

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM299176

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Redomestication		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AAA Life Insurance Company		02/07/2003	D.C. Insurance Corporation:
RECEIVING PARTY DATA			
Name:	AAA Life Insurance Company		
Street Address:	17900 N. Laurel Park		
City:	Livonia		
State/Country:	MICHIGAN		
Postal Code:	48152-3958		
Entity Type:	CORPORATION: MICHIGAN		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2767933	MEMBER LOYALTY	
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:	248-594-0630		
Email:	tmdocketing@raderfishman.com		
Correspondent Name:	Rader, Fishman & Grauer PLLC		
Address Line 1:	39533 Woodward Avenue - Suite 140		
Address Line 2:	Michael D. Fishman		
Address Line 4:	Blomfield Hills, MICHIGAN 48304		
ATTORNEY DOCKET NUMBER:	67297-049		
NAME OF SUBMITTER:	Michael D. Fishman		
SIGNATURE:	/mdf/		
DATE SIGNED:	03/25/2014		
Total Attachments: 13			
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STATE OF MICHIGAN
DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
OFFICE OF FINANCIAL & INSURANCE SERVICES

Before the Commissioner of the Office of Financial & Insurance Services

In the matter of the proposed redomestication
of AAA Life Insurance Company
from Washington, D. C. to Michigan / No. 03-003-M

Issued and Entered
this 7th day of February, 2003
by Frank M. Fitzgerald
Commissioner

ORDER APPROVING REDOMESTICATION

I

BACKGROUND

AAA Life Insurance Company ("AAA Life") a stock Washington, D.C., life and health insurer, has applied to the Michigan Commissioner ("Commissioner") to redomesticate to Michigan pursuant to the provisions of MCL 500.412 et seq. AAA Life's application to redomesticate was filed on September 20, 2002.

The Board of Directors of AAA Life have elected to redomesticate to Michigan for two principal reasons. First, AAA Life recently moved its headquarters to Michigan. Secondly, AAA Life may realize a potential tax savings by redomesticating to Michigan. In addition to a possible tax savings, there are also additional administrative savings and convenience to be gained through the redomestication to Michigan.

II ISSUE

At issue in this matter is whether or not the statutory requirements have been met such that, pursuant to the provisions of MCL 500.412, the Commissioner shall approve the proposed redomestication.

III ANALYSIS

MCL 500.412 reads as follows:

(1) An insurer organized under the laws of any other state and admitted to do business in this state for the purpose of writing insurance may become a domestic insurer by complying with all of the requirements of law relative to the organization and licensing of a domestic insurer of the same type and by designating its principal place of business at a place in this state.

(2) An insurer who complies with subsection (1) shall be entitled to domestic insurer certificates and licenses to transact business in this state and shall be subject to the authority and jurisdiction of this state.

MCL 500.5256 (1) reads in pertinent part:

Except as provided in subsection (5), each domestic insurer shall keep all of its original books, records, and files, or true copies thereof, at its home office or principal place of doing business in this state.

MCL 500.5256 (3) reads in pertinent part:

Removal of all or a material part of the records of a domestic insurer from this state, except pursuant to a plan or merger or consolidation approved by the commissioner under this code or for such reasonable purposes and periods of time as may be approved in writing by the commissioner, is prohibited.

The Commissioner must determine if the applicant insurer is in fact organized under the laws of any other state and admitted to do the business of insurance in this state. Given the determination of organization in any other state, it is implicit that the regulatory authority of the applicant insurer in that other state shall have approved, or intend to approve, the redomestication to Michigan.

The determination of compliance with all of the requirements of law relative to the organization and licensing of a domestic insurer of the same type includes at least the following:

1. The Articles of Redomestication and Amended and Restated Articles of Incorporation, to the extent applicable, shall comply with the provisions of MCL 500.5000 et seq., and be approved by the Michigan Attorney General and the Commissioner.
2. The Bylaws, to the extent applicable, shall comply with the provisions of MCL 500.5200 et seq.
3. The applicant shall meet the capitalization requirements of MCL 500.410.
4. The applicant shall meet the deposit requirements of MCL 500.411 and 912.
5. The applicant shall meet the qualifying assets requirements of MCL 500.901.
6. The applicant, to the extent applicable, shall meet the physical presence, record keeping, and trust requirements of MCL 500.5256.
7. At least 1 of the directors of an insurer organized under the laws of Michigan must be a resident of the state of Michigan pursuant to the provisions of MCL 500.5238.
8. The applicant must have designated its principal place of business at a place in this state, pursuant to the provisions of MCL 500.412(1).

Staff has reviewed all submitted documents and information, and existing Office of Financial and Insurance Service's records that relate to this matter. Staff recommends the Commissioner approve the redomestication.

IV

FINDINGS OF FACT AND CONCLUSIONS OF LAW

Based upon the foregoing considerations and the record in this matter, it is FOUND and CONCLUDED that:

1. AAA Life Insurance Company has requested approval of its redomestication from Washington D.C. to Michigan.
2. AAA Life Insurance Company is a Washington D.C., stock life and health insurer, admitted to transact life and annuity and disability insurance business in Michigan.
3. The Articles of Redomestication and Amended and Restated Articles of Incorporation of AAA Life Insurance Company comply with the provisions of MCL 500.5000 et seq., and have been approved by the Michigan Attorney General and the Commissioner.
4. The Bylaws, as amended for the redomestication, comply with the provisions of MCL 500.5200 et seq.
5. AAA Life Insurance Company meets the capitalization requirements of MCL 500.410.
6. AAA Life Insurance Company has made a statutory policyholders deposit in Michigan that meets the requirements of MCL 500.411 and 912.

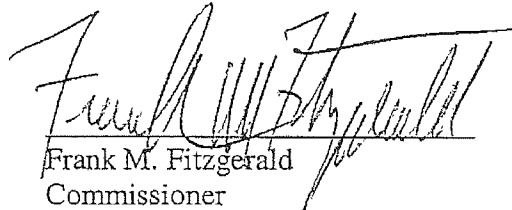
7. AAA Life Insurance Company meets the qualifying assets requirements of MCL 500.901.
8. AAA Life Insurance Company states in its application for redomestication that its administrative offices and principal place of business are located at 17250 Newburgh Road in Livonia, Michigan, pursuant to the provisions of MCL 500.412(1). Also, this location will be the location of its books and records pursuant to MCL 500.5256.
9. AAA Life Insurance Company has at least one director that is a resident of Michigan in compliance with MCL 500.5238.

V

ORDER

Therefore, it is ORDERED that:

1. The redomestication of AAA Life Insurance Company from Washington, D.C. to Michigan is approved contingent on the following:
 - The redomestication is approved and effective in Washington, D.C.
 - AAA Life Insurance Company provides a complete set of acceptable fingerprint cards for all executive officers and directors. The company also agrees to remove any executive officer and/or director that have negative fingerprint results.


Frank M. Fitzgerald
Commissioner

State of Michigan
Department of Consumer and Industry Services
**CERTIFICATION OF ARTICLES OF
INCORPORATION OR AMENDMENTS TO
ARTICLES OF INCORPORATION**

Office of Financial & Insurance Services
Michigan Division of Insurance
P. O. Box 30220
Lansing, MI 48909

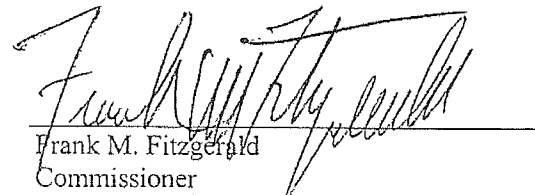
I have examined the

Amended and Restated Articles of Incorporation of

AAA LIFE INSURANCE COMPANY

and certify that the same is in accordance with the requirements
of the act under which this company is organized.




Frank M. Fitzgerald
Commissioner

Dated: February 7, 2003



STATE OF MICHIGAN

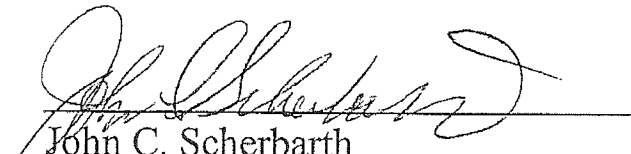
Attorney General's Department
Lansing, Michigan

I *Hereby* Certify, That I have examined the

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AAA LIFE INSURANCE COMPANY

and find the same in accordance with the requirements of the statutes of the State of Michigan and not in conflict with the Constitution of this State.

Dated at Lansing, Michigan, this 21st day of January, 2003.


John C. Scherbarth
Assistant Attorney General

No. 806

Amendment or Restatement of Michigan Articles of Incorporation

PAGE 1 of 2

Validation code: 96-11-88 25.00

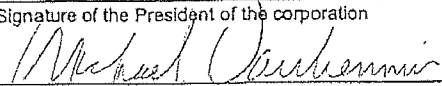
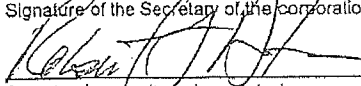
Name of Corporation AAA Life Insurance Company		This corporation is organized under the provisions of Public Act 218 of 1956, as amended; Chapter <u>Six (proposed)</u>		
Details about meeting where amendment vote was taken: Type of meeting (select one): <input type="checkbox"/> Annual <input type="checkbox"/> Special Unanimous written consent Date of meeting: dated as of 08/30/02.		The vote on amendments was:		
City meeting was held in: Livonia, Michigan			<i>In person</i>	<i>By proxy</i>
		Votes FOR	Unanimous	written consent
		Votes AGAINST		

THE ARTICLES OF INCORPORATION ARE TO BE AMENDED AS FOLLOWS: (attach additional sheets if necessary)
 Amending only-List article amended, and state the amendment.
 Amending & Restating-List article amended, and state the amendment, then restate articles including amendment.

See attached proposed Amended and Restated Articles of Incorporation to be filed in the State of Michigan upon approval of the redomestication of AAA Life Insurance Company from the District of Columbia to the State of Michigan.

Corporate Certification

We certify that we are the president and secretary of this corporation, transacting business under Michigan Public Act 218 of 1956 as amended. Notice of the intention to amend the articles of incorporation was given to the members or stockholders of this corporation in compliance with §500.5214 of the Michigan Insurance Code. After providing proper notice, a meeting was held and it was resolved by the required vote of stockholders or members to amend or restate the articles of incorporation, details of which are described above.

Signature of the President of the corporation 	Date	Signature of the Secretary of the corporation 	Date 9/23/02
President's name typed or printed Michael D. Daubenmier		Secretary's name typed or printed Robert J. Dotson	

Our web address is: www.cis.state.mi.us/offs
 Our toll free phone number is: 1-877-999-6442

P.A. 218 of 1956 as amended requires submission of this form by domestic insurance corporations that intend to amend their articles of incorporation. Amendments are not approved until this form is filed with, and approved by, the Commissioner.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

DIVISION OF INSURANCE
RECEIVED

OF

NOV 25 2002

AAA LIFE INSURANCE COMPANY

LANSING, MICHIGAN

The undersigned ACLI Acquisition Company, with a principal place of business at 17250 Newburgh Road, Livonia, Michigan 48152-7601, and acting as the holder of or trustee for the holders of all the stock of AAA Life Insurance Company, hereby adopts the following Amended and Restated Articles of Incorporation for such corporation, for the purpose of becoming incorporated under the provisions of Act No. 218 of the Michigan Public Acts of 1956, "The Insurance Code," which articles shall become effective upon the redomestication of the corporation from the District of Columbia to the State of Michigan:

ARTICLE I

The name assumed by this Corporation and by which it shall be known in law is AAA Life Insurance Company and its principal office for the transaction of business in the State of Michigan shall be located at 17250 Newburgh Road, Livonia, Michigan 48152-7601.

ARTICLE II

The Corporation is organized for the following purposes, as authorized by Chapter Six, Act No. 218 of the Public Acts of 1956, as amended, namely:

1. To write any and all kinds of life insurance, including endowments and annuities, upon the lives and health of persons and every insurance pertaining thereto; and to grant, purchase or dispose of annuities; and
2. To write disability insurance upon the lives and health of persons, and every insurance pertaining thereto; and to insure any person against bodily injury or death by accident, or against disability on account of sickness or accident including the granting of specific hospital benefits and medical, surgical and sick care benefits; and
3. To reinsure any risk authorized to be undertaken by it; and to grant reinsurance upon any similar risk undertaken by any other insurer.

ARTICLE III

The term of existence of the Corporation shall be in perpetuity.

ARTICLE IV

The annual meeting of the Stockholders shall be held at 12:00 p.m. eastern standard time on the third Tuesday in July of each year or on such other date and time as established by the Corporation's Board of Directors. Special meetings of the Stockholders may also be held as provided in the Corporation's Bylaws. At any such Stockholders meeting, each Stockholder who is present in person or by proxy shall be entitled to one vote for each share of stock owned; provided, however, that at all elections of Directors each Stockholder shall be entitled to cumulate his votes as provided in

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Article V of these Amended and Restated Articles of Incorporation. Policyholders shall not be entitled to vote. All elections shall be by ballot.

ARTICLE V

Section 1. Except as otherwise provided by law or these Amended and Restated Articles of Incorporation, the powers of the Corporation shall be exercised and its business affairs and property managed by a Board of not fewer than seven (7) nor more than fifteen (15) Directors. The exact number of Directors shall be determined under the provisions of the Corporation's Bylaws.

Section 2. Upon certification of these Articles by the Commissioner of Insurance of the State of Michigan and completion of the redomestication of the Corporation to the State of Michigan, the following persons shall continue to serve as Directors of the Corporation until the next following annual meeting:

Mark H. Brown
The American Automobile Association
1000 AAA Drive
Heathrow, Florida 32746-5063

Robert T. Bouttier
Automobile Club of Southern California
3333 Fairview Road
Costa Mesa, California 92626

Paula F. Downey
CSAA Life and Financial Services, Inc.
100 Van Ness Avenue – 18th Floor
San Francisco, California 94102

John F. Boyle
Automobile Club of Southern California
3333 Fairview Road
Costa Mesa, California 92626

Kenneth A. Johnson
Automobile Club of Missouri
12901 N. Forty Drive
St. Louis, Missouri 63141

Michael D. Daubenmier
AAA Life Insurance Company
17250 Newburgh Road
Livonia, Michigan 48152

Lawrence R. Pentis
CSAA Life and Financial Services, Inc.
100 Van Ness Avenue – 18th Floor
San Francisco, California 94102

J. Terry McElroy
The Auto Club Group
1 Auto Club Drive
Dearborn, Michigan 48126

John G. Schaffer
The American Automobile Association
1000 AAA Drive
Heathrow, Florida 32746-5063

Steven D. Monahan
The Auto Club Group
1 Auto Club Drive
Dearborn, Michigan 48126

Robert D. Wilkes
CSAA Life and Financial Services, Inc.
100 Van Ness Avenue – 18th Floor
San Francisco, California 94102

Sean H. Maloney
The Auto Club Group
1 Auto Club Drive
Dearborn, Michigan 48126

Thomas V. McKernan, Jr.
Automobile Club of Southern California
3333 Fairview Road
Costa Mesa, California 92626

Section 3. Each of the Directors shall hold office for a term of three years and until their successors are elected and qualified at an annual meeting of the Stockholders. At all elections of Directors of the Corporation, each Stockholder shall be entitled to as many votes as shall equal the number of his shares of stock multiplied by the number of Directors to be elected, and such Stockholder may distribute or cumulate his votes as he may see fit, that is to say, he may cast all of such votes for a single Director or may distribute them among the actual number to be elected or among any two or more of them, as he may see fit. The persons receiving the greatest number of votes shall be Directors.

Section 4. Vacancies in the office of Director, due to any reason other than expiration of term of office, including Directorships to be filled because of an increase in the number of Directors, shall be filled in such manner as may be provided in the Corporation's Bylaws.

Section 5. A majority of the Board of Directors constitutes a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 6. The officers of the Corporation shall be a President, a Secretary, and a Treasurer. Such officers shall be elected by the Board of Directors to hold office for such time as may be prescribed by the Board of Directors. The Board may also appoint or elect such other officers and agents as they deem necessary for the transaction of the business of the Corporation in accordance with the Corporation's Bylaws. The officers may be required to give security for the faithful performance of their duties, as the Corporation's Bylaws may provide. All officers and agents shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation, as may be directed or delegated by the Board of Directors.

ARTICLE VI

The amount of capital stock of the Corporation shall be Two Million Five Hundred Thousand Dollars (\$2,500,000.00) divided into and represented by Two Hundred Fifty Thousand (250,000) shares of common stock having a par value of Ten Dollars (\$10.00) per share. The capital stock of the Corporation shall be transferable in such manner as shall be prescribed by the Corporation's Bylaws.

ARTICLE VII

The Corporation reserves the right to amend, delete, or supplement any provision of these Amended and Restated Articles of Incorporation, as permitted by applicable law, and all rights and privileges conferred herein are granted subject to this reservation.

Executed this 22nd day of 2002, A.D. 2002.

ACLI ACQUISITION COMPANY

By: Michael Daubenmier
Title: President

By: Robert Dotson
Title: Secretary

STATE OF MICHIGAN)
)SS:
COUNTY OF WAYNE)

On this 22nd day of NOVEMBER, 2002, before me, a notary public in and for said county, personally appeared MICHAEL DAUBENMIER and ROBERT DOTSON, the President and Secretary, respectively, of ACLI Acquisition Company, acting as the holder of or trustee for the holders of all the stock of AAA Life Insurance Company, known to me to be the persons named in and who executed the foregoing instrument, and severally acknowledged that they executed the same freely and for the intents and purposes therein mentioned.

SANDRA A. ROGERS
NOTARY PUBLIC WAYNE CO., MI
MY COMMISSION EXPIRES Dec 11, 2004
Sandra A. Rogers
Notary Public, WAYNE County, Michigan
My commission expires Dec 11, 2005