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Date: April 26, 2005**Total Pages Including Cover Sheet: 4****FROM:** Mitchel S. Ross***PLEASE DELIVER AS SOON AS POSSIBLE TO:***

	<u>Recipient</u>	<u>Company/Address</u>	<u>Fax No.</u>	<u>Phone No.</u>
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**COMMENTS:**

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April 25, 2005

Mitchel S. Ross, Esquire  
Sweder & Ross, L.L.P.  
21 Custom House Street, Suite 300  
Boston, Massachusetts 02110

Re: Cooperative Funeral Fund, Inc. v. Board of Registration  
in Embalming and Funeral Directing; Suffolk Superior Court  
Civil Action No. 05-1465

Dear Mr. Ross:

I write to memorialize our discussions over the preceding several days, relative both to proceedings pending before the Board of Registration in Embalming and Funeral Directing (the "Board") and to your client's pending request for a preliminary injunction in the above-captioned case.

As per our discussions, your client, Cooperative Funeral Fund, Inc. ("CFF") agrees not to seek preliminary injunctive relief against the Board at a hearing presently scheduled for April 26, 2005, and to take the necessary steps to have that hearing taken off of the Court's docket.

In return for this agreement, the Board represents and warrants as follows:

1. The Investigative Conferences, scheduled for April 27, 2005, and subsequent dates, did not target funeral homes which contract with any specific pre-need trust program, but rather identified seventy-four (74) randomly selected funeral homes for spot audits to monitor their compliance with pre-need trust regulations. An additional twenty-two funeral homes were subsequently added to the list of homes to be spot-audited, as a result of specific information contained in documents previously filed with the Board.
2. The Board is conducting these Investigative Conferences for fact-finding purposes only. Funeral homes selected for spot audit were not chosen on the basis of their perceived compliance (or non-compliance) with existing pre-need regulations, and no legal opinions about the compliance (or non-compliance) of any pre-need trust agreement will be offered or given at these conferences.
3. The Board has not reached any conclusion as to whether any pre-need trust program is or is not in compliance with the Board's regulations.



4. In the event that the Board does ultimately reach the conclusion that one or more pre-need trust programs are not operating in compliance with applicable regulations, the Board will, prior to taking any action against any pre-need program or any of the funeral homes which utilize such program(s), take the following actions, in addition to complying with all applicable statutes and regulations:

- a. Conduct a meeting with representatives of pre-need trust program(s) deemed to be out-of-compliance;
- b. At such meeting, discuss how the program(s) in question fail, in the Board's view, to comply with applicable regulations, and answer questions about how such program(s) could be brought into compliance;
- c. Provide such program(s) a reasonable time to cure any identified deficiencies and come into compliance with applicable regulations, by whatever manner they deem appropriate; and
- d. If, after the reasonable time prescribed by the Board in paragraph 4(c) above, one or more funeral homes have not demonstrated compliance with applicable pre-need trust regulations, the Board will notify such home(s) of their noncompliance.

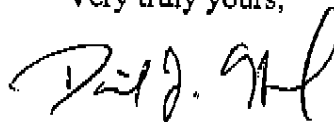
5. No funeral home's license will be placed in jeopardy for doing business with one or more pre-need trust program that the Board subsequently determines is not in compliance with the Board's regulations, without prior notice to the home and a reasonable opportunity for the home to bring its pre-need trust program into compliance.

The Board will permit any funeral home that appears at an Investigatory Conference on April 26, 2005, or May 2, 2005, that is also a pre-need trust client of CFF, to be accompanied by representatives of CFF at such conference. By agreement, such CFF representatives' role at the Investigatory Conference shall be limited to aiding its client funeral home(s) in presenting information responsive to the Board's requests. No advocacy or statements of position regarding the compliance of any pre-need trust arrangement with applicable regulations will be presented by CFF or by the Board at these Investigatory Conferences.

Nothing herein shall be deemed to waive or otherwise limit the rights of the Board or CFF under any applicable case, statute or regulation with respect to attendance at future Investigative Conferences before the Board.

If your client is in agreement with the terms set forth herein, kindly sign where provided and fax a copy of this letter back to me at (617) 727-5785. Thank you.

Very truly yours,



Daniel J. Hammond  
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Government Bureau  
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(617) 727-2200, ext. 2078

(as counsel to the Board of Registration  
in Embalming and Funeral Directing)

Acknowledged and agreed:



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(as counsel to Cooperative Funeral  
Fund, Inc.)