

**Company No: 8415**

**THE COMPANIES ACTS 1985-1989**

**SPECIAL RESOLUTION**

**Pursuant to Section 378 Companies Act 1985**

**THE MANOR PARK CEMETERY COMPANY LIMITED**

**Passed the 14 June 2005**

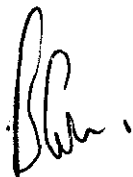
At the Annual General Meeting of the Company held on 14 June 2005 at The Cemetery, Sebert Road, Forest Gate, London E7 0NP, the following resolution was passed:

**SPECIAL RESOLUTION**

That Article 20 of the Articles of Association be amended to read:

20. In fixing a fair price for such Shares the Auditor of the Company for the time being shall multiply the average earnings per Share of the Company over the Company's last three accounting periods (as disclosed by the audited accounts of the Company for those periods) by the average price-earnings ratio of the Financial Times Stock Exchange Top 100 Index (or its nearest equivalent index if publication of such index ceases for any reason) over the twelve (12) months preceding the date the last audited accounts were approved which shall be discounted by 70% to reflect, inter alia, the Company's restricted activities and lack of marketability of Shares. The auditors will produce a valuation within 28 working days after the approval of the last audited accounts, such valuation will apply until the next audited accounts are approved. If within twelve (12) months from the date of receipt by the Directors of a request pursuant to Article 19, the Directors fail to find a purchaser for such Shares, then the Directors shall, subject to the provisions of these Articles, register the proposed transfer.

Signed:



Director

5 July 2005.

