



Dignity (2002) Limited  
Unaudited Abridged Investor Report  
for the 52 week period ended 26 June 2009

To:        Bloombergs

From:     Dignity (2002) Limited (as Borrower)

Terms defined in the Issuer / Borrower Loan Agreement ('IBLA') shall have the same meaning herein.

**NOTICE TO THE READER**

The information contained in this report represents information on Dignity (2002) Limited and its subsidiaries (the 'Dignity (2002) Group'), a sub-group of the Dignity plc group ('Group').

The information set out herein is not necessarily representative of the performance of the Group as a whole and should not be relied upon in this respect. For example it does not include the costs of non-executive directors or any dividends declared to shareholders of Dignity plc.

Furthermore, the Group reports its results in accordance with International Financial Reporting Standards ('IFRS'), whilst the Dignity (2002) Group will continue to apply UK Generally Accepted Accounting Principles ('UK GAAP').

# Dignity (2002) Limited

## Unaudited Abridged Investor Report

for the 52 week period ended 26 June 2009

Consolidated EBITDA and Net Assets for the 52 week period ended 26 June 2009.....	3
Coverages and covenants for the 52 week period ended 26 June 2009.....	4
Notes to the Investor Report for the 52 week period ended 26 June 2009.....	5

# Dignity (2002) Limited

## Consolidated EBITDA and Net Assets

for the 52 week period ended 26 June 2009

		<i>52 week period ending 26 Jun 2009</i>	<i>52 week period ending 26 Dec 2008</i>
<b>EBITDA statement:</b>	<i>Note</i>	<i>£m</i>	<i>£m</i>
Net revenue		<b>180.8</b>	175.8
Operating expenses		<b>(118.3)</b>	(115.9)
<b>EBITDA</b>	1	<b>62.5</b>	59.9

  

		<i>26 Jun 2009</i>	<i>26 Dec 2008</i>
<b>Consolidated Net Assets:</b>		<i>£m</i>	<i>£m</i>
<b>Fixed assets</b>		<b>228.9</b>	221.1
Total current assets	2	<b>68.9</b>	57.7
Creditors: amounts falling due within one year		<b>(47.3)</b>	(45.0)
<b>Net current assets</b>		<b>21.6</b>	12.7
<b>Total assets less current liabilities</b>		<b>250.5</b>	233.8
Creditors: amounts falling due after more than one year		<b>(386.8)</b>	(376.9)
Provisions for liabilities and charges		<b>(9.5)</b>	(9.7)
Pension asset (net of deferred tax)		<b>5.0</b>	10.2
<b>Net liabilities</b>		<b>(140.8)</b>	(142.6)

# Dignity (2002) Limited

## Coverages and covenants

for the 52 week period ended 26 June 2009

		52 week period ending	52 week period ending
	Note	26 Jun 2009 £m	26 Dec 2008 £m
EBITDA for the Relevant Period		62.5	59.9
Free Cashflow for the Relevant Period		49.5	48.3
Debt Service for the Relevant Period	3	23.6	23.5

### Financial Covenant

EBITDA DSCR ('Debt Service cover ratio') :

Target	$\geq 1.5 : 1$	$\geq 1.5 : 1$
Actual	2.65 : 1	2.55 : 1

### Restricted Payment Condition

Free Cashflow DSCR :

Target	$\geq 1.4 : 1$	$\geq 1.4 : 1$
Actual	2.10 : 1	2.05 : 1

EBITDA DSCR :

Target	$\geq 1.85 : 1$	$\geq 1.85 : 1$
Actual	2.65 : 1	2.55 : 1

### Confirmations

The Dignity (2002) Group confirms that the Financial Covenant has been observed for the Relevant Period ending 26 June 2009.

On 31 December 2008, a Restricted Payment totalling £6.5m was paid as a dividend to Dignity (2004) Limited and onwards to Dignity plc.

On 30 June 2009, a Restricted Payment totalling £16.0m was paid as a dividend to Dignity (2004) Limited and onwards to Dignity plc.

# Dignity (2002) Limited

## Notes to the Investor Report

for the 52 week period ended 26 June 2009

### 1 EBITDA

EBITDA has been calculated in accordance with the definition in the IBLA. Pension costs are stated on a cash basis and have been allocated on a divisional basis.

### 2 Total current assets

Total current assets include cash at bank and in hand of £42.5m (Dec 2008: £30.6m) of which £4.0m (Dec 2008: £0.9m) is cash held for operations.

### 3 Debt Service and Financial Covenant

The Dignity (2002) Group confirms that none of the following occurred in the Relevant Period ending 26 June 2009:

- Loan Event of Default
- Potential Loan Event of Default
- Financial Adviser Appointment Event

The Company made the following debt repayments during the Relevant Period (paid on 31 December 2008 and 30 June 2009):

	<i>Interest</i>	<i>Principal</i>
	<i>£'000</i>	<i>£'000</i>
Class A Secured 6.310% Notes due 2023	8,423	4,680
Class B Secured 8.151% Notes due 2030	10,813	-

The interest payments above include the 1bp margin payable under the IBLA. The actual payments to bondholders were £8,410,000 and £10,800,000 under the Class A and Class B Notes respectively.

# Dignity (2002) Limited

## Notes to the Investor Report

for the 52 week period ended 26 June 2009

### 3 Debt Service and Financial Covenant (continued)

Debt Service for the Relevant Period has been calculated as follows:

	<i>Principal</i>	<i>Annual rate</i>	<i>Interest</i>
<b>Senior Interest accruing in the period</b>	<b>£'000</b>	<b>%</b>	<b>£'000</b>
£110m Class A Notes	93,407	6.32%	5,957
£100m Class B Notes	100,000	8.161%	8,161
£45.5m Class A Notes – issued February 2006	38,679	6.32%	2,466
£32.5m Class B Notes – issued February 2006	32,500	8.161%	2,652
Working capital facility	5,000	0.45%	22
Liquidity facility	40,000	0.35%	140
Hedging documents	202,500	0.3404% <sup>§3</sup>	688
<b>Senior Interest accrued in the period</b>			<b>20,086</b>
Interest received in the period	variable	variable	(1,332)
Scheduled repayments of principal in the period		n/a	4,680
<b>Debt Service for the Relevant Period</b>			<b>23,614</b>

<sup>§3</sup> Net rate payable on notional principal.

# Dignity (2002) Limited

## Notes to the Investor Report

for the 52 week period ended 26 June 2009

### 4 Dignity plc

For the avoidance of doubt, the financial information contained elsewhere in this report relates to the unaudited consolidated results and financial position of Dignity (2002) Limited and its subsidiaries ('the Dignity (2002) Group') as required under the IBLA. The ultimate parent undertaking of Dignity (2002) Limited is Dignity plc.

Consequently, the financial information set out elsewhere in this report does not include the results of either the ultimate or intermediate parent undertakings of Dignity (2002) Limited, nor any adjustments necessary as to present the consolidated results and financial position of the combined groups.

Specifically, the financial information set out elsewhere in this report does not include certain adjustments, including, but not limited to, the following:

- Certain administrative expenses accruing to the parent undertakings of the Dignity (2002) Group;
- Interest payable and receivable on borrowings or loans between the Dignity (2002) Group and its parent undertakings;
- Interest payable or receivable on borrowings or loans held by either the ultimate or intermediate parent undertakings of Dignity (2002) Limited;
- Dividends declared or receivable by either the ultimate or intermediate parent undertakings of Dignity (2002) Limited;
- The non-cash effects of FRS 17 in the Relevant Period;
- The net assets of either the ultimate or intermediate parent undertakings of Dignity (2002) Limited; and
- Any adjustments necessary in order to present the combined results and financial position of any entity outside the control of the Dignity (2002) Group.

This report has been prepared under UK Generally Accepted Accounting Principles ('UK GAAP'). Dignity plc prepares its consolidated financial statements under IFRS principles.

### 5 Terminology

The following capitalised terms and phrases used in this report are defined in the Issuer / Borrower Loan Agreement ('IBLA') and have the same meanings in this report as defined in the IBLA:

Additional Obligors	Annual Upgrade Update	Debt Service	EBITDA	Financial Adviser Appointment	Financial Covenant
Financial Indebtedness	Free Cashflow	Funeral Home Start-Ups	Loan Event of Default	Maintenance Capex	Permitted Acquisition
Permitted Development	Permitted Disposal	Portfolio	Potential Loan Event of Default	Relevant Period	Restricted Payment
Restricted Payment Condition	Senior Interest	Security Trustee	Secured Notes	Tax	Tax Deed of Covenant

# Dignity (2002) Limited

## Notes to the Investor Report for the 52 week period ended 26 June 2009

### **6 Rotherham MBC Operating contract**

On 1 August 2008, the Group took responsibility for the operation of the crematorium and cemeteries owned by Rotherham MBC.

This agreement, which is for 35 years did not strictly meet the definition of a Permitted Operating Contract. However, the Group demonstrated to the Security Trustee that the arrangement was not materially prejudicial to the Note holders. Furthermore, the Group received consent from the Secured Creditors and rating affirmation from both Standard & Poor's and Fitch.

Consequently, the Security Trustee exercised its discretionary power and consented to the transaction.

### **7 Acquisition outside Securitisation group**

On 20 November 2008, the Note Trustee and the Security Trustee exercised their discretionary power following a rating affirmation to authorise Dignity plc to acquire (through a newly incorporated subsidiary, Dignity (2008) Limited) the entire issued share capital of a business outside of the existing securitisation structure. This was because the acquisition was partially funded by debt loaned by the Royal Bank of Scotland group, who required security over the assets. This facility, which totals £10m, was not of sufficient quantum to allow the acquisition to be funded by way of a tap issue of the Secured Notes. The Company concerned and Dignity (2008) Limited acceded to the Tax Deed of Covenant and the Group also gave an undertaking that both the Company and Dignity (2008) Limited would become Additional Obligor if the loan from RBS was repaid and not refinanced on similar terms.

This acquisition was completed on 24 November 2008. The only assets owned by the acquired company (Dignity Crematoria Limited) are the freeholds of five new crematoria. During the Relevant Period, these properties were leased to a third party, unconnected to the Dignity group. On 7 April 2009, the Dignity (2002) Group acquired that third party. Consequently, the leases now represent inter-company trading at market rates.

### **8 Investment of operating cash in Eligible Investments**

On 14 May 2009, the Note Trustee and the Security Trustee exercised their discretionary power following a rating affirmation to authorise Dignity Funerals Limited to invest any operating cash held by it in Eligible Investments. This can be with any financial institution that the rating agencies have provided a rating affirmation for.