

NOTICE OF SPECIAL MEETING OF MEMBERS
THE COLUMBIAN CEMETERY ASSOCIATION

A special meeting of the members of The Columbian Cemetery Association ("CCA") will be held at the hour of 10 o'clock a.m. on June 24, 2005 at the Kenton Historic Firehouse, 8105 North Brandon, Portland, Oregon. Members entitled to notice of the meeting and to vote thereat are those members of record determined as of this date. The presence at the meeting of seven members, represented in person or by proxy, shall constitute a quorum for the transaction of business to come before the meeting. The members will consider and act upon the proposals hereinbelow set forth. Each proposal will be voted on separately. Proposals numbered 1, 2 and 4 will be approved only as follows: receipt of the lesser of a two-thirds affirmative vote from the votes cast or a majority affirmative vote from the total voting power; and proposal 3 will be approved if that proposal receives the affirmative vote of a majority of the votes cast at the meeting. The following proposals are submitted to the members:

1. The adoption of Restated Articles of Incorporation to replace the Bylaws of CCA currently on file with the Oregon Corporation Division.
2. The repeal of the Bylaws of CCA and the adoption of new Bylaws, the same to serve as the Bylaws of CCA effective only upon the filing of the Restated Articles.
3. The election of Gerald Roth as the sole Director (Trustee) of CCA, effective immediately upon the Corporation Division filing of the Restated Articles.
4. The approval of the transfer of all of the assets, business and goodwill of CCA to Historic Columbian Cemetery, an Oregon non-profit corporation ("HCC"), being organized for the purpose of assuming ownership of all of the CCA assets and continuing the business of CCA. This transfer would be pursuant to a plan of wind-up, liquidation and dissolution of CCA, all pursuant to the terms of a Transfer Agreement to be dated as of the date of the above-called meeting of members. The effect of completing all transactions underlying the Transfer Agreement will be that the members of CCA will exchange their membership interest in CCA for an identical membership interest in HCC. HCC will also acquire all the rights to the name "Columbian Cemetery Association" and as such all deeds evidencing ownership of burial lots issued by CCA will continue to be valid documentation of burial lot ownership without necessity of change.

If you do not receive our mailing, copies of the proposed Restated Articles, Bylaws and Transfer Agreement will, upon written request and without charge, be furnished by George Spencer, Tonkon Torp LLP, 888 SW Fifth Avenue, Suite 1600, Portland, Oregon, 97204.

May 18, 2005.

Gerald Roth, President