

11-27-2007

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



RECOF
TR

103464541

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

11.26.07

1. Name of conveying party(ies):

Empire General Life Assurance Corporation

- Individual(s)
- General Partnership
- Corporation- State: Tennessee
- Other

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) October 19, 2006

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Protective Life Insurance Company

Internal

Address:

Street Address: 2801 Hwy 280 South

City: Birmingham

State: Alabama

Country: USA Zip: 35223

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,765,429; 2,789,572; 2,790,660

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Rapid Term; Insta Term; IQI Internet Quick Issue

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Eugene A. Beatty

Internal Address: Protective Life Corporation
3-4 Legal

Street Address: 2801 Hwy 280 South

City: Birmingham

State: Alabama Zip: 35223

Phone Number: 205-268-3013

Fax Number: 205-268-3597

Email Address: gene.beatty@protective.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

- a. Credit Card Last 4 Numbers _____
Expiration Date _____
- b. Deposit Account Number 11/26/2007 MJAMA1 00000002 2765429
Authorized User 01 FC:8521
02 NA:18522

9. Signature:

Eugene A. Beatty
Signature
Name of Person Signing

11-16-07
Date

Total number of pages including cover sheet, attachments, and document: 17

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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

IN THE MATTER OF:

**THE MERGER OF
EMPIRE GENERAL LIFE ASSURANCE CORPORATION
WITH AND INTO
PROTECTIVE LIFE INSURANCE COMPANY**

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)
)

No.: 06-101

ORDER APPROVING PLAN OF MERGER

On the 30th day of August, 2006, a hearing was held before the Commissioner of Commerce and Insurance (herein referred to as "Commissioner") to consider the Agreement and Plan of Merger filed by Protective Life Insurance Company, to merge Empire General Life Assurance Corporation with and into Protective Life Insurance Company, both Tennessee domiciled insurance companies. John F. Morris, Deputy Commissioner of Commerce and Insurance, heard the matter.

These Findings of Fact and Conclusions of Law issue as a result of such filing:

FINDINGS OF FACT

1. Protective Life Insurance Company (herein referred to as "Protective") is a Tennessee domestic insurance company duly authorized to transact insurance business in Tennessee. Protective's principal place of business is 1620 Westgate Circle, Suite 200, Brentwood, Tennessee 37027-8035.

2. Empire General Life Assurance Corporation (herein referred to as "Empire General") is a Tennessee domestic insurance company duly authorized to transact insurance business in Tennessee. Empire General's principal place of business is 1620 Westgate Circle, Suite 200, Brentwood, Tennessee 37027-8035.

3. Empire General is a wholly owned subsidiary of Protective, and Protective is a wholly owned subsidiary of Protective Life Corporation, a corporation organized under the laws of the State of Delaware (hereinafter referred to as "Protective Life").

4. The proposed plan of merger, as filed with the Department of Commerce and Insurance (hereinafter referred to as "Department"), calls for Empire General to merge with and into Protective, with Protective being the surviving entity.

5. On and after the effective date of the merger, Protective will continue be a wholly owned subsidiary of Protective Life and will continue to operate as a Tennessee insurance company and be subject to and governed by the laws of the State of Tennessee as such.

6. The constituent companies have filed with the Commissioner all of the materials contemplated and required for the proposed acquisition by Tenn. Code Ann. § 56-10-104.

7. The plan of merger 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, the Tennessee domestic insurance company which is a party to the plan.

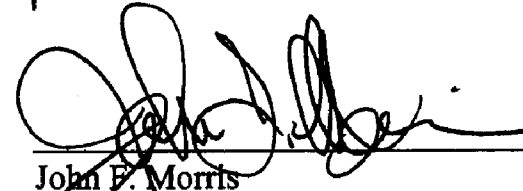
8. The fulfillment of the plan of merger will not affect either the contractual obligations of Protective, the Tennessee domestic insurance company which is a party to the plan to its policyholders, or the ability or tendency of Protective to render service to its policyholders in the future.

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

ORDER

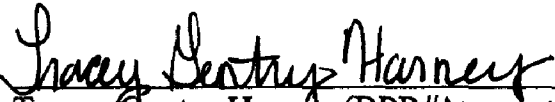
Accordingly, based upon the above Findings of Fact and Conclusions of Law, it is hereby **ORDERED** that the plan of merger filed by Protective Life Insurance Company to merge Empire General Life Assurance Corporation with and into Protective Life Insurance Company is **APPROVED**.


ENTERED this the 6th day of September, 2006.



John F. Morris
Deputy Commissioner
Department of Commerce and Insurance

APPROVED FOR ENTRY:


Tracey Gentry Harney (BPR# 022829)
Department of Commerce and Insurance
Davy Crockett Tower, Twelfth Floor
500 James Robertson Parkway
Nashville, Tennessee 37243
(615) 741-0349
Attorney for the Insurance Division


Robins H. Ledyard (BPR# 003667)
Bass, Berry & Sims, PLC
AmSouth Center
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-3001
(615) 742-6259
Attorney for Protective Life Insurance
Company and Empire General Life
Assurance Corporation



STATE OF TENNESSEE
DEPARTMENT OF COMMERCE AND INSURANCE

Insurance Division
500 James Robertson Parkway, 4th Floor
Nashville, Tennessee 37243
(615) 741-2176

I, Paula A. Flowers, Commissioner of Commerce and Insurance of the State of Tennessee, do hereby certify that the attached document is a true and correct copy of the Order Approving Plan of Merger filed by Protective Life Insurance Company to merge Empire General Life Assurance Corporation with and into Protective Life Insurance Company that was entered by this Department on September 6, 2006.

In Witness Whereof, I have hereunto
subscribed my hand and affixed my official
Seal, at Nashville, Tennessee this 22nd
day of September, 2006.

Paula A. Flowers

Commissioner of Commerce and Insurance

By:

Larry C. Knight, Jr.

Assistant Commissioner for Insurance



Official Seal

IN-0224

TRADEMARK
REEL: 003690 FRAME: 0466

ISSUANCE DATE: 11/17/2006
REQUEST NUMBER: 06321159

Secretary of State
Division of Business Services

312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

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

TO:
PROTECTIVE LIFE CORP.
2801 HIGHWAY 280 SO.
BIRMINGHAM, AL 35223

REQUESTED BY:
PROTECTIVE LIFE CORP.
2801 HIGHWAY 280 SO.
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
5886-1187	11/03/2006	MERGER	NAM DUR STK PRN OFC AGT INC MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 11/17/06

FEEES

RECEIVED: \$1,200.00 \$0.00

TOTAL PAYMENT RECEIVED: \$1,200.00

RECEIPT NUMBER: 00004051173
ACCOUNT NUMBER: 00466637

FROM:
PROTECTIVE LIFE INSURANCE COMPANY
PO BOX 2606
BIRMINGHAM, AL 35202-2606



RILEY C. DARNELL
SECRETARY OF STATE
TRADEMARK

REEL: 003690 FRAME: 0467



RECEIVED
SECRETARY OF STATE
2006 NOV -3 AM 10:10
SECRETARY OF STATE

**ARTICLES OF MERGER
OF
PROTECTIVE LIFE INSURANCE COMPANY
AND
EMPIRE GENERAL LIFE ASSURANCE CORPORATION**

5886.1187

Pursuant to TENN. CODE ANN. 56-10-107, Protective Life Insurance Company ("Protective Life"), a Tennessee corporation, and Empire General Life Assurance Corporation, a Tennessee corporation ("Empire General"), 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 (the "Plan") of Protective Life and Empire General. The respective Boards of Directors of Protective Life and Empire General adopted the Plan on June 30, 2006.

ARTICLE II

The respective sole shareholder of each of Protective Life and Empire General adopted the Plan on October 12, 2006, with Protective Life Corporation being the sole shareholder of Protective Life casting 5,000,000 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 Empire General casting 2,500,000 votes, the number of all of the issued and outstanding shares of Empire General, 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. Empire General is a Tennessee corporation; its Charter is filed in Davidson County, Tennessee.

ARTICLE IV

The Plan and performance of its terms are duly authorized by all action required by the laws of the State of Tennessee and by the Charter of Protective Life and the Charter of Empire General.

ARTICLE V


Provided these Articles of Merger shall have been filed with the Secretary of State of the State of Tennessee and the clerk of Davidson County, Tennessee where Protective and Empire General maintain their principal place of business, these Articles of Merger shall become effective on the 1st day January of 2007.


5886.1188

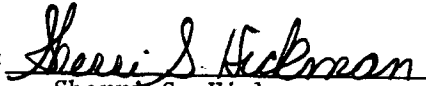
Dated as of this 19th day of October, 2006.

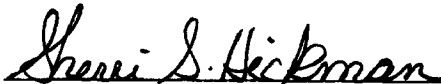
PROTECTIVE LIFE INSURANCE COMPANY

EMPIRE GENERAL LIFE ASSURANCE CORPORATION

BY: 
Richard J. Bielen
Executive Vice President,
Chief Investment Officer and
Treasurer

BY: 
Gary Corsi
Executive Vice President and
Chief Financial Officer

BY: 
Sherri S. Hickman
Assistant Secretary

BY: 
Sherri S. Hickman
Assistant Secretary

APPROVED

66227v1

This 31 day of oct. 20 06

The Department of
Commerce and Insurance
STATE OF TENNESSEE

By 
Assistant Commissioner for Insurance

TRADEMARK

REEL: 003690 FRAME: 0469

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), is entered into on this the 30th day of June, 2006, by and between PROTECTIVE LIFE INSURANCE COMPANY, a Tennessee life insurance corporation with its home office in Tennessee located at 1620 Westgate Circle, Suite 200, Brentwood, Tennessee 37027-8035 (hereinafter sometimes referred to as "Protective Life" or the "Surviving Corporation"), and EMPIRE GENERAL LIFE ASSURANCE CORPORATION, a Tennessee life insurance corporation with its home office in Tennessee located at 1620 Westgate Circle, Suite 200, Brentwood, Tennessee 37027-8035, (hereinafter sometimes referred to as "Empire General") (said life insurance corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations").

5886.1189

RECITALS

1. Empire General is a corporation duly organized, existing and in good standing under the laws of the State of Tennessee, having been originally incorporated on January 1, 1926, and has on the date hereof an authorized capital of 5,407,129 shares of common stock at \$1 par value per share, of which 2,500,000 shares are issued and outstanding, all of which shares are owned legally and beneficially by Protective Life Insurance Company.

2. Protective Life is a corporation duly organized, existing and in good standing under the laws of the State of Tennessee, having been originally incorporated on July 24, 1907, and has on the date hereof an authorized capital of 5,000,000 shares of common stock at \$1 par value per share, of which 5,000,000 shares are issued and outstanding, all of which shares are owned legally and beneficially by Protective Life Corporation (hereinafter referred to as "PLC").

3. The Board of Directors of each of the Constituent Corporations deems it advisable and in the best interest of said corporations that Empire General be merged into Protective Life as provided herein and has approved this Agreement.

In consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Tennessee, do hereby agree as follows:

1. Merger. Empire General shall be merged with and into Protective Life pursuant to the laws of the State of Tennessee and the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986. On and after the effective date of this contemplated merger:

(a) Protective Life shall be the Surviving Corporation and shall continue to exist as a domestic stock life insurance company under the laws of the State of Tennessee. As the Surviving Corporation, Protective Life shall possess all rights, privileges, powers, franchises, and immunities of a public as well as of a private nature and be subject to all the liabilities and duties of each of the Constituent Corporations so merged, and all, and singular, of the rights, privileges, powers, franchises, and immunities of each of the Constituent Corporations and all property, real, personal, and mixed, and all debts owing on whatever account and all other things in action of or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation without further act or deed. All property, rights, privileges, powers, franchises, and immunities and all and every other interest shall be thereafter the property of the Surviving Corporation as effectually as they were of each of the respective Constituent Corporations. In particular, without limiting the foregoing, each separate account duly established by each of the Constituent Corporations prior to the effective date of the contemplated merger shall, on and after the effective date of the contemplated merger, be a duly established separate account of the Surviving Corporation as though it had been originally established by the Surviving Corporation. However, all rights of creditors and all liens upon the property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by the lien at the time of the merger. All debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by it.

(b) Empire General, as a Constituent Corporation, pursuant to the Tennessee Insurance Code, shall cease to exist, and its property and obligations shall become the property and obligations of Protective Life as the Surviving Corporation.

2. Name and State of Domicile of Surviving Corporation. Upon the effectiveness of the merger, the name of the Surviving Corporation shall remain Protective Life Insurance Company and the state of domicile shall remain the State of Tennessee.

3. Charter, Bylaws. The Charter, as amended and Bylaws, as amended of Protective Life shall continue as the Charter and Bylaws of the Surviving Corporation.

4. Directors. The members of the Board of Directors of Protective Life shall be the members of the Board of Directors of the Surviving Corporation until their successors are duly elected and qualified under the Bylaws of the Surviving Corporation.

5. Shares of Survivor. Each share of the common stock of Protective Life outstanding on the effective date of the merger shall thereupon, without further action, be one share of the common stock of the Surviving Corporation, without the issuance or exchange of new shares or share certificates, and no additional shares of the Surviving Corporation shall be issued.

6. Cancellation of Empire General Shares. All authorized and outstanding shares of the common stock of Empire General, such shares being owned in their entirety by Protective Life, and all rights in respect thereof, shall be cancelled forthwith on the effective date of the merger, and the certificates representing such shares shall be surrendered and cancelled, and no shares of the Surviving Corporation shall be issued in lieu thereof.

7. Approvals. This Agreement shall be submitted for adoption or approval to (i) the Sole Shareholder of Empire General, (ii) the Sole Shareholder of Protective Life, (iii) the Insurance Commissioner for the State of Tennessee, and (iv) the insurance regulatory authorities of other states, if any, which may require such submission. If and when all such required adoptions and approvals are obtained, the officers of each of the Constituent Corporations shall, and are hereby authorized and directed to, perform all such further acts, and execute and deliver to the proper authorities for filing all documents, as may be necessary or proper to render effective the merger contemplated by this Agreement.

8. Abandonment of Agreement. Notwithstanding any of the provisions of this Agreement, the Board of Directors of Protective Life or Empire General, at any time before or after approval by shareholders of either or both corporation, and prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein; in which case this Agreement shall thereby be cancelled and become null and void.

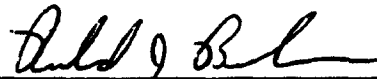
9. Effective Date and Time. The effective date and time for the merger contemplated herein shall be at the close of the business day on the date on which all filings required in the State of Tennessee to effect the proposed merger have been completed, or January 1, 2007, whichever date is later.

IN WITNESS WHEREOF, the Board of Directors of each of the Constituent Corporation, pursuant to a resolution unanimously adopted by written consent has caused this Agreement to be executed as of the day and year first above written.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement to be executed in their corporate names by their respective officers this 30th day of June, 2006.

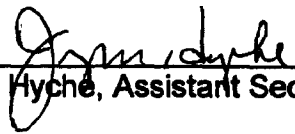
PROTECTIVE LIFE INSURANCE COMPANY

(SEAL)

By: 
Richard J. Bielen
Senior Vice President, Chief Investment Officer
and Treasurer

5886.1192

ATTEST:

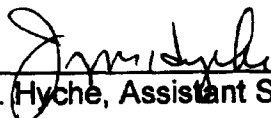

Jerry M. Hyche, Assistant Secretary

EMPIRE GENERAL LIFE ASSURANCE CORPORATION

(SEAL)

By: 
Allen W. Ritchie
Executive Vice President and
Chief Financial Officer

ATTEST:


Jerry M. Hyche, Assistant Secretary

ACKNOWLEDGMENT

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned, a Notary Public, within and for the county and state aforesaid, do hereby certify that on this 30th day of June, 2006, personally appeared before me Richard Joseph Bielen and Jerry M. Hyche, who, being by me first duly sworn, declared that they are the Senior Vice President and Chief Investment Officer and Treasurer and Assistant Secretary, respectively, of Protective Life Insurance Company, that they signed the foregoing document as Senior Vice President, Chief Investment Officer and Treasurer and Assistant Secretary, respectively, of said Company, and that the statements therein contained are true.

5886.1193

Mary Anne Schultz
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES MAY 31, 2010

ACKNOWLEDGMENT

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned, a Notary Public, within and for the county and state aforesaid, do hereby certify that on this 30th day of June, 2006, personally appeared before me Allen W. Ritchie and Jerry M. Hyche, who, being by me first duly sworn, declared that they are the Executive Vice President and Chief Financial Officer and Assistant Secretary, respectively, of Empire General Life Assurance Corporation, that they signed the foregoing document as Chief Executive Officer and Assistant Secretary, respectively, of said Company, and that the statements therein contained are true.

Mary Anne Schultz
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES MAY 31, 2010

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