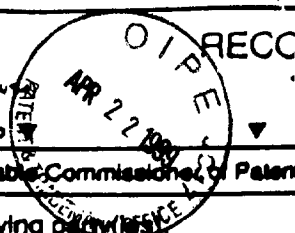


04-30-1999

FORM PTO-1584
(Rev. 9-93)

OMB No. 2651-0011



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

101024768

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

1. Name of conveying party(ies)

NEPTUNE MANAGEMENT CORP.
(California Corporation)

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 19, 1999

2. Name and address of receiving party(ies)

EMANUEL WEINTRAUB
Name: INTER VIVOS TRUST
c/o STEIN & FLUGGE LLP
Internal Address: Attn: Marc Stein, Esquire
Street Address: Suite 825, 9200 Sunset Blvd.
City: Los Angeles State: CA ZIP: 90069

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other INTER VIVOS TRUST

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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,984,894 July 9, 1996
NEPTUNE SOCIETY

Additional numbers attached? Yes No

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

Name: Burton Scheiner

Internal Address: Dennison, Meserole, Scheiner & Schultz

Street Address: 612 Crystal Square 4

1745 Jefferson Davis Highway

City: Arlington, State: VA ZIP: 22202-

04/27/1999 DNGUYEN 00000143 1984894 3417

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:

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

01 FC:481

40.00 DP

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.

Burton Scheiner, Reg. 24018
Name of Person Signing

Burton Scheiner
Signature

April 22, 1999
Date

Total number of pages including cover sheet, attachments, and document: 2



SUMMARY OF TRADEMARK SECURITY INTEREST

WHEREAS, Neptune Management Corp., a California corporation, ("Owner") is the owner of the following trademark(s)/service mark(s) and trademark/service mark application(s) (the "Trademark(s)"):

REGISTERED TRADEMARK/SERVICE MARK

<u>MARK</u>	<u>GOODS/SERVICES</u>	<u>CLASS</u>	<u>REG. NO.</u>	<u>DATE</u>
Neptune Society	Funeral, Burial and Cremation Services	42 (U.S. Cl. 100)	1,984,894	July 9, 1996

AND WHEREAS Owner has executed a Security Agreement of even date herewith in favor of Emanuel Weintraub Inter Vivos Trust ("Secured Party") pledging the Trademark, together with all goodwill associated therewith, as security for payment and performance of certain obligations as specified in the Security Agreement;

AND WHEREAS the parties desire to record Secured Party's security interest in and to the Trademark;

NOW, THEREFORE, Owner and Secured Party hereby acknowledge that for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Owner has granted Secured Party a secured interest, in and to the Trademark, together with all goodwill associated therewith, including, but not limited to, all of Owner's rights worldwide to use the Trademark and to file for registration thereof in all countries through the world.

This Summary of Trademark Security Interest evidences rights to the Trademark and may be recorded in the United States Patent and Trademark Office.

NEPTUNE MANAGEMENT CORP.

Date: April 19/99

By: [Signature]
Its: Authorized Signatory