

03-26-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION F
TRADEMA



OF COMMERCE
Trademark Office

Tab settings

102030605

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

1. Name of conveying party(ies): 3-12-02
Alderwoods Group, Inc., a Delaware corporation See attached schedule for additional conveying parties
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

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

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

Execution Date: January 2, 2002

2. Name and address of receiving party(ies)
Name: CIT Group/Business Credit, Inc.
Internal as Collateral Agent
Address: 22nd Floor
Street Address: 10 South LaSalle St.
City: Chicago State: IL Zip: 60603

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See schedule 1 attached

B. Trademark Registration No.(s)

See schedule 1 attached

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Elizabeth J. Burns
Latham & Watkins
Internal Address: _____

Street Address: 5800 Sears Tower

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41).....\$ 340.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

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.

Elizabeth J. Burns

Name of Person Signing

Elizabeth Burns
Signature

January 23, 2002

Date

Total number of pages including cover sheet, attachments, and document: 15

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

03/25/2002 LMUELLER 00000166 74587258

01 FC:481
02 FC:482

40.00 DP
300.00 DP

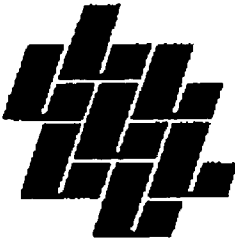
TRADEMARK
REEL: 2468 FRAME: 0633

Additional conveying parties

1. Alderwoods (Delaware), Inc., a Delaware corporation
2. Alderwoods (Partner), Inc., a Kentucky corporation

TRADEMARKS

Mark	Pre-Consolidation Owner	Post-Consolidation Owner	Goods & Services	Serial No. Date Filed	Reg. No. Date Issued
CELEBRATION OF LIFE	The Loewen Group Inc.	Alderwoods (Delaware), Inc.	<p><u>Class 37</u>: cemetery services, namely, the provision and maintenance of burial sites and burial plots</p> <p><u>Class 42</u>: funeral home services including the provision of caskets and related items; cremation services; conducting memorial services; and the provision of markers, monuments and related items</p>	74/587,258 Oct. 18, 1994	2,045,308 March 18, 1997
CELEBRATION OF LIFE	The Loewen Group Inc.	Alderwoods (Delaware), Inc.	<u>Class 42</u> : services provided in assisting and conducting memorial and funeral services	74/609,136 Dec. 9, 1994	2,118,661 Dec. 9, 1997
CELEBRATION SERIES	Loewen Group Inc.	Alderwoods (Partner), Inc. (f/k/a Loewen Group Inc.)	<u>Class 20</u> : caskets	75/460,312 April 1, 1998	2,247,686 May 25, 1999

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SENSIBLE ALTERNATIVES	Loewen Group International, Inc.	Alderwoods (Delaware), Inc.	<u>Class 42</u> : cremation services; burial, internment, inurnment and entombment services; graveside services, namely, arranging and conducting memorial graveside and funeral services; funeral services, namely arranging and conducting memorial and funeral services	75/874,040 Dec. 20, 1999	2,402,147 Nov. 7, 2000
	Loewen Group International, Inc.	Alderwoods (Delaware), Inc.	<p><u>Class 37</u>: cemetery services, namely, the provision and maintenance of burial sites and burial plots</p> <p><u>Class 42</u>: funeral home services including the provision of caskets and related items; cremation services; conducting memorial services; and the provision of markers, monuments and related items; services provided in assisting in and conducting memorial and funeral services</p>	75/444,541 March 4, 1998	2,240,648 April 20, 1999

Mark	Pre-Consolidation Owner	Post-Consolidation Owner	Goods & Services	Serial No. Date Filed	Reg. No. Date Issued
THE VISION	Loewen Group International, Inc.	Alderwoods (Delaware), Inc.	Class 16: magazines, newsletters and pamphlets in the field of funeral and cemetery services and related areas	75/001,365 Oct. 3, 1995	2,088,178 Aug. 12, 1997
ALDERWOODS	Loewen Group International, Inc.	Alderwoods Group, Inc.	Class 20: funerary merchandise, namely, caskets, vaults, liners, urns, monuments, plots, mausoleums, crypts, niches, columbariums, cemetery markers, stationery, flowers and family keepsake heirlooms	76/315,003 September 20, 2001	Pending
ALDERWOODS	Loewen Group International, Inc.	Alderwoods Group, Inc.	Class 36: funeral expense services; funeral insurance underwriting services; prepaid funeral expense services and cemetery care services funded through one or more trusts; financial investment services, featuring insurance-funded arrangements for the payment of funeral expenses on a pre-need basis	76/315,002 September 20, 2001	Pending

Mark	Pre-Consolidation Owner	Post-Consolidation Owner	Goods & Services	Serial No. Date Filed	Reg. No. Date Issued
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ALDERWOODS LOGO	Loewen Group International, Inc.	Alderwoods Group, Inc.	<u>Class 36:</u> funeral expense services; funeral insurance underwriting services; prepaid funeral expense services and cemetery care services funded through one or more trusts; financial investment services, featuring insurance-funded arrangements for the payment of funeral expenses on a pre-need basis	76/333,667 November 1, 2001	Pending
ALDERWOODS LOGO	Loewen Group International, Inc.	Alderwoods Group, Inc.	<u>Class 20:</u> funerary merchandise, namely, caskets, vaults, liners, urns, monuments, plots, mausoleums, crypts, niches, columbariums, cemetery markers, stationery, flowers and family keepsake heirlooms	76/333,668 November 1, 2001	Pending

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of January 2, 2002, by Alderwoods Group, Inc., a Delaware corporation (the "Company") Alderwoods (Delaware), Inc., Alderwoods (Partner), Inc. (including the Company, each a "Grantor" and collectively, the "Grantors"), in favor of THE CIT GROUP/BUSINESS CREDIT, INC., a New York corporation, in its capacity as the Collateral Agent.

WITNESSETH:

WHEREAS, pursuant to that certain Financing Agreement dated as of the date hereof by and among the Company, the Persons named therein as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Senior Credit Agreement"), Lenders have agreed to make certain loans and advances on behalf of the Company and the Grantors (other than the Company) have agreed to guarantee the Obligations;

WHEREAS, the Company and the Trustee are parties to the Indenture pursuant to which the Company has issued the Senior Notes to the holders of the Senior Notes and the Grantors (other than the Company) have agreed to guarantee the Senior Notes Obligations;

WHEREAS the Lenders and the holders of the Senior Notes have agreed to enter into that certain Intercreditor and Subordination Agreement, which establishes the priority of payment of the Senior Obligations owed by the Grantors to the Lenders, the Agent, the Trustee and the holders of the Senior Notes (collectively, the "the Senior Secured Parties"); and

WHEREAS, in order to secure the payment of the Senior Obligations, the Grantors have agreed to grant a continuing Lien on the Trademark Collateral (as hereinafter defined) to the Collateral Agent in that certain Security Agreement dated as of the date hereof (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the terms of the Security Agreement, each Grantor is required to execute and deliver to the Collateral Agent, for itself and the benefit of the Senior Secured Parties, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Senior Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Each Grantor hereby grants to the Collateral Agent, on behalf of itself and the Senior Secured Parties, a continuing first priority security interest in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to the Collateral Agent, on behalf of itself and the Senior Secured Parties, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

GRANTORS:

ALDERWOODS GROUP, INC.

By: 

Name: BRADLEY D. STAM

Title: VICE PRESIDENT

ALDERWOODS (DELAWARE), INC.

By: 

Name: BRADLEY D. STAM

Title: VICE PRESIDENT


ALDERWOODS (PARTNER), INC.

By: 

Name: BRADLEY D. STAM

Title: VICE PRESIDENT

THE CIT GROUP/BUSINESS CREDIT, INC.,
as the Collateral Agent

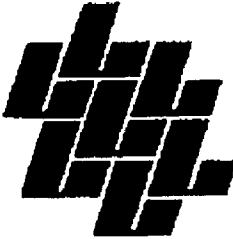
By: 

Name: Terrence J Broderick

Title: Vice President

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