## MINUTES OF A SPECIAL MEETING OF THE TRUSTEE AND BOARD OF DIRECTORS OF WFT LIQUIDATING TRUST APPROVING SPECIAL CONSENT RESOLUTIONS

Pursuant to <u>Section 4.10</u> of the Trust Agreement/Plan of Liquidation of WFT LIQUIDATING TRUST (the "<u>Trust</u>") dated as of July 1, 2015 (the "<u>Trust Agreement</u>"), a telephonic meeting was called by Edward J. Brady, the trustee of the Trust (the "<u>Trustee</u>"), and conducted on August 12, 2015 at approximately 4:00 p.m. (the "<u>Special Meeting</u>"). At the Trustee's direction, the Trust's counsel provided at least 48 hours' advance written notice of such meeting to the Board Members pursuant to <u>Section 4.10(d)</u> of the Trust Agreement and to the Association pursuant to Section 4.11 of the Trust Agreement.

The Trustee and John P. Devine, two of the three Board Members participated in the Special Meeting. William R. Walker, the third Board Member, was unable to participate due to a death in his family. Section 4.10(e) of the Trust Agreement requires a quorum of two Board Members for any meeting. Richard H. Gamble of Fiduciary Partners, Administrator for the Trust, and John M. Wirth and Michael A. Marx, attorneys with Mallery & Zimmerman, S.C., counsel for the Trust, were also present. Mark Zimmer of Zimmer Funeral Home observed the meeting on behalf of the Association. Pursuant to Section 4.10(g) of the Trust Agreement, the Trustee appointed John M. Wirth of Mallery & Zimmerman, S.C. to serve as secretary of the Special Meeting (the "Secretary").

The Special Meeting was called to correct an error identified in the timeline for processing and making Retirement Payments under Section 8.3(e)(iii) of the Trust Agreement. As written, the Trust is required to make certain Retirement Payments 30 days after receipt of notice from Beneficiary Funeral Homes, which notice is required to be made at least 30 days prior to the end of the applicable calendar quarter. Financial information necessary to calculate Retirement Payments is not available until approximately the 15th day after the end of a calendar quarter, and Retirement Payments cannot be made until after that financial information is made available to the Administrator. The drafter of the Trust Agreement intended to have payments made in the month following the end of the calendar quarter.

Capitalized terms and phrases not otherwise defined in these Minutes shall have the meanings given to them in the Trust Agreement.

A motion having been duly made and seconded, and all Board Members present having voted affirmatively, the Board adopted the following resolutions at the Special Meeting:

BE IT RESOLVED, that the third sentence of <u>Section 8.3(e)(iii)[3]</u> of the Trust Agreement be deleted in its entirety and replaced with the following:

For all payments of Retirement Claims described in <u>Section 8.3(e)(iii)[1]</u>, the Administrator shall cause the Trust to make such payments by the end of the month following the deadline for the notice. For all payments of

Retirement Claims described in <u>Section 8.3(e)(iii)[2]</u>, the Administrator shall cause the Trust to make such payments by the end of the calendar month after the end of the applicable calendar quarter.

FURTHER RESOLVED, that the Secretary shall, pursuant to <u>Sections 14.2 and 15.7</u> of the Trust Agreement, send prompt notice on behalf of the Trustee of the amendment set forth above (the "<u>Amendment</u>") to the WDFI and the Beneficiary Funeral Homes. The notice shall set forth the Amendment, the reason for the Amendment and a statement that the Board has approved the Amendment. The notice shall also set forth the right to object set forth in <u>Section 14.3</u> of the Trust Agreement.

FURTHER RESOLVED, that, provided that no petition objecting to the Amendment is filed with the Court within 20 days of such notice, the effective date of the Amendment (the "Effective Date") shall be the date that the Amendment is deemed approved under Section 14.4 of the Trust Agreement. If there is any such objection filed, the Effective Date shall be the date of approval by the Court.

FURTHER RESOLVED, that the Board, including the Trustee both in his capacity as Trustee and as a Board Member, shall sign a written amendment to the Trust Agreement on or after the Effective Date, effective as of the Effective Date; however, the Amendment shall be effective as of the Effective Date with or without such final signatures. The purpose of the signatures is for recordkeeping only.

FURTHER RESOLVED, that these minutes are approved by the Board and shall be retained by the Trustee in the Trust's records.

Dated August 12, 2015.

/S/ John M. Wirth, Secretary