

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/25/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Unitrin, Inc.		08/12/2011
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Kemper Corporation		
Street Address:	One East Wacker Drive		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60601		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2722985	K KEMPER INSURANCE COMPANIES
CORRESPONDENCE DATA			
Fax Number:	(312)425-3909		
Phone:	312-425-8617		
Email:	chitm@nixonpeabody.com		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Correspondent Name:	Janet M. Garetto/Nixon Peabody LLP		
Address Line 1:	300 S. Riverside Plaza, 16th Floor		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	248893-12US		
NAME OF SUBMITTER:	Janet M. Garetto		
Signature:	/Janet M. Garetto/		

CH \$40.00 2722985

Date:

02/07/2012

Total Attachments: 5

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FILED
AUG 25 2011

JESSE WHITE
SECRETARY OF STATE

Delaware

The First State

PAGE 1

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8-25-11

\$ 100.00

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"U & K CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "UNITRIN, INC." UNDER THE NAME OF "KEMPER CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF AUGUST, A.D. 2011, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2011, AT 12:01 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2222080 8100M

110918525

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8968536

DATE: 08-15-11

TRADEMARK
REEL: 004711 FRAME: 0938

FORM **BCA 13.40** (rev. Dec. 2003)
**APPLICATION FOR AMENDED
AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
<http://www.cyberdriveillinois.com>

Remit payment in the form of a
check or money order payable
to the Secretary of State.

_____ File # _____ Filing Fee: \$25.00 Approved: _____
_____ Submit in duplicate _____ Type or Print clearly in black ink _____ Do not write above this line _____


1. (a) CORPORATE NAME: Unitrin, Inc.
(b) If changed, NEW CORPORATE NAME: Kemper Corporation
(c) (Complete only if the new corporate name is not available in this state.)
ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware (b) If changed, Period of Duration: (not changed)

3. If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:
(If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)
(not changed)

4. This application is accompanied by a copy of the articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$50 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$150. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee. The fees outlined in this paragraph are in addition to the \$25 filing fee in the upper right hand corner of this form.

5. The undersigned corporation has caused this application to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated August 25, 2011 Kemper Corporation
(Month/Day) (Year) (Exact Name of Corporation)

(Any Authorized Officer's Signature)
Scott Renwick
(Type or Print Name and Title)

C-196.11

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
U & K CORPORATION
WITH AND INTO
UNITRIN, INC.**

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

Unitrin, Inc., a Delaware corporation (the "Corporation"), desiring to merge U & K Corporation, a Delaware corporation ("Subsidiary"), with and into the Corporation (the "Merger") pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") does hereby certify as follows:

1. The Corporation is incorporated pursuant to the DGCL. The Subsidiary is incorporated pursuant to the DGCL.
2. The Corporation owns all of the outstanding shares of capital stock of Subsidiary.
3. The Board of Directors of the Corporation, by resolutions duly adopted on August 3, 2011 and attached hereto as Exhibit A, determined to merge Subsidiary with and into the Corporation (the "Merger") pursuant to Section 253 of the DGCL, with the Corporation continuing as the surviving corporation (the "Surviving Corporation").
4. Pursuant to Section 253(b) of the DGCL, at the effective time of the Merger, the name of the Surviving Corporation shall be Kemper Corporation. The Certificate of Incorporation of the Corporation as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the Surviving Corporation, except that Article One thereof shall be amended at the effective time of the Merger to read as follows:

"ONE: The name of this corporation is: Kemper Corporation (the "Corporation")."

5. The Merger shall become effective at 12:01 a.m. on August 25, 2011.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer as of this 12th day of August, 2011.

UNITRIN, INC.

By: 

Name: Scott Renwick
Title: Senior Vice President

EXHIBIT A

Approval of Short-Form Merger and Related Actions to Effect Name Change

WHEREAS, Unitrin, Inc. (the "Company") owns all of the outstanding shares of capital stock of U & K Corporation, a Delaware corporation ("Merger Sub");

WHEREAS, the Board of Directors of the Company desires that Merger Sub merge with and into the Company, with the Company continuing as the surviving corporation ("Surviving Corporation");

WHEREAS, in connection with the merger, the Board of Directors of the Company has determined that it is in the best interests of the Company and its stockholders to change the name of the Company to Kemper Corporation;

RESOLVED, that pursuant to Section 253 of the General Corporation Law of the State of Delaware ("DGCL"), Merger Sub shall merge with and into the Company, with the Company continuing as the Surviving Corporation (the "Merger");

RESOLVED, that the Merger shall become effective at 12:01 a.m. on August 25, 2011 (the "Effective Time");

RESOLVED, that pursuant to Section 253(b) of the DGCL, at the Effective Time, the name of the Company shall change from "Unitrin, Inc." to "Kemper Corporation;"

RESOLVED, that the Certificate of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the Surviving Corporation, except that Article One thereof shall be amended at the Effective Time to read as follows:

"ONE: The name of this corporation is: Kemper Corporation (the "Corporation").";

RESOLVED, that by virtue of the Merger, at the Effective Time, each outstanding share of capital stock of Merger Sub shall no longer be outstanding and shall automatically be canceled and retired and cease to exist, and no consideration shall be delivered or deliverable in exchange therefor;

RESOLVED, that the proper officers of the Company be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Merger Sub with and into the Company, and the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware, all in accordance with Section 253 of the DGCL;

RESOLVED, that the proper officers of the Company be, and they hereby are, authorized and directed to prepare and file a Restated Certificate of Incorporation, incorporating the above-referenced amendment, with the Delaware Secretary of State and such other agencies of the jurisdictions in which the Company is licensed, as may be required;

RESOLVED, that the directors and officers of the Company immediately prior to the Effective Time, shall continue to be the directors and officers of the Surviving Corporation; and

RESOLVED, that the proper officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to take or cause to be taken all such further actions, to execute and deliver all such instruments and documents, to pay such fees and expenses, to engage such persons, and to do all acts and things whatsoever, which they, in their judgment, determine to be necessary, appropriate or desirable to carry out fully the intent and purposes of the foregoing resolutions, and any and all actions heretofore taken in respect of the subject matter of these resolutions are hereby adopted, ratified, confirmed and approved in all respects.

NOEDOCs: 1814218.5