

PHILADELPHIA COURT OF COMMON PLEAS  
ORPHANS' COURT DIVISION

Archdiocesan Cemeteries, Non-Profit Corporation  
O.C. No. 1366 NP of 2013  
Control No. 133182

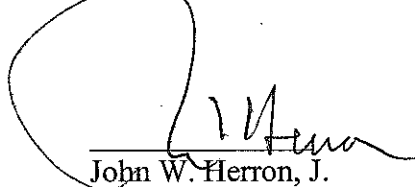
FINAL DECREE

AND NOW, this <sup>14<sup>th</sup></sup> day of February 2014, upon consideration of the Petition filed by the Archdiocese of Philadelphia, the addendum thereto, the hearings thereon, and for the reasons set forth in the contemporaneously issued decree, it is hereby ORDERED:

1. The Lease Agreement and Management Agreement between the Archdiocese of Philadelphia and StoneMor Operating LLC, StoneMor Pennsylvania LLC, and/or StoneMor Pennsylvania Subsidiary, LLC for the thirteen cemeteries set forth in the Archdiocese's petition do not constitute a diversion of any property from the purposes, uses, and trusts to which the Cemeteries have been lawfully dedicated.
2. The initial upfront rental payment received by the Archdiocese of Philadelphia from the Lease Agreement may be used by the Archdiocese of Philadelphia to address existing obligations of the Archdiocese (as set forth in the audited financial statements for the Archdiocese of Philadelphia Office for Financial Services for the period ending June 20, 2012) so as to strengthen its overall financial condition in furtherance of its religious, charitable, and educational purposes.

Exceptions to this Decree may be filed within twenty (20) days from the entry of the Final Decree. An appeal from this Final Decree may be taken to the appropriate appellate court within thirty (30) days from the entry of the Decree. See Phila. O.C. Rule 7.1.A. and Pa. O.C. Rule 7.1 as amended, and Pa.R.A.P. 902 and 903.

BY THE COURT:



John W. Herron, J.