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To the Commissioner of Patents and Trademarks: Please refer to the attached page(s) at all times.

1. Name of conveying party(ies):

NWNL Companies, Inc.

 Individuals Association
 General Partnership Limited Partnership
 Corporation—State of Delaware
 Other:

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

ReliaStar Financial Corp.
20 Washington Avenue South
Minneapolis, Minnesota 55401

 Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation—State of Delaware
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: February 10, 1995

4. Application number(s) or trademark number(s)

A. Trademark Application No.(s)

B. Trademark Reg. No.(s)

2,082,556

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: John L. Beard
Address: Merchant, Gould, Smith, Edell,
Welter & Schmidt, P.A.
3100 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

DO NOT USE THIS SPACE

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

July 29, 1998
Signature
Date

Name of Person Signing

John L. Beard

Total number of pages including cover sheet, attachments, and document: 5

Do not detach this portion

Main documents to be recorded with required cover sheet information to:

Commissioner for Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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:

"RSK FINANCIAL CORP.", A DELAWARE CORPORATION,

WITH AND INTO "THE NWNL COMPANIES, INC." UNDER THE NAME OF "RELIASTAR FINANCIAL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF FEBRUARY, A.D. 1995, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

7496998

DATE:

TRADEMARK

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

RSR FINANCIAL CORP.

INTO

THE NWNL COMPANIES, INC.

The NWNL Companies, Inc., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 29th day of June, 1988, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this Corporation owns all of the outstanding shares of the stock of RSR FINANCIAL CORP., a corporation incorporated on the 5th day of January, 1995, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this Corporation, by the following resolutions of its Board of Directors or a duly authorized committee thereof, duly adopted at a meeting held on the 12th day of January, 1995, determined to and did merge into itself said RSR FINANCIAL CORP.:

RESOLVED, that The NWNL Companies, Inc. merge, and it hereby does merge, into itself RSR FINANCIAL CORP. and assumes all of its liabilities and obligations.

FURTHER RESOLVED, that said merger shall become effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

FURTHER RESOLVED, that upon effectiveness of said merger, all of the outstanding shares of stock of RSR FINANCIAL CORP. owned by this Corporation shall be cancelled, and no securities of this Corporation, or any other corporation, or any money or other property, shall be issued to this Corporation in exchange therefor.

FURTHER RESOLVED, that upon effectiveness of said merger, the name of this Corporation shall be "ReliaStar Financial Corp."

FURTHER RESOLVED, that the proper officers of this Corporation be, and they are hereby, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge said RSR FINANCIAL CORP. and to assume its liabilities and obligations, and to so change the name of The NWNL Companies, Inc. to ReliaStar Financial Corp., and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger and change of name.

TRADEMARK

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IN WITNESS WHEREOF, this Corporation has caused this Certificate to be signed by its Chairman and Chief Executive Officer and attested by its Secretary the 10th day of February, 1995.

THE NWNL COMPANIES, INC.

By John G. Turner
John G. Turner
Chairman and Chief Executive Officer

Richard R. Crowl
Richard R. Crowl, Assistant Secretary

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