

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
General Electric Capital Assurance Company		01/01/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Genworth Life Insurance Company
Street Address:	6604 West Broad Street
City:	Richmond
State/Country:	VIRGINIA
Postal Code:	23230
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	2924223	PRIVILEGED CHOICE
Registration Number:	1972631	ASSETRAC
Registration Number:	2146852	CAPITAL PROVIDER
Registration Number:	1199864	GNA
Registration Number:	1953303	POWER PORTFOLIO
Registration Number:	2371403	PRIME SOURCE
Registration Number:	2591505	PROTECTING TOMORROW'S INDEPENDENCE TODAY
Registration Number:	1905923	PRIVILEGED CARE
Registration Number:	2356718	SURE TERM

**CORRESPONDENCE DATA**

Fax Number: (804)344-7999  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (804) 788-8331

CH \$240.00 2924223

Email: HWRITM@hunton.com  
Correspondent Name: Stephen P. Demm  
Address Line 1: 951 East Byrd Street  
Address Line 2: Riverfront Plaza, East Tower  
Address Line 4: Richmond, VIRGINIA 23219-4074

ATTORNEY DOCKET NUMBER:	52493.3301
NAME OF SUBMITTER:	Stephen P. Demm
Signature:	/Stephen P. Demm/
Date:	04/20/2006

**Total Attachments: 7**

source=GLIC Name Change#page1.tif  
source=GLIC Name Change#page2.tif  
source=GLIC Name Change#page3.tif  
source=GLIC Name Change#page4.tif  
source=GLIC Name Change#page5.tif  
source=GLIC Name Change#page6.tif  
source=GLIC Name Change#page7.tif

# Delaware

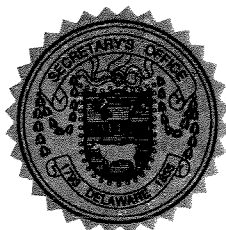
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "GENERAL ELECTRIC CAPITAL ASSURANCE COMPANY", CHANGING ITS NAME FROM "GENERAL ELECTRIC CAPITAL ASSURANCE COMPANY" TO "GENWORTH LIFE INSURANCE COMPANY", FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2005, AT 8:10 O'CLOCK A.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE FIRST DAY OF JANUARY, A.D. 2006.



2313394 8100

050805838

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4199540

DATE: 10-03-05

TRADEMARK

REEL: 003293 FRAME: 0318

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
GENERAL ELECTRIC CAPITAL ASSURANCE COMPANY**

General Electric Capital Assurance Company, a corporation organized under the laws of the state of Delaware on May 12, 1992, filing this Amended and Restated Certificate of Incorporation, hereby certifies as follows:

1. The corporation was originally incorporated in the State of Washington under the name, United Pacific Life Insurance Company, as a Washington domestic insurance corporation. The corporation's original articles of incorporation were filed with the Washington Secretary of State's office effective September 28, 1956.

2. The corporation was redomesticated from the State of Washington to the State of Delaware effective May 12, 1992, the date of filing of its Certificate of Incorporation, pursuant to Section 4946 of the Delaware Insurance Code (18 Del. C. § 4946) and all other applicable provisions of the Delaware and Washington law.

3. The corporation's name was changed from United Pacific Life Insurance Company to General Electric Capital Assurance Company effective April 1, 1994, pursuant to the filing of its Amended and Restated Certificate of Incorporation on January 27, 1994 in accordance with sections 242 and 245 of the General Corporation Law of the State of Delaware.

4. The corporation is the survivor of a merger between AMEX Life Assurance Company ("AMEX Life") and the corporation effective June 30, 1996, whereby AMEX Life (which at the time was a subsidiary of the corporation) was merged with and into the corporation, following the approvals of the Delaware and California Insurance Departments.

5. The corporation changed its main administrative office from Seattle, Washington to Richmond, Virginia effective October 1, 1997.

6. The corporation is the survivor of a merger between Great Northern Insured Annuity Corporation ("GNIAC") and the corporation effective January 1, 1999, whereby GNIAC (which at the time was a subsidiary of the corporation) was merged with and into the corporation, following the approvals of the Delaware and Washington Insurance Departments.

7. The corporation changed its statutory home office (which is the same as its statutory registered agent address) to 1013 Centre Road, in the City of Wilmington, County of New Castle, effective October 28, 1999, and to 2711 Centerville Road (Suite 400) in the City of Wilmington, County of New Castle in the year 2000.

8. This Amended and Restated Certificate of Incorporation, which shall take effect on January 1, 2006, has been adopted in accordance with Section 245 of the General Corporation Law of the State of Delaware and, pursuant to Sections 242 and 245, restates and integrates and further amends the provisions of the Certificate of Incorporation as follows:

FIRST: The name of the corporation is GENWORTH LIFE INSURANCE COMPANY.

SECOND: The address of the corporation's registered office in the State of Delaware is 2711 Centerville Road (Suite 400), in the City of Wilmington, County of New Castle. The name of the corporation's registered agent at such address is Corporation Service Company.

THIRD: A. The objects for which this corporation is formed are to conduct an insurance business and to make insurance as hereinafter set forth. Said corporation shall be a stock corporation and shall do business as a stock corporation. The kinds of insurance which this corporation will issue are as follows:

1. LIFE INSURANCE

The issuance of life insurance, being insurance on human lives and insurances appertaining thereto or connected therewith, shall include the granting of annuities and endowment benefits; additional benefits in event of death by accident; additional benefits in the event of the total and permanent disability of the insured; and optional methods of settlement proceeds.

2. HEALTH INSURANCE

Health insurance is insurance of human beings against bodily injury, disablement or death by accident or accidental means, or the expense thereof, or against disablement or expense resulting from sickness, and every insurance appertaining thereto.

B. Said corporation may issue insurance policies upon both the participating plan and the non-participating plan. The Board of Directors of said corporation may, from time to time, distribute equitably to the holders of participating life insurance policies issued by said corporation such sums out of the surplus funds of said corporation, as in its judgment seems proper, said surplus funds being the excess of the insurer's assets over its liabilities, including its capital

stock as a liability. Dividends to participating policies for other kinds of insurance shall be paid out of that part of such surplus funds which is derived from any realized net profits from the insurer's business.

FOURTH: The capital stock of this corporation shall consist of the following:

1. Four million two hundred thousand (4,200,000) shares of Class A common stock of the par value of one dollar (\$1.00) each ("Class A Common Stock"); and
2. Two million (2,000,000) shares of Class B common stock of the par value of one dollar (\$1.00) each ("Class B Common Stock", together with the Class A Common Stock, the "Common Stock"); and
3. One million (1,000,000) shares of preferred stock of the par value of one dollar (\$1.00) each, which shares shall be issuable in one or more series with such rights, preferences and privileges (including, but not limited to any designation, class, series, voting power, preference, relative, participating, optional or other special right, qualification, limitation, restriction, dividend, time and price of redemption and conversion right) as may be determined by the directors in each instance, without further action by the stockholders.

Each holder of Class A Common Stock shall have one vote on all matters submitted to the stockholders for each share of Class A Common Stock standing in the name of such holder on the books of the corporation. Except as provided by law, the holders of Class B Common Stock shall have no voting rights.

No class or series of shares of the corporation shall be assessable nor have any preemptive or subscription rights.

FIFTH: The duration of the existence of this corporation shall be perpetual.

SIXTH: The principal place of business of this corporation shall be located at Richmond, Henrico County, Virginia. The corporation intends to transact business within the State of Delaware and within all the several states of the United States, the District of Columbia, and in foreign countries.

The corporation's state of domicile is Delaware.

SEVENTH: The power and authority to make, alter, amend or repeal the By-Laws of this corporation shall be, and is, hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to amend or repeal such By-Laws. The Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, terms of office or compensation.

EIGHTH: The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner from time to time prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

GENERAL ELECTRIC CAPITAL ASSURANCE COMPANY

By: Ward E. Bobitz  
Its: Senior Vice President  
Ward E. Bobitz

Attested by:

Shelley M. Sullivan Schraeder  
Assistant Secretary



State of Delaware



MATTHEW DENN  
INSURANCE COMMISSIONER

841 SILVER LAKE BLVD.  
DOVER, DELAWARE 19904-2465  
(302) 739-4251  
FACSIMILE (302) 739-8280

Department of Insurance

March 21, 2005

TO WHOM IT MAY CONCERN:

RE: Change of Name from General Electric Capital Assurance Company (NAIC 70025) to Genworth Life Insurance Company

The Delaware Department of Insurance has received an application from General Electric Capital Assurance Company, a Delaware insurance corporation, requesting approval of their name change to Genworth Life Insurance Company, effective January 1, 2006. The Department approves the name change, effective January 1, 2006, to Genworth Life Insurance Company, subject to filing of the Amended and Restated Certificate of Incorporation with the Delaware Secretary of State, Division of Corporations, on or after October 1, 2005.

By: \_\_\_\_\_

*Darryl Reese*  
Darryl Reese  
Director of Company Regulation