

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Cotton States Mutual Insurance Company		12/31/2012
			CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	COUNTRY Mutual Insurance Company		
Street Address:	1701 Towanda Avenue		
City:	Bloomington		
State/Country:	ILLINOIS		
Postal Code:	61701		
Entity Type:	CORPORATION: ILLINOIS		
PROPERTY NUMBERS Total: 4			
	Property Type	Number	Word Mark
	Registration Number:	1791069	DRIVE-AWAY PROGRAM
	Registration Number:	1956930	PRODUCTS FOR ALL YOUR INSURANCE NEEDS
	Registration Number:	0843025	COTTON STATES INSURANCE
	Registration Number:	1514843	OUR MOST IMPORTANT POLICY IS TRUST
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	309-557-2623		
Email:	trademarks@ilfb.org		
Correspondent Name:	Andrew S. Bender		
Address Line 1:	1701 Towanda Avenue		
Address Line 4:	Bloomington, ILLINOIS 61701		

OP \$115.00 1791069

NAME OF SUBMITTER:	Andrew S. Bender
Signature:	/andrew s bender/
Date:	01/31/2013
Total Attachments: 6 source=013113_Plan of Merger#page1.tif source=013113_Plan of Merger#page2.tif source=013113_Plan of Merger#page3.tif source=013113_Plan of Merger#page4.tif source=013113_Plan of Merger#page5.tif source=013113_Plan of Merger#page6.tif	



OFFICE OF INSURANCE AND SAFETY FIRE COMMISSIONER

RALPH T. HUDGENS
COMMISSIONER OF INSURANCE
SAFETY FIRE COMMISSIONER
INDUSTRIAL LOAN COMMISSIONER
COMPTROLLER GENERAL

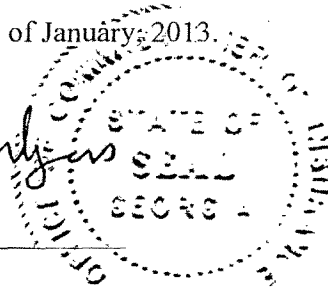
SEVENTH FLOOR, WEST TOWER
FLOYD BUILDING
2 MARTIN LUTHER KING, JR. DRIVE
ATLANTA, GEORGIA 30334
(404) 656-2056
www.oci.ga.gov

CERTIFICATE APPROVING CERTIFICATE OF MERGER OF COTTON STATES MUTUAL INSURANCE COMPANY

I, Ralph T. Hudgens, Insurance and Safety Fire Commissioner of the State of Georgia, certify that I have examined the CERTIFICATE OF MERGER of COTTON STATES MUTUAL INSURANCE COMPANY. This Petition was received in this Office on December 13, 2012.

Based upon my examination of this Petition, I conclude that this proposed CERTIFICATE OF MERGER of COTTON STATES MUTUAL INSURANCE COMPANY if granted, will enable COTTON STATES MUTUAL INSURANCE COMPANY to comply with the applicable laws of the State of Georgia. Said PETITION is, therefore hereby approved, effective December 31, 2012.

Given under my Hand and Seal of Office this 11th day of January, 2013.



RALPH T. HUDGENS
INSURANCE AND SAFETY FIRE COMMISSIONER
STATE OF GEORGIA

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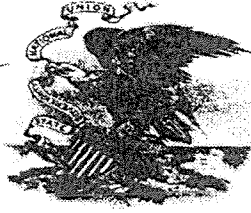
THE OFFICE OF INSURANCE AND SAFETY FIRE COMMISSIONER DOES NOT DISCRIMINATE ON THE BASIS OF RACE, COLOR, NATIONAL ORIGIN, SEX, RELIGION, AGE OR DISABILITY IN EMPLOYMENT OR THE PROVISION OF PROGRAMS OR SERVICES

TRADEMARK

REEL: 004953 FRAME: 0036

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



CERTIFICATE OF MERGER

WHEREAS, certain Agreement of Merger entered into on December 6, 2012 by and between **Cotton States Mutual Insurance Company** a company organized and existing under and by virtue of the laws of the State of Georgia and the **Country Mutual Insurance Company** a company organized and existing under and by virtue of the laws of the State of Illinois whereby the said Cotton States Mutual Insurance Company has been merged into the Country Mutual Insurance Company, the surviving company, has been presented to the Director of Insurance of the State of Illinois for approval.

And it appearing from the documents filed with the Director of Insurance of the State of Illinois that the said parties to said Agreement of Merger have in all respects complied with the laws of the State of Illinois and with all applicable provisions of an Act of the General Assembly of the State of Illinois, entitled: The "Illinois Insurance Code," approved June 29, 1937, as amended, and that said Agreement is in accordance with the provisions of Article X of the said "Illinois Insurance Code" and is not inconsistent with the laws or constitution of the State of Illinois or of the United States, and the undersigned Director of Insurance of the State of Illinois being satisfied that no reasonable objection exists thereto.

NOW, THEREFORE, I, Director of Insurance of the State of Illinois, by virtue of the powers vested in me by law do hereby issue this Certificate of Merger to be effective December 31, 2012.

DEPARTMENT OF INSURANCE of the State of Illinois;

DATE: 1-8-2013



Andrew Boron /mro
ANDREW BORON
DIRECTOR OF INSURANCE

TRADEMARK

REEL: 004953 FRAME: 0037

PLAN OF MERGER

COTTON STATES MUTUAL INSURANCE COMPANY
AND
COUNTRY MUTUAL INSURANCE COMPANYA

Cotton States Mutual Insurance CompanySM ("COTTON STATES"), which has accepted the benefits and provisions of, and is operating under, the Georgia Insurance Code shall be merged with and into COUNTRY Mutual Insurance Company[®] ("COUNTRY MUTUAL"), which has accepted the benefits and provisions of, and is operating under, the Illinois Insurance Code. COUNTRY MUTUAL shall be the surviving company and shall be governed by the Laws of Illinois, including the Illinois Insurance Code.

B

The terms and conditions of the proposed merger (the "Plan") and the mode of carrying the same into effect are as follows:

1. On the Merger Effective Date, as defined below, of said merger, COTTON STATES and COUNTRY MUTUAL, hereinafter sometimes referred to as "the merging corporations," shall become a single corporation which shall be known as COUNTRY Mutual Insurance Company. The separate existence of COTTON STATES shall cease, but the existence of COUNTRY MUTUAL shall continue and be known as COUNTRY Mutual Insurance Company.
2. The Plan shall be contingent upon the completion of the following transactions between CC Services Inc. and COTTON STATES immediately prior to, and simultaneous with, the merger:
 - a. The transfer of COTTON STATES's employees and applicable employee benefit plans to CC Services, Inc.; and
 - b. The transfer of assets from COTTON STATES to CC Services, Inc. sufficient to cover the employee benefit liabilities assumed by CC Services, Inc. as a result of the foregoing.
3. Subject to the provisions of this Plan, on the Merger Effective Date, COUNTRY Mutual Insurance Company shall possess all the rights, privileges, immunities, powers and franchises of a public as well as a private nature, of COTTON STATES. All property, real, personal and mixed, including any and all of COTTON STATES's registered and common law trademarks and service marks and the goodwill corresponding thereto, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest of or belonging to or due COTTON STATES, shall be deemed to be transferred to and vested in COUNTRY MUTUAL without further act or deed.
4. On the Merger Effective Date, COUNTRY MUTUAL shall be responsible and liable for all of the liabilities and obligations of COTTON STATES.
5. Effective as of the dates indicated below, COTTON STATES shall cause the following inter-company agreements to be terminated, but only insofar as COTTON STATES is a party to the agreements:

- a. Pursuant to that certain Loan Agreement, dated October 12, 2011, between COUNTRY MUTUAL and COTTON STATES (the "Loan Agreement"), COUNTRY MUTUAL agreed to lend to COTTON STATES, and COTTON STATES promised to repay COUNTRY MUTUAL, the principal amount of \$15,000,000 with accrued interest thereon, which indebtedness is evidenced by a surplus note, dated October 12, 2011, issued by COTTON STATES to COUNTRY MUTUAL (the "First Surplus Note"). On the Merger Effective Date, all outstanding obligations of COTTON STATES under the Loan Agreement and First Surplus Note shall be considered satisfied in full, and the First Surplus Note shall be retired, pursuant to the Release and Termination Agreement attached hereto as Exhibit A.
- b. that certain Investment Advisory Agreement, dated December 16, 2004 among COUNTRY Trust Bank, COTTON STATES and the other parties named therein, which Partial Termination Agreement, attached hereto as Exhibit B, shall be effective simultaneously with the Merger Effective Date;
- c. that certain Services Agreement, dated June 2, 2008, as amended, among COTTON STATES and affiliated companies, as defined therein, which Termination Agreement, attached hereto as Exhibit C, shall be effective simultaneously with the Merger Effective Date;
- d. that certain Services Agreement, dated April 21, 2010 among COTTON STATES, Illinois Agricultural Association and the other parties named therein, which Partial Termination Agreement, attached hereto as Exhibit D, shall be effective simultaneously with the Merger Effective Date;
- e. that certain COUNTRY Financial Intercompany Service Agreement, dated April 21, 2010, among COTTON STATES, CC Services, Inc., and other parties named therein, which termination agreement, attached hereto as Exhibit E, shall be effective simultaneously with the Merger Effective Date; and
- f. that certain Tax Allocation Agreement dated January 1, 1997 among COTTON STATES and Shield Insurance Company, a Georgia Stock Insurance Company and Cotton States Investment Company, a Georgia Corporation, which termination agreement attached hereto as Exhibit F, shall be effective simultaneously with the Merger Effective Date.
6. The Plan shall be binding upon COTTON STATES and COUNTRY MUTUAL only when the merger is approved by a majority of the Boards of Directors of COTTON STATES and COUNTRY MUTUAL and then when the merger is approved by two-thirds of the votes cast by voting policyholders of COTTON STATES and COUNTRY MUTUAL.
7. The Plan is intended to qualify under and be in accordance with the Illinois Insurance Code and the Georgia Insurance Code.
8. The Boards of Directors of COTTON STATES and COUNTRY MUTUAL and, subject to the directors, the officers of COTTON STATES and COUNTRY MUTUAL, shall have authority to do or authorize any and all acts and things as provided for in the Plan, and any and all such further acts and things as they may consider desirable to carry out the purposes of the Plan, including the preparation, execution, and filing of all such certificates, documents, forms or other papers which may be necessary or appropriate to implement the Plan. The directors and officers of COTTON STATES and COUNTRY MUTUAL shall have authority to authorize such variations from or amendments to the provisions of the Plan as may be necessary or appropriate to effect the

merger between COTTON STATES and COUNTRY MUTUAL in accordance with the law. The death, resignation, or other disability of a director or officer of either corporation shall not impair the authority of the surviving or remaining directors or officers to exercise any of the powers provided for in the Plan. The failure to fill any vacancy shall not impair the authority of the surviving or remaining directors or officers to exercise any of the powers provided for in the Plan.

9. Prior to the issuance of a certificate of merger approving the Plan by the Illinois Division of Insurance and the issuance of a certificate of approval of the Plan by the Georgia Office of Insurance and Safety Fire, the Board of Directors of COUNTRY MUTUAL and COTTON STATES may elect to abandon the merger, in which event the Plan shall be withdrawn or shall not be filed, and the Plan shall not be effective.

C

The Articles of Incorporation of COUNTRY MUTUAL will not be amended in connection with the merger. The Board of Directors of COUNTRY MUTUAL prior to the merger will remain the Board Members of COUNTRY MUTUAL after the Merger Effective Date.

D

The "Merger Effective Date" shall be December 31, 2012, or, if regulatory and policyholder approvals are not received by that date, as soon as reasonably possible after all necessary approvals are received. Upon this merger becoming effective, the policyholders of COTTON STATES shall become the policyholders of COUNTRY MUTUAL.

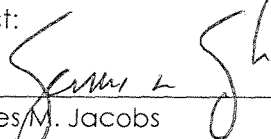
[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger on this 6th day of December, 2012 to be effective on the Merger Effective Date, by the authorized signatures below.

COTTON STATES MUTUAL INSURANCE COMPANY


Name: Kurt F. Bock

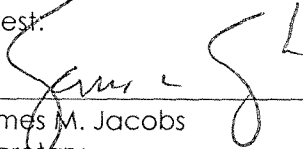
Title: Chairman of the Board

Attest:

James M. Jacobs
Secretary

COUNTRY MUTUAL INSURANCE COMPANY


Name: Kurt F. Bock

Title: Chief Executive Officer

Attest:

James M. Jacobs
Secretary

To be effective December 31, 2012.
Approved: 1-8-2013
State of Illinois
Department of Insurance
By Andrew Bornjman
DIRECTOR OF INSURANCE