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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0047 (exp. 5/31/2002) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 3-5-02  
 Loewen Group International Inc.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other Kentucky Corporation

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

2. Name and address of receiving party(ies)  
 Name: Alderwoods (Partner) Inc.  
 Internal  
 Address: 2225 Sheppard Avenue East  
 Street Address: Same  
 City: Toronto, Ontario CANADA State: \_\_\_\_\_ Zip: M2J 5C2

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a 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: December 20, 2001

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) \_\_\_\_\_  
 \_\_\_\_\_

B. Trademark Registration No.(s) 2247686  
 \_\_\_\_\_

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Robert P. Ducatman, Esq.  
 Internal Address: JONES, DAY, REAVIS & POGUE  
North Point  
901 Lakeside Avenue  
 Street Address: Same  
 City: Cleveland State: OH Zip: 44114

6. Total number of applications and registrations involved: ..... 1

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

8. Deposit account number:  
501432 (Ref. 704000625001)

DO NOT USE THIS SPACE

9. Signature.  
08/13/2002 6TOM11 00000138 501432 2247686  
01 FC:481 40.00 CH  
Suzanne Koston  
 Name of Person Signing

Signature

February 25, 2002  
 Date

10

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002460 FRAME: 0626



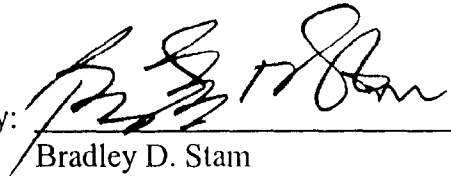
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Commissioner of Trademarks  
Washington, D.C. 22202-3513

DESIGNATION OF DOMESTIC REPRESENTATIVE

Jones, Day, Reavis & Pogue, whose postal address is North Point, 901 Lakeside Avenue, Cleveland, Ohio 44114, is hereby designated applicant's representative upon whom notice or process in proceedings affecting the mark may be served.

Alderwoods (Delaware) Inc.

By:   
Bradley D. Stam  
Senior Vice President  
Law & Asset Management

Date: FEB. 12, 2002.



**JOHN Y. BROWN III**  
SECRETARY OF STATE

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**CERTIFICATE**

I, **JOHN Y. BROWN III**, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of        **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**  
**LOEWEN GROUP INC. CHANGING NAME TO ALDERWOODS (PARTNER), INC. FILED**  
**DECEMBER 20, 2001.**

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

LOEWEN GROUP INC.

The above corporation (the "Corporation") existing pursuant to Chapter 271B of the Kentucky Revised Statutes, desiring to give notice of corporate action effectuating the amendment and restatement of its Articles of Incorporation, sets forth the following facts:

0289526.09  
John Y Brown III  
Secretary of State  
Received and Filed  
12/20/2001 01:53 PM  
Fee Receipt: \$80.00  
Ghance - PARI

ARTICLE I - AMENDMENT

SECTION I: The date of incorporation of the Corporation is August 8, 1991.

SECTION II: The articles of incorporation of Loewen Group Inc. are amended as follows:

Article One is amended to read as follows:

The name of the corporation is Alderwoods (Partner), Inc.

Articles Two, Three, Five and Seven have been deleted;

Article Four has been amended to revise the wording and renumbered as Article Three and will read as follows:

The corporation is authorized to issue One Thousand (1,000) shares of common stock with no par value.

Article Six has been amended and renumbered as Article Two and will read as follows:

The mailing address of the corporation's principal office is Suite 1000, 311 Elm Street, Cincinnati, Ohio 45202.

Article Eight has been amended to revise the wording and renumbered as Article Four and will read as follows:

The name and address of the incorporator are as follows:

T. Scott Gilligan  
2200 Ameritrust Center  
525 Vine Street  
Cincinnati, Ohio 45202

Article Nine has been amended and renumbered as Article Five and will read as follows:

Section 1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of

the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. To the extent that any person described in Section 1 or 2 of this Article V has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said Sections, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Any indemnification under Section 1 or 2 of this Article V (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of any person described in said Sections is proper in the circumstances because he has met the applicable standard of conduct set forth in said Sections. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or (3) by the shareholders of the corporation.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit

or proceeding upon receipt of an undertaking by or on behalf of any person described in said Section to repay such amount if it shall ultimately be determined that he is not entitled to indemnification by the corporation as authorized in this Article V.

Section 6. The indemnification and advancement of expenses provided by, or granted pursuant to, the other Sections of this Article V shall not be deemed exclusive of any other rights to which those provided indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 7. The board of directors may authorize, by a vote of the majority of the full board, the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article V.

Section 8. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article V shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 9. Unless otherwise restricted by law, the provisions of this Article V shall remain in full force and effect. If any word, clause or provision of this Article V or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

Section 10. The intent of this Article V is to provide for indemnification and advancement of expenses to the fullest extent permitted by statute or the laws of this State. To the extent that such statute or any successor statute may be amended or supplemented from time to time, this Article V shall be amended automatically and construed so as to permit indemnification and advancement of expenses to the fullest extent from time to time permitted by law.

A new article has been added and numbered as Article VI and will read as follows:

The Corporation shall not issue nonvoting capital stock to the extent prohibited by section 1123 of title 11 of the United States Code as in effect on November 29, 2001; provided, however, that this Article (1) will have no further force and effect beyond that required under section 1123, (2) will have such force and effect, if any, only for so long as such section is in effect and applicable to the Corporation, and (3) in all events may be amended or eliminated in accordance with applicable law as from time to time in effect. This paragraph shall have no effect on nonvoting capital stock issued by the Corporation prior to June 1, 1999.

## ARTICLE II - RESTATEMENT

The exact text of the Restated Articles of Incorporation is as follows:

### ARTICLE I

The name of the corporation is Alderwoods (Partner), Inc.

### ARTICLE II

The mailing address of the corporation's principal office is Suite 1000, 311 Elm Street, Cincinnati, Ohio 45202.

### ARTICLE III

The corporation is authorized to issue One Thousand (1,000) shares of common stock with no par value.

### ARTICLE IV

The name and address of the incorporator are as follows:

T. Scott Gilligan  
2200 Ameritrust Center  
525 Vine Street  
Cincinnati, Ohio 45202

### ARTICLE V

Section 1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. To the extent that any person described in Section 1 or 2 of this Article V has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said Sections, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Any indemnification under Section 1 or 2 of this Article V (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of any person described in said Sections is proper in the circumstances because he has met the applicable standard of conduct set forth in said Sections. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or (3) by the shareholders of the corporation.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of any person described in said Section to repay such amount if it shall ultimately be determined that he is not entitled to indemnification by the corporation as authorized in this Article V.

Section 6. The indemnification and advancement of expenses provided by, or granted pursuant to, the other Sections of this Article V shall not be deemed exclusive of any other rights to which those provided indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 7. The board of directors may authorize, by a vote of the majority of the full board, the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint



venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article V.

Section 8. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article V shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 9. Unless otherwise restricted by law, the provisions of this Article V shall remain in full force and effect. If any word, clause or provision of this Article V or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

Section 10. The intent of this Article V is to provide for indemnification and advancement of expenses to the fullest extent permitted by statute or the laws of this State. To the extent that such statute or any successor statute may be amended or supplemented from time to time, this Article V shall be amended automatically and construed so as to permit indemnification and advancement of expenses to the fullest extent from time to time permitted by law.

## ARTICLE VI

The Corporation shall not issue nonvoting capital stock to the extent prohibited by section 1123 of title 11 of the United States Code as in effect on November 29, 2001; provided, however, that this Article (1) will have no further force and effect beyond that required under section 1123, (2) will have such force and effect, if any, only for so long as such section is in effect and applicable to the Corporation, and (3) in all events may be amended or eliminated in accordance with applicable law as from time to time in effect. This paragraph shall have no effect on nonvoting capital stock issued by the Corporation prior to June 1, 1999.

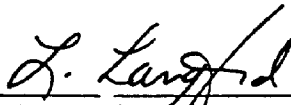
## ARTICLE III - MANNER OF ADOPTION AND VOTE

The restatement contains an amendment requiring shareholder approval. There are 1,000 shares of common stock outstanding, all of which are entitled to vote on the restatement. Pursuant to Sections 271B.7-040 and 271B.10-030 of the Kentucky Revised Statutes, that approval was evidenced by unanimous written consent of the sole shareholder on December 5, 2001.

IN WITNESS WHEREOF, the undersigned being the Secretary of said Corporation executes its Amended and Restated Articles of Incorporation and verifies, subject to penalties of perjury that the statements contained herein are true.

Dated: December 5, 2001

LOEWEN GROUP INC.

By:   
Laurel Langford, Secretary