

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM326886

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
StoneMor Operating LLC		12/19/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	1600 John F. Kennedy Boulevard		
Internal Address:	4 Penn Center		
City:	Philadelphia		
State/Country:	PENNSYLVANIA		
Postal Code:	19103		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85347157	SMP TRIBUTES	
Serial Number:	85347087	SMP TRIBUTES	
Serial Number:	86144928	STONEMOR	
CORRESPONDENCE DATA			
Fax Number:	2158511420		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	215-851-8100		
Email:	phlipdocketing@reedsmith.com		
Correspondent Name:	Maryellen Feehery Hank, Reed Smith LLP		
Address Line 1:	1717 Arch Street		
Address Line 2:	Three Logan Square, Suite 3100		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		
ATTORNEY DOCKET NUMBER:	263383.20007		
NAME OF SUBMITTER:	Maryellen Feehery Hank		
SIGNATURE:	/Maryellen Feehery Hank/		
DATE SIGNED:	12/22/2014		
Total Attachments: 7			

OP \$90.00 85347157

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**ASSIGNMENT OF SECURITY
INTEREST IN U.S. TRADEMARKS**

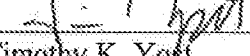
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, StoneMor Operating LLC, a Delaware limited liability company (“the Debtor”) with principal offices at 311 Veterans Highway, Suite B, Levittown, Pennsylvania, hereby assigns and grants to Bank of America, N.A., as Secured Party (the “Assignee”) with principal offices at 4 Penn Center, 1600 John F. Kennedy Boulevard, Philadelphia, Pennsylvania, a security interest in (i) all of the Debtor’s right, title and interest in and to the trademarks, trademark registrations and trademark applications (the “Marks”) set forth on Schedule A attached hereto together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and, (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS ASSIGNMENT OF SECURITY INTEREST (this “Assignment”), effective as of December 19, 2014, is made to secure the satisfactory performance and payment of all the Secured Obligations of the Debtor, as such term is defined in the Second Amended and Restated Security Agreement, among Debtor, the other debtors from time to time party thereto and the Assignee, dated December 19, 2014 (as amended, restated, modified and/or supplemented from time to time, the “Security Agreement”).

This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of
the ____ day of December, 2014.

STONEMOR OPERATING LLC

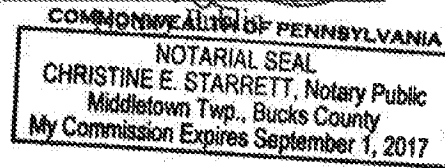
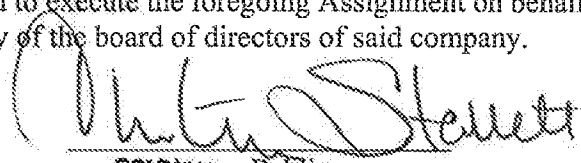
By: 
Name: Timothy K. Yost
Title: Chief Financial Officer

BANK OF AMERICA, N.A.,
as Secured Party, as Assignee

By: _____
Name: Sandra Guerrieri
Title: Vice President

COMMONWEALTH OF PENNSYLVANIA)
) ss.:
COUNTY OF PHILADELPHIA)

On this ____ day of December, 2014, before me personally came Timothy K. Yost who, being by me duly sworn, did state as follows: that he is the Chief Financial Officer of StoneMor Operating LLC, that he is authorized to execute the foregoing Assignment on behalf of said company and that he did so by authority of the board of directors of said company.



IN WITNESS WHEREOF, the undersigned have executed this Assignment as of
the ____ day of December, 2014.

STONEMOR OPERATING LLC

By: _____
Name: Timothy K. Yost
Title: Chief Financial Officer

BANK OF AMERICA, N.A.,
as Secured Party, as Assignee

By: *Sandra Guerrieri*
Name: Sandra Guerrieri
Title: Vice President

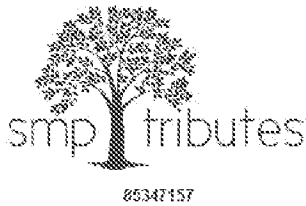
SCHEDULE A

U.S. TRADEMARKS

Trademarks:

1.

<u>Owner</u>	<u>Serial Number</u>	<u>Word Mark</u>	<u>Mark Drawing</u>
StoneMor Operating LLC	85347157	SMP TRIBUTES	See to the left below
StoneMor Operating LLC	85347087	SMP TRIBUTES	See to the right below



SMP TRIBUTES

85347087

2.

<u>Owner</u>	<u>Serial Number</u>	<u>Word Mark</u>
StoneMor Operating LLC	Application U.S. Serial Number 86/144,928, filed December 16, 2013 with the United States Patent and Trademark Office	StoneMor