

mfc 1396-1715

ASSIGNMENT OF INTEREST IN PLEDGE AND
SECURITY AGREEMENT

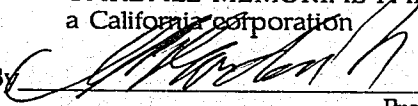
For good and valuable consideration, the receipt of which is hereby acknowledged, OAKDALE MEMORIAL PARK, a California corporation, hereby sells, assigns and transfers to SUSAN LYNN GORDON and CAROL G. COPPEL, all of its right, title and interest in and to that certain Pledge and Security Agreement dated September 23, 1986, executed by OAKDALE MEMORIAL PARK, a California corporation, as Pledgee, and H. SIDNEY MCGILL, MARILYN MCGILL, G. B. GORDON, JR, CAROL GORDON and R. A. GORDON, as Pledgees, and Addendum to said Pledge and Security Agreement dated March 16, 1987 executed by OAKDALE MEMORIAL PARK, a California corporation, as Pledgee, and FRED PISOR and DORIS PISOR, as Pledgee, for the purpose of securing that certain Promissory Note dated December 23, 1986, in the principal amount of \$500,000.00, executed by MCGORDEN, INC., an Oregon corporation, in favor of OAKDALE MEMORIAL PARK, a California corporation, with all the powers and rights therein given to the Pledgee in respect thereto and hereby assigns the securities described in said Pledge and Security Agreement and Addendum, to-wit, Certificates of Common Stock of MCGORDEN evidenced by Certificates No. 1, 2, 3, 4, 5, 6 and 7.

Upon the execution of this assignment and the transfer of the securities as hereinabove stated, the undersigned Pledgee is relieved and fully discharged from any liability or responsibility with respect to said pledge.

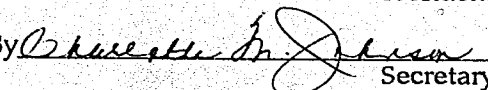
IN WITNESS WHEREOF, the assignor has hereunto set its hand and seal the 19 day of May, 1989.

OAKDALE MEMORIAL PARK,
a California corporation

By


President

By

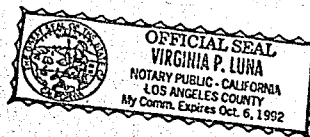

Secretary

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) SS

On MAY 19, 1989 before me, the undersigned, a Notary Public in and for said State, personally appeared G. B. GORDON, JR., personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the President of the corporation that executed the within instrument and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

Virginia P. Luna
NOTARY

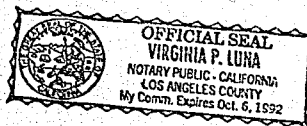


STATE OF)
COUNTY OF) SS

On MAY 19, 1989 before me, the undersigned, a Notary Public in and for said State, personally appeared Charlotte M. Johnson, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the Secretary of the corporation that executed the within instrument and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

Virginia P. Luna
NOTARY



After Recording return to:

Bydand Partners

P.O. Box 2136

Glendora, Ca. 91740

Attn: Carol Coppel

STATE OF OREGON,
County of Klamath SS.

Filed for record at request of:

Mountain Title Co.

on this 31st day of May A.D., 19 89
at 3:15 o'clock P.M. and duly recorded
in Vol. M89 of Mortgages Page 9491
Evelyn Biehn
By Caroline M. Milendore County Clerk

Fee, \$13.00

Deputy.