Life being the sole shareholder of Inter-State casting 2 million votes, the number of all of the issued and outstanding shares of Inter-State, in support of the Plan and 0 votes against the Plan.

ARTICLE III

Protective Life is a Tennessee corporation; its Charter is filed in Davidson County, Tennessee. Inter-State is an Iowa corporation; its Articles of Incorporation are filed in Polk County, Iowa.

ARTICLE IV

The Plan and performance of its terms are duly authorized by all action required by the laws of the States of Tennessee and Iowa and by the Charter of Protective Life and the Articles of Incorporation of Inter-State.

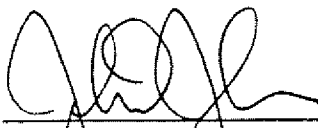
ARTICLE V

Provided these Articles of Merger shall have been filed with each of the Secretaries of State of the State of Tennessee and the Secretary of State of the State of Iowa, these Articles of Merger shall become effective on the 1st day of July, 2002.

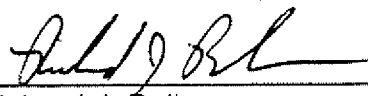
Dated as of this 2nd day of April, 2002.

PROTECTIVE LIFE INSURANCE COMPANY
"Protective Life"

INTERSTATE ASSURANCE COMPANY
"Inter-State"

BY: 

John D. Johns
President

BY: 

Richard J. Beilen
Vice President

AGREEMENT AND PLAN OF MERGER / CONSOLIDATION

This Agreement and Plan of Merger / Consolidation ("Plan") is made and entered into by and between Inter-State Assurance Company ("Inter-State"), an Iowa corporation, and Protective Life Insurance Company ("Protective"), a Tennessee corporation, sometimes hereinafter collectively referred to as "Merging Corporations".

WHEREAS, Inter-State is a corporation duly organized, existing, and in good standing under the laws of the State of Iowa with an authorized capital of 4,000,000 shares of no par value common stock ("Inter-State Common Stock"), of which 2,000,000 shares are issued and outstanding; and,

WHEREAS, Protective is a corporation duly organized, existing and in good standing under the laws of the State of Tennessee with an authorized capital of 5,000,000 shares of common stock at \$1 par value ("Protective Common Stock"), of which 5,000,000 million shares are issued and outstanding; and,

WHEREAS, Protective owns one hundred percent (100%) of the outstanding shares of Inter-State; and

WHEREAS, Each of Protective and Inter-State desires to merge, with Inter-State being the corporation to merge into Protective and Protective being the corporation to survive the merger;

NOW, THEREFORE, for and in consideration of the premises and of the covenants and agreements hereinafter set forth, the parties hereto covenant and agree that on the effective date (as hereinafter defined) of the merger, Inter-State shall be merged with and into Protective (the "Surviving Corporation"), which shall continue in existence and survive the merger and be governed by the laws of the State of Tennessee, and that the terms and conditions of the merger hereby agreed upon, the mode of carrying the same into effect, and the manner and basis of converting shares of common stock of the Merging Corporations are and shall be as hereinafter set forth.

This Plan shall be submitted for approval to each of the Board of Directors of Protective and the Board of Directors of Inter-State. Upon approval by each such respective Board of Directors, Protective and Inter-State shall, submit this Plan to a vote of the sole shareholder of each of Protective and Inter-State. Thereafter, pursuant to TENN. CODE ANN. § 56-10-104 and IOWA CODE § 521.3, each of Protective and Inter-State shall file this Plan with, and for approval by, each of the Commissioner of Insurance of the State of Tennessee and the Commission for Consolidation and Reinsurance of the State of Iowa (the "Commissioners"). If each of the Commissioners approve this Plan, the Articles of Merger shall be filed with the Secretary of State of the State of Tennessee, pursuant to TENN. CODE ANN § 56-10-107 ; and with the Secretary of State of the State of Iowa,

pursuant to IOWA CODE § 490.1105.

Effective Date of Merger. The effective date of the merger (the "Effective Date") shall be July 1, 2002.

Manner and Basis of Converting Shares. The manner and basis of converting shares of common stock of the Merging Corporations shall be as follows: On the Effective Date, all of the shares of Inter-State which are issued and outstanding shall automatically be canceled, and the stock certificate(s) representing such shares shall be delivered to Protective and destroyed. Each share of common stock of Protective that was issued and outstanding immediately prior to the Effective Date of the Merger shall remain issued and outstanding following the Effective Date.

Effect of Merger. On the Effective Date, the separate corporate existence of Inter-State shall cease; thereafter, Inter-State and Protective shall be a single corporation, which corporation shall be Protective. The corporate existence of Protective shall continue unaffected and unimpaired with all of its rights, powers, duties, purposes, franchises, and licenses as exist on the Effective Date.

Protective, as the Surviving Corporation, shall, without further act or deed, thereupon and thereafter own, possess, succeed to, and be vested with, all of the rights, privileges, powers and franchises, as well as of a public and private nature, and be subject to all the restrictions, disabilities, and duties of Inter-State. All property real, personal, and mixed, and assets of every kind and character belonging to Inter-State shall be deemed to be transferred to and vested in Protective without any further act or deed whatsoever. Commencing on the Effective Date, Protective shall be subject to and liable for all the liabilities, debts, and obligations of Inter-State; and any claim existing, or action or proceeding pending, by or against either Inter-State or Protective may be prosecuted to judgment as if the Merger had not taken place or Protective may be substituted in Inter-State's place. Neither the rights of creditors nor any liens upon the property of either Protective or Inter-State shall be impaired by such Merger.

Articles of Incorporation of the Surviving Corporation. The Merger will not cause any amendment of the Articles of Incorporation of Protective.

By-Laws of the Surviving Corporation. The Merger will not cause any amendment of the Bylaws of Protective.

Directors and Officers of the Surviving Corporation. The officers and board of directors of Protective shall continue in office until their successors are duly elected and qualified under the provisions of the Bylaws of the surviving corporation.

Further Assurances. Inter-State hereby agrees that, from time to time, as and when

required by Protective or by its successors and assigns, it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other actions as Protective may deem necessary or desirable in order to vest or perfect in or conform of record or otherwise to give to Protective title to and possession of all of the property, rights, privileges, immunities, franchises, debts and interests of every kind and character belonging to Inter-State and otherwise to carry out the intent and purpose of this Agreement.

No director, officer, agent or employee of either Protective or Inter-State will receive any fee, commission, compensation or other valuable consideration whatsoever for in any manner aiding, promoting, or assisting in the adoption or approval of this Plan.

Actions Taken by Shareholders. As soon as practicable, this Plan shall be duly submitted to shareholders of the Merging Corporations for the purpose of considering and acting upon this Agreement as required by law.

Termination. This Plan and the transactions contemplated hereby may be terminated by the Boards of Directors of the Merging Corporations at any time on or prior to the Effective Date whether before or after action thereon by the Board of Directors or the Shareholders of the Merging Corporations. In the event of such termination, this Plan and the transactions contemplated hereby shall become void and have no effect, without any liability on the part of either of the parties or their directors or officers or shareholders in respect of this Agreement.

Amendment. Anything herein or elsewhere to the contrary notwithstanding, to the extent permitted by law, this Agreement may be amended, supplemented, or interpreted at any time by action taken by the respective Boards of Directors of Merging Corporations, and in the case of an interpretation, the actions of such Boards of Directors shall be binding.

Binding Agreement. This Plan shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

Governing Law. This Plan shall be construed and interpreted in accordance with, and governed by, the laws of the State of Tennessee.

Counterparts. This Plan shall be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall be deemed one and the same Plan, and shall become binding on the parties hereto when one or more counterparts have been signed by each of the parties and delivered to the other party.

IN WITNESS WHEREOF, each of the parties hereto has caused this Plan to be executed on its behalf and its corporate seal to be hereunto affixed by its officers thereunto duly

authorized, all as of the 10th day of October, 2001.

INTER-STATE ASSURANCE COMPANY

By: *Richard J. Bielen*
Richard J. Bielen
Its: Vice President

ATTEST:

Mary McNamee

PROTECTIVE LIFE INSURANCE COMPANY

By: *Wayne E. Stuenkel*
Wayne E. Stuenkel
Its: Senior Vice President

ATTEST:

Jay M. Kyle

41598v3

Item 1

CERTIFICATE OF TRUE COPY

I, Deborah J. Long, Senior Vice President , Secretary and General Counsel of Protective Life Insurance Company ("Protective Life"), do hereby certify and affirm that the attached is a true and correct copy of a resolution adopted in accordance with TENN. CODE. ANN. § 56-10-103 and dated October 8, 2001, of the Board of Directors of Protective Life approving the Agreement and Plan of Merger Consolidation of Protective Life and Inter-State Assurance Company, and that the same remains in full force and effect.

AFFIANT: Deborah J. Long
Deborah J. Long
Senior Vice President, Secretary and
General Counsel
Protective Life Insurance Company

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said State and said county, hereby certify that Deborah J. Long, whose name is signed to the foregoing Certificate of True Copy, personally appeared before me on this day and that, being informed of the contents of said Certificate of True Copy, made oath that the above statement is true and that she executed the same voluntarily on the 7th day of November, 2001.

(SEAL)

Arita R. Hann
Notary Public

My Commission Expires: 10/19/02

UNANIMOUS WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
PROTECTIVE LIFE INSURANCE COMPANY

The undersigned, constituting all the members of the Board of Directors of Protective Life Insurance Company, a Tennessee corporation (herein called the "Company"), do hereby authorize and approve the corporate action set forth below as if unanimously adopted by resolution at a special meeting of the Board of Directors of the Company, duly called and held on the date set forth below:

WHEREAS, The Board deems it in the best interest of Protective Life Insurance Company (herein the "Company") to merge its wholly owned subsidiary, Inter-State Assurance Company ("Inter-State") with and into the Company.

RESOLVED, That the transaction in principle between the Company and Inter-State under which Inter-State will merge with and into the Company with the Company as the surviving corporation is hereby adopted and approved; and

RESOLVED FURTHER, That the Agreement and Plan of Merger/Consolidation (herein the "Plan") in the form attached hereto as Exhibit A, between the Company and Inter-State, whereby Inter-State will merge with and into the Company effective July 1, 2002, such that the Company will be the surviving corporation possessing all of the rights and obligations of Inter-State and Inter-State will cease to exist, is hereby adopted and approved; and

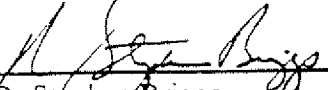
RESOLVED FURTHER, That the appropriate officers of the Company be, and each of them is, authorized and empowered to take all such further action and to execute and deliver all such further instruments and documents, in the name and on behalf of the Company and under its corporate seal or otherwise, as in their judgment may be necessary or advisable in order to carry out the intent and purposes of the above resolutions; and

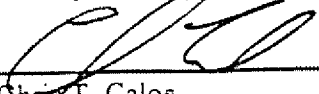
RESOLVED FURTHER, That any and all actions and things heretofore taken or done by any officer or agent of the Company in the name of the Company, in furtherance of the transaction authorized and approved pursuant to these resolutions, is hereby ratified, affirmed and approved.


RESOLVED FURTHER, That the Plan be submitted to a vote of the sole shareholder of the Company.

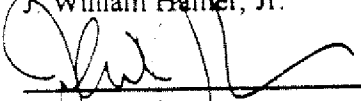
IN WITNESS WHEREOF, this Unanimous Written Consent, in accordance with the Bylaws of the Company, is executed by the undersigned members of the Board of Directors of the Company the 8th day of October, 2001, and is to be placed with the minutes of proceedings of the Company and the above resolutions are to be as fully effective as if enacted at a special meeting of the Board of Directors duly called and held.

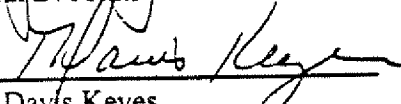

Richard J. Bielen


R. Stephen Briggs

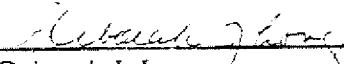

Chris T. Calos

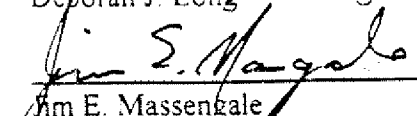

J. William Hamer, Jr.

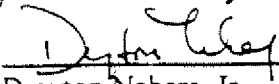

John D. Johns


T. Davis Keyes

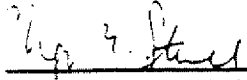

Carolyn King

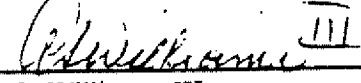

Deborah J. Long


Jim E. Massengale


Drayton Nabers, Jr.


Steven A. Schultz


Wayne E. Stuenkel


A. S. Williams, III

42736, 11.11.11

CERTIFICATE OF TRUE COPY

I, Deborah J. Long, Vice President, Secretary and General Counsel of Inter-State Assurance Company ("Inter-State"), do hereby certify and affirm that the attached is a true and correct copy of a resolution adopted in accordance with TENN. CODE. ANN. § 56-10-103 and dated October 8, 2001, of the Board of Directors of Inter-State approving the Agreement and Plan of Merger of Consolidation Protective Life Insurance Company and Inter-state, and that the same remains in full force and effect.

AFFIANT: Deborah J. Long
Deborah J. Long
Vice President, Secretary, and
General Counsel
Inter-State Assurance Company

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said State and said county, hereby certify that Deborah J. Long, whose name is signed to the foregoing Certificate of True Copy, personally appeared before me on this day and that, being informed of the contents of said Certificate of True Copy, made oath that the above statement is true and that she executed the same voluntarily on the 7th day of November, 2001.

(SEAL)

Janice R. Hann
Notary Public

My Commission Expires: 10/9/02

UNANIMOUS WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
INTER-STATE ASSURANCE COMPANY

The undersigned, being all of the members of the Board of Directors of Inter-State Assurance Company, an Iowa company (the "Company"), do hereby authorize and approve the corporate actions set forth below as if unanimously adopted by resolution at a special meeting of the Board of Directors of the Company, duly called and held on the date set forth below:

WHEREAS, The Board deems it in the best interest of Inter-State Assurance Company (herein the "Company") to merge with and into its immediate parent Protective Life Insurance Company ("Protective Life");

RESOLVED THEREFORE, That the transaction in principle between the Company and Protective Life under which the Company will merge with and into Protective Life, with Protective Life as the surviving corporation is hereby confirmed and approved; and

RESOLVED FURTHER, That the Agreement and Plan of Merger/Consolidation (herein the "Plan") in the form attached hereto as Exhibit A, between the Company and Protective Life, whereby the Company will merge with and into Protective Life effective July 1, 2002, such that Protective Life will be the surviving corporation possessing all of the rights and obligations of the Company and the Company will cease to exist, is hereby adopted and approved; and

RESOLVED FURTHER, That the appropriate officers of the Company be, and each of them is, authorized and empowered to take all such further action and to execute and deliver all such further instruments and documents, in the name and on behalf of the Company and under its corporate seal or otherwise, as in their judgment may be necessary or advisable in order to carry out the intent and purposes of the above resolutions; and

RESOLVED FURTHER, That any and all actions and things heretofore taken or done by any officer or agent of the Company in the name of the Company, in furtherance of the transaction authorized and approved pursuant to these resolutions, is hereby ratified, affirmed and approved.

RESOLVED FURTHER, That the Plan be submitted to a vote of the sole shareholder of the Company.

IN WITNESS WHEREOF, this Unanimous Written Consent has been signed by the undersigned members of the Board of Directors of the Company as of the 8th day of October, 2001, and is to be placed with the minutes of proceedings of the Company and the above resolutions are to be as fully effective as if enacted at a special meeting of the Board of Directors duly called and held.

Richard J. Biefen

Richard J. Biefen

Deborah J. Long

Deborah J. Long

R. Stephen Briggs

R. Stephen Briggs

Jim E. Massengale

Jim E. Massengale

Chris Calos

Chris Calos

Drayton Nabers, Jr.

Drayton Nabers, Jr.

J. William Hamer, Jr.

J. William Hamer, Jr.

Steven A. Schultz

Steven A. Schultz

John D. Johns

John D. Johns

Wayne E. Stuenkel

Wayne E. Stuenkel

T. Davis Keyes

T. Davis Keyes

A. S. Williams, III

A. S. Williams, III

Carolyn King

Carolyn King

**BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE
OF THE STATE OF TENNESSEE**

IN THE MATTER OF:)
) **No.: 01-76**
THE MERGER OF)
PROTECTIVE LIFE INSURANCE COMPANY AND)
INTER-STATE ASSURANCE COMPANY)

ORDER APPROVING PLAN OF MERGER

This matter came to be heard on January 3, 2002, before G. Everett Sinor, Jr., the Assistant Commissioner for the Insurance Division of the Department of Commerce and Insurance, as Hearing Officer sitting for the Commissioner of the Tennessee Department of Commerce and Insurance in Nashville, Tennessee. John F. Morris, Staff Attorney, Department of Commerce and Insurance, represented the Insurance Division. Also appearing on behalf of the Insurance Division was Bill Hosea, Director of the Financial Affairs Section of the Insurance Division, and Bob Ribe, Lead Analyst for the Analytical Section of the Insurance Division. Robins H. Ledyard and T. Stephen C. Taylor of Bass, Berry & Sims, PLC, appeared on behalf of both Protective Life Insurance Company, and Inter-State Assurance Company. The Hearing Officer was counseled by Robert E. Moore, Jr., Deputy General Counsel for the Insurance Division. No other persons were present at the hearing.

The subject of this hearing was the plan of merger of Inter-State Assurance Company into Protective Life Insurance Company. After consideration of the argument of counsel and the record in this matter, it is the determination of the Hearing Officer that the plan of merger of Inter-State Assurance Company into Protective Life Insurance

Company should be approved. This decision is based upon the following findings of fact and conclusions of law.

FINDINGS OF FACT

1. Protective Life Insurance Company (hereinafter referred to as "Protective") is a Tennessee domestic insurance company. Protective's principal place of business is 2801 Highway 280, South, Birmingham, Alabama 35223.

2. Inter-State Assurance Company (hereinafter referred to as "Inter-State") is an Iowa domestic insurance company. Inter-State's principal place of business is located at 4200 University Avenue, Des Moines, Iowa 50266.

3. The proposed merger, as filed with the Department, calls for Inter-State to merge with and into Protective with Protective being the surviving entity. On and after the effective date of the merger, Protective will continue to be a Tennessee domestic insurance company, and be subject to and governed by the laws of the State of Tennessee as a Tennessee life insurance company.

4. The proposed plan of merger was adopted by the Board of Directors of both companies on October 8, 2001, as required by Tenn. Code Ann. § 56-10-103, and was submitted to the Department on November 8, 2001. The constituent companies have filed with the Commissioner all of the materials contemplated and required for such mergers by Tenn. Code Ann. § 56-10-104.

5. Notices of the public hearing upon the proposed merger were published in newspapers having general circulation in the city wherein are located the principal offices of each corporation which is a party to the merger once a week for two successive weeks,

the last publication of such notice having been not more than two weeks prior to the date of the public hearing, as required by Tenn. Code Ann. § 56-10-104(b)(2).

6. Written notice of the public hearing was mailed to stockholders of the constituent companies at least ten (10) days prior to the date of the public hearing, as required by Tenn. Code Ann. § 56-10-104(b)(2).

7. The plan, if effected, will not tend to affect adversely the financial stability, management, general capacity or intention to continue the safe and prudent transaction of insurance business of Protective, a domestic insurance company which is a party to the plan.

8. The fulfillment of the plan will not affect either the contractual obligations of Protective, a domestic insurance company which is a party to the plan, to its policyholders, or the ability and tendency of such company to render service to its policyholders in the future.

9. The terms and conditions of the plan are consistent with the law and are fair and reasonable.

CONCLUSIONS OF LAW

1. Tenn. Code Ann. § 56-10-104(c) states that the Commissioner shall issue a written order approving a plan of merger upon finding that:

- (1) The plan, including any modifications approved by the majority of the whole board of directors of each company which is a party to the plan, if effected, will not tend to affect adversely the financial stability, management, general capacity, or intention to continue the safe and

prudent transaction of insurance business of any domestic insurance company which is a party to the plan;

(2) The fulfillment of the plan will not affect either the contractual obligations of any domestic insurance company which is a party to the plan to its policyholders, or the ability and tendency of such company to render service to its policyholders in the future; and

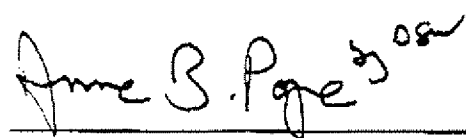
(3) The terms and conditions of the plan are consistent with law and are fair and reasonable.

2. Applying the standards set forth in Tenn. Code Ann. § 56-10-104 to the proposed transaction, as established by the filings made with the Department, as well as the testimony and exhibits presented at the hearing, the Findings of Fact contained herein, and the record taken as a whole, the proposed transaction meets the statutory standards for approval by the Commissioner of Commerce and Insurance.

ORDER

Accordingly, based upon the above findings of fact and conclusions of law, it is hereby **ORDERED** that the plan of merger of Inter-State Assurance Company with and into Protective Life Insurance Company is **APPROVED**.

ENTERED this the 9th day of January, 2002.



Anne B. Pope, Commissioner
State of Tennessee
Department of Commerce and Insurance

APPROVED FOR ENTRY:



John F. Morris (BPR# 019144)

Staff Attorney

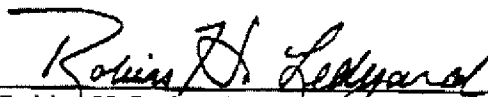
Tennessee Department of Commerce and Insurance

312 Eighth Avenue, North

William R. Snodgrass Tower, Twenty-Fifth Floor

Nashville, Tennessee 37243

615 741 2199



Robin H. Ledyard (BPR# 003567)

T. Stephen C. Taylor (BPR# 018921)

Bass Berry & Sims, PLC

315 Deadrick Street, Suite 2700

Nashville, Tennessee 37238

615 742-6259

Attorneys for the Protective Life Insurance Company
and Inter-State Assurance Company

TRADEMARK

REEL: 003414 FRAME: 0531

BEFORE THE INSURANCE COMMISSIONER AND THE ATTORNEY GENERAL
FOR THE STATE OF IOWA

In the matter of the application of)	
PROTECTIVE LIFE INSURANCE)	
COMPANY for approval of an)	AMENDED ORDER
"Plan of Merger" with INTER-STATE)	Iowa Code § 521.8
ASSURANCE COMPANY)	

I. BACKGROUND

Pursuant to Iowa Code § 521.2 (2001), an application for approval of an "Agreement and Plan of Merger/Consolidation" between PROTECTIVE LIFE INSURANCE COMPANY (hereinafter referred to as "Protective") and INTER-STATE ASSURANCE COMPANY (hereinafter, "Inter-State") was heard by the undersigned commission on December 3, 2001. The Commission reviewed the "Agreement and Plan of Merger/Consolidation," copies of shareholder resolutions approving the merger, annual statements for each company for the year ending December 31, 2000, rating reports for Protective from four rating agencies and proposed articles of merger.

The commission also took notice of the fact that both Protective and Inter-State are licensed and in good standing with the Iowa Insurance Division, and that current financial statements for each are on file with the division.

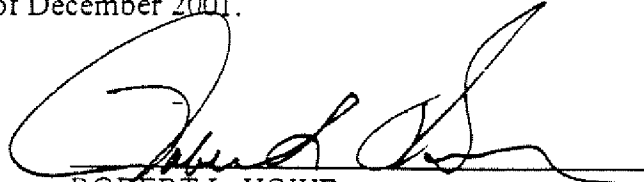
II. FINDINGS

The Commission finds as follows: The "Agreement and Plan of Merger/Consolidation," to be effective July 1, 2002, provides that Protective, which owns 100% of Inter-State's stock, will be the surviving corporation. The agreement further provides that the surviving corporation will assume and be responsible for all "liabilities, debts and obligations of Inter-State." (page 2) The legal effect of the merger and the contractual language cited above will effectively move responsibility for the policies of Inter-State to Protective without diminishing policyholder contract rights. Also, because Protective is in good standing with the Iowa Insurance Division -- with adequate reserves -- assumption of these contract responsibilities should not adversely impact either Protective or its policyholders. No reasonable objection to the application exists.

III. CONCLUSION

The Commission concludes the "Agreement and Plan of Merger/Consolidation" properly protects policyholders of both Inter-State and Protective, and should be approved, pending the approval of Articles of Merger and their filing with the Iowa Secretary of State.

It is so ORDERED this 6th day of December 2001.



ROBERT L. HOWE
Deputy Commissioner of Insurance



SCOTT M. GALENBECK
Assistant Attorney General

Copy to:

Dolores Grissom
Legal Assistant
Protective Life Corporation
P.O. Box 2606
Birmingham, Alabama 35202

Or-Protective-Inter-State (521 '01)