

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/02/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Life Investors Insurance Company of America		06/30/2008	CORPORATION: IOWA

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:	3183246	LI
Registration Number:	3142080	MAKING A DIFFERENCE...ONE LIFE AT A TIME.
Registration Number:	2542622	LIFE INVESTORS INSURANCE COMPANY OF AMERICA
Registration Number:	2527176	LIFE INVESTORS
Registration Number:	2697021	ONECHECK SELECT
Registration Number:	1328931	CDC

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

CH \$165.00 3183246

Address Line 4: Pasadena, CALIFORNIA 91109-7068

ATTORNEY DOCKET NUMBER: 30.2*14/T490

NAME OF SUBMITTER: Michael J. MacDermott

Signature: /Michael J. MacDermott/

Date: 11/26/2008

Total Attachments: 8
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ARTICLES OF MERGER
OF
TRANSAMERICA LIFE INSURANCE COMPANY
AN IOWA CORPORATION
AND
LIFE INVESTORS INSURANCE COMPANY OF AMERICA
AN IOWA CORPORATION

Pursuant to the provisions of Section 490.1102 of the Iowa Business Corporation Act, Transamerica Life Insurance Company, an Iowa corporation ("TLIC"), hereby merges Life Investors Insurance Company of America, an Iowa corporation ("LIICA") into TLIC on the following terms and conditions:

1. TLIC and LIICA 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, effective October 2, 2008. The name of the surviving corporation is "Transamerica Life Insurance Company". The Articles of Incorporation of TLIC shall continue as the Articles of Incorporation of the surviving corporation.
2. The Plan of Merger was approved by resolution adopted by the Boards of Directors of TLIC and LIICA and by resolution adopted by the Shareholders of TLIC and LIICA, and the performance of its terms were duly authorized by all action required by the laws of the State of Iowa and by the articles of incorporation of LIICA and TLIC.
3. LIICA has Common Stock outstanding, par value \$2.48 per share, all of which are owned by AEGON USA, LLC. There are no shares of any other class of capital stock of LIICA outstanding.
4. TLIC has Common Stock outstanding, par value \$10.00 per share, all of which are owned by Transamerica International Holdings, Inc., and Series B Preferred Stock outstanding, par value \$10.00 per share, which are owned by AEGON USA, LLC and Transamerica Corporation.
5. The executed Plan of Merger is on file at the principal place of business of TLIC, 4333 Edgewood Road NE, Cedar Rapids, Iowa 52499.

7

CORPORATE SEAL

Attest:

Craig D. Vermie
Secretary

TRANSAMERICA LIFE
INSURANCE COMPANY

By: Brenda K. Clancy
Brenda K. Clancy
President

Date: 7-7-08

CORPORATE SEAL

Attest:

Craig D. Vermie
Secretary

LIFE INVESTORS INSURANCE
COMPANY OF AMERICA

By: Timothy F. Kneeland
Timothy F. Kneeland
President

Date: _____

STATE OF IOWA)
) ss
COUNTY OF LINN)

William Roby, a Notary Public, do hereby certify that on July 7, 2008, personally appeared before me Brenda K. Clancy, who being by me first duly sworn, declared that she is the President of Transamerica Life Insurance Company, that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

William Roby
Notary Public
My Commission Expires: 4-8-2010

STATE OF IOWA)
) ss
COUNTY OF LINN)

I, _____, a Notary Public, do hereby certify that on _____, 2008, personally appeared before me Timothy F. Kneeland, who being by me first duly sworn, declared that he is the President of Life Investors Insurance Company of America, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Notary Public
My Commission Expires: _____

CORPORATE SEAL
Attest:

Craig D. Vermie
Secretary

TRANSAMERICA LIFE
INSURANCE COMPANY

By: _____
Brenda K. Clancy
President Date: _____

CORPORATE SEAL
Attest:

Craig D. Vermie
Secretary

LIFE INVESTORS INSURANCE
COMPANY OF AMERICA

By: _____
Timothy F. Kneeland
President Date: 6-30-08

STATE OF IOWA)
) ss
COUNTY OF LINN)

I, _____, a Notary Public, do hereby certify that on _____, 2008, personally appeared before me Brenda K. Clancy, who being by me first duly sworn, declared that she is the President of Transamerica Life Insurance Company, that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Notary Public
My Commission Expires: _____

STATE OF IOWA)
) ss
COUNTY OF LINN)

I, William Roby, a Notary Public, do hereby certify that on June 20, 2008, personally appeared before me Timothy F. Kneeland, who being by me first duly sworn, declared that he is the President of Life Investors Insurance Company of America, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

William Roby
Notary Public
My Commission Expires: 4-8-2010

EXHIBIT A

**PLAN OF MERGER
OF
LIFE INVESTORS INSURANCE COMPANY OF AMERICA
AN IOWA CORPORATION
INTO
TRANSAMERICA LIFE INSURANCE COMPANY
AN IOWA CORPORATION**

1. The name of the corporation to be merged is Life Investors Insurance Company of America ("LIICA"), an Iowa corporation incorporated on September 26, 1930. The name of the corporation into which LIICA will merge is Transamerica Life Insurance Company ("TLIC"), an Iowa corporation incorporated on April 14, 1961.

2. LIICA has Common Stock outstanding, par value of \$2.48 each, all of which are owned by AEGON USA, LLC. TLIC has Common Stock outstanding, par value of \$10.00 each, all of which are owned by Transamerica International Holdings, Inc. ("TIHI"); and Series B Preferred Stock outstanding, par value of \$10.00 each, which are owned by AEGON USA, LLC and Transamerica Corporation. TLIC, LIICA, AEGON USA, LLC, TIHI, and Transamerica Corporation 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. This merger of LIICA with and into TLIC is intended to be a tax-free reorganization pursuant to Section 368(a)(1) of the Internal Revenue Code of 1986.

LIICA stock shall be deemed cancelled by operation of law. Therefore, in exchange for its agreement to merge LIICA into TLIC, AEGON USA, LLC shall receive TIHI Common Stock equal in value to the fair market value of the LIICA Common Stock that is deemed cancelled.

6. The merger shall become effective on October 2, 2008, or such later date when the necessary regulatory approvals have been obtained, including the approval of the Iowa Insurance Division.

CORPORATE SEAL

Attest:

Craig D. Vermie
Craig D. Vermie
Secretary

TRANSAMERICA LIFE
INSURANCE COMPANY

By: Brenda K. Clancy
Brenda K. Clancy
President Date: 7-2-08

CORPORATE SEAL

Attest:

Craig D. Vermie
Secretary

LIFE INVESTORS INSURANCE
COMPANY OF AMERICA

By: _____
Timothy F. Kneeland
President Date: _____

STATE OF IOWA)
) ss
COUNTY OF LINN)

W Ann Roby, a Notary Public, do hereby certify that on July 2, 2008, personally appeared before me Brenda K. Clancy, who being by me first duly sworn, declared that she is the President of Transamerica Life Insurance Company, that she 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: 4-8-2010

STATE OF IOWA)
) ss
COUNTY OF LINN)

I, _____, a Notary Public, do hereby certify that on _____, 2008, personally appeared before me Timothy F. Kneeland, who being by me first duly sworn, declared that he is the President of Life Investors Insurance Company of America, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Notary Public
My Commission Expires: _____

CORPORATE SEAL
Attest:


TRANSAMERICA LIFE
INSURANCE COMPANY

Craig D. Vermie
Secretary

By: _____
Brenda K. Clancy
President Date: _____

CORPORATE SEAL
Attest:

LIFE INVESTORS INSURANCE
COMPANY OF AMERICA



Craig D. Vermie
Secretary

By: 

Timothy F. Kneeland
President Date: 6-30-08

STATE OF IOWA)
) ss
COUNTY OF LINN)

I, _____, a Notary Public, do hereby certify that on _____, 2008, personally appeared before me Brenda K. Clancy, who being by me first duly sworn, declared that she is the President of Transamerica Life Insurance Company, that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

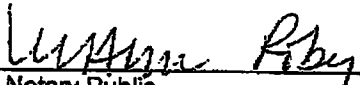
(Notarial Seal)

Notary Public
My Commission Expires: _____

STATE OF IOWA)
) ss
COUNTY OF LINN)

I, Lucas Rober, a Notary Public, do hereby certify that on June 30, 2008, personally appeared before me Timothy F. Kneeland, who being by me first duly sworn, declared that he is the President of Life Investors Insurance Company of America, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)



Notary Public
My Commission Expires: 1-8-2010


COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approve the Articles of Merger of Life Investors Insurance Company of America and Transamerica Life Insurance Company (effective October 2, 2008).

SUSAN E. VOSS
Iowa Insurance Commissioner

THOMAS J. MILLER
Iowa Attorney General


By: JAMES N. ARMSTRONG
Deputy Insurance Commissioner


By: JEANIE KUNKLE VAUDT
Assistant Attorney General

Date: 7-8-08

Date: 7-8-8

FILED
IOWA
SECRETARY OF STATE

7/9/08
11:59am

W576917



TRADEMARK

REEL: 003893 FRAME: 0990



STATE OF IOWA
Secretary of State Office

01412

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 9 day of July 2008 to and including the date below.

DATED July 11, 2008

Margaret A. Moore
Secretary Of State

7945 BY [Signature]