

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Transamerica Occidental Life Insurance Company		06/27/2008	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: 16

Property Type	Number	Word Mark
Serial Number:	77082402	ADVANCED MATTERS
Serial Number:	76317840	SIMPLY SELECT
Serial Number:	76054163	IN A WORLD OF REINSURERS, ONE REALLY STANDS APART.
Serial Number:	78207067	KNOWLEDGE. EXPERIENCE. PERFORMANCE. THE POWER OF INSIGHT.
Serial Number:	75937628	VITAMERICA
Serial Number:	75781799	PREFERRED T- \$AVER PLUS
Serial Number:	78176200	PROTECTING THE REWARDS OF LIFE
Serial Number:	75046814	RSGUIDE
Serial Number:	78403202	SELECT INDEX 500
Serial Number:	76383207	THINK BIGGER
Serial Number:	73770931	TRENDSETTER

CH \$415.00 77082402

Serial Number:	73688817	TRENDSETTER 20
Serial Number:	75781798	T-\$AVER PLUS
Serial Number:	75817216	WINDOWS STEAKS & MARTINIS
Serial Number:	75698258	THE PLAN DESIGNED FOR A CHANGING FUTURE
Serial Number:	77566049	MYPACK

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

ATTORNEY DOCKET NUMBER:	30.2*12/T490
NAME OF SUBMITTER:	Michael J. MacDermott
Signature:	/Michael J. MacDermott/
Date:	12/08/2008

Total Attachments: 8
source=TRANSAMERICA_Merger_Documents#page1.tif
source=TRANSAMERICA_Merger_Documents#page2.tif
source=TRANSAMERICA_Merger_Documents#page3.tif
source=TRANSAMERICA_Merger_Documents#page4.tif
source=TRANSAMERICA_Merger_Documents#page5.tif
source=TRANSAMERICA_Merger_Documents#page6.tif
source=TRANSAMERICA_Merger_Documents#page7.tif
source=TRANSAMERICA_Merger_Documents#page8.tif

ARTICLES OF MERGER
OF
TRANSAMERICA LIFE INSURANCE COMPANY
AN IOWA CORPORATION
AND
TRANSAMERICA OCCIDENTAL LIFE INSURANCE COMPANY
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 Transamerica Occidental Life Insurance Company, an Iowa corporation ("TOLIC") into TLIC on the following terms and conditions:

1. TLIC and TOLIC 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 1, 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 TOLIC and by resolution adopted by the Shareholders of TLIC and TOLIC, 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 TOLIC and TLIC.
3. TOLIC has Common Stock outstanding, par value \$12.50 per share, all of which are owned by Transamerica International Holdings, Inc. and Voting Preferred Stock outstanding, par value \$12.50 per share, all of which are owned by Transamerica Corporation. There are no shares of any other class of capital stock of TOLIC outstanding.
4. TLIC has Common Stock outstanding, par value \$10.00 per share, all of which are owned by Transamerica Occidental Life Insurance Company, and Series B Preferred Stock outstanding, par value \$10.00 per share, all of which are owned by AEGON USA, LLC.
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.

CORPORATE SEAL

Attest:

Craig D. Vermie

Craig D. Vermie
Secretary

TRANSAMERICA LIFE
INSURANCE COMPANY

By: *Brenda K. Clancy*
Brenda K. Clancy
President Date: 1-2-08

CORPORATE SEAL

Attest:

Craig D. Vermie
Secretary

TRANSAMERICA OCCIDENTAL LIFE
INSURANCE COMPANY

By: James M. Flewellen
President Date: _____

STATE OF IOWA)
) ss
COUNTY OF LINN)

July 2, W. Ann Riley, 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 Riley
Notary Public
My Commission Expires: 4-8-2010

STATE OF CALIFORNIA)
) ss
COUNTY OF _____)

I, _____, a Notary Public, do hereby certify that on _____, 2008, personally appeared before me James M. Flewellen, who being by me first duly sworn, declared that he is the President of Transamerica Occidental Life Insurance Company, 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

TRANSAMERICA OCCIDENTAL LIFE
INSURANCE COMPANY

By: _____
James M. Flewellen
President Date: 06/27/08

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 CALIFORNIA)
) ss
COUNTY OF Los Angeles

I, DORIS A. MOTHERSPAW a Notary Public, do hereby certify that on June 27, 2008, personally appeared before me James M. Flewellen, who being by me first duly sworn, declared that he is the President of Transamerica Occidental Life Insurance Company, 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: May 29, 2010

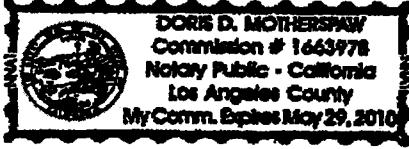


EXHIBIT A

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

1. The name of the corporation to be merged is Transamerica Occidental Life Insurance Company ("TOLIC"), an Iowa corporation incorporated on June 30, 1906. The name of the corporation into which TOLIC will merge is Transamerica Life Insurance Company ("TLIC"), an Iowa corporation incorporated on April 14, 1961.

2. TOLIC has Common Stock outstanding, par value of \$12.50 each, all of which are owned by Transamerica International Holdings, Inc. ("TIHI"), and Voting Preferred Stock outstanding, par value of \$12.50 each, all of which are owned by Transamerica Corporation. TLIC has Common Stock outstanding, par value of \$10.00 each, all of which owned by TOLIC; and Series B Preferred Stock outstanding, par value of \$10.00 each, all of which owned by AEGON USA, LLC. TLIC, TOLIC, TIHI, Transamerica Corporation and AEGON USA, LLC 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 TOLIC 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.

TOLIC stock shall be deemed cancelled by operation of law. Therefore, in exchange for its agreement to merge TOLIC into TLIC, TIHI shall receive TLIC Common Stock equal in value to the fair market value of the TOLIC Common Stock that is deemed cancelled and Transamerica Corporation shall receive Series B Preferred Stock from TLIC equal in value to the fair market value of the TOLIC Voting Preferred Stock that is deemed cancelled.

6. The merger shall become effective on October 1, 2006, 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

TRANSAMERICA OCCIDENTAL LIFE
INSURANCE COMPANY

By: _____
James M. Flewellen
President Date: _____

STATE OF IOWA)
) ss
COUNTY OF LINN)

I, W. Ann Raby, 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 Raby
Notary Public
My Commission Expires: 4-8-2010

STATE OF CALIFORNIA)
) ss
COUNTY OF _____)

I, _____, a Notary Public, do hereby certify that on _____, 2008, personally appeared before me James M. Flewellen, who being by me first duly sworn, declared that he is the President of Transamerica Occidental Life Insurance Company, 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:

TRANSAMERICA OCCIDENTAL LIFE
INSURANCE COMPANY

Craig D. Vermie
Craig D. Vermie
Secretary

By: _____
James M. Flewellen
James M. Flewellen
President Date: 06/27/08

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 CALIFORNIA)
) ss
COUNTY OF Los Angeles

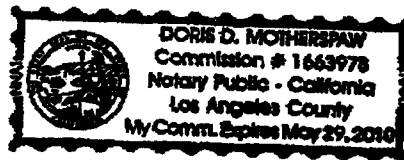
I, DORIS D. MOTHERSPAW, a Notary Public, do hereby certify that on June 27, 2008, personally appeared before me James M. Flewellen, who being by me first duly sworn, declared that he is the President of Transamerica Occidental Life Insurance Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Doris D. Motherspaw

Notary Public
My Commission Expires: May 29, 2010

TOLIC/TLIC Merger.Articles of Merger.doc




COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approve the Articles of Merger of Transamerica Occidental Life Insurance Company and Transamerica Life Insurance Company (effective October 1, 2008).

SUSAN E. VOSS
Iowa Insurance Commissioner

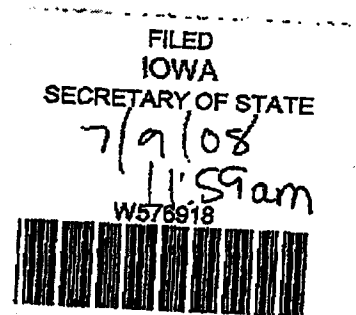
THOMAS J. MILLER
Iowa Attorney General


By: JAMES N. ARMSTRONG
Deputy Insurance Commissioner


By: JEANIE KUNKLE VAUDT
Assistant Attorney General

Date: 7-8-08

Date: 7-8-8





STATE OF IOWA
 Secretary of State Office
 # C1382

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. Mowbray
 Secretary Of State

BY [Signature]

7945

