

STONEMOR PARTNERS LP  
Form 10-Q  
November 09, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2010

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number: 000-50910

**STONEMOR PARTNERS L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**80-0103159**  
(I.R.S. Employer  
Identification No.)

**311 Veterans Highway, Suite B**

**Levittown, Pennsylvania**  
(Address of principal executive offices)

**19056**  
(Zip Code)

**(215) 826-2800**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

The number of the registrant's outstanding common units at November 9, 2010 was 15,566,635.

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**Table of Contents****Part I Financial Information****Item 1. Financial Statements****StoneMor Partners L.P.****Condensed Consolidated Balance Sheets**

(in thousands)

|  | September 30,<br>2010<br>(unaudited) | December 31,<br>2009 |
|--|--------------------------------------|----------------------|
| <b>Assets</b>  |                                      |                      |
| Current assets:  |                                      |                      |
| Cash and cash equivalents                                | \$ 17,958                            | \$ 13,479            |
| Accounts receivable, net of allowance                    | 42,917                               | 37,113               |
| Prepaid expenses   | 3,998                                | 3,531                |
| Other current assets                                     | 8,499                                | 4,502                |
| <b>Total current assets</b>                              | <b>73,372</b>                        | <b>58,625</b>        |
| Long-term accounts receivable net of allowance           | 56,667                               | 48,015               |
| Cemetery property  | 304,386                              | 239,777              |
| Property and equipment, net of accumulated depreciation  | 82,577                               | 48,736               |
| Merchandise trusts, restricted, at fair value            | 293,008                              | 203,829              |
| Perpetual care trusts, restricted, at fair value         | 241,923                              | 196,276              |
| Deferred financing costs net of accumulated amortization | 10,324                               | 12,020               |
| Deferred selling and obtaining costs                     | 57,537                               | 49,782               |
| Deferred tax assets                                      | 508                                  | 451                  |
| Fair value of interest rate swap                         | 1,961                                |                      |
| Other assets   | 5,809                                | 1,864                |
| <b>Total assets</b>                                      | <b>\$ 1,128,072</b>                  | <b>\$ 859,375</b>    |
| <b>Liabilities and partners capital</b>                  |                                      |                      |
| Current liabilities                                      |                                      |                      |
| Accounts payable and accrued liabilities                 | \$ 19,628                            | \$ 26,574            |
| Accrued interest   | 5,444                                | 1,829                |
| Current portion, long-term debt                          | 846                                  | 378                  |
| <b>Total current liabilities</b>                         | <b>25,918</b>                        | <b>28,781</b>        |
| Other long-term liabilities                              | 5,721                                | 2,912                |
| Fair value of interest rate swap                         |                                      | 2,681                |
| Long-term debt   | 206,452                              | 182,821              |
| Deferred cemetery revenues, net                          | 343,855                              | 258,978              |
| Deferred tax liabilities                                 | 30,552                               | 4,907                |
| Merchandise liability                                    | 105,387                              | 65,883               |
| Perpetual care trust corpus                              | 241,923                              | 196,276              |

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|   |              |            |
|---|--------------|------------|
| Total liabilities                             | 959,808      | 743,239    |
| <b>Partners capital</b>                       |              |            |
| General partner                               | 3,000        | 1,920      |
| General partner incentive distribution rights | 5,979        |            |
| Common partner                                | 159,286      | 114,216    |
| Total partners capital                        | 168,264      | 116,136    |
| Total liabilities and partners capital        | \$ 1,128,072 | \$ 859,375 |

See Accompanying Notes to the Condensed Consolidated Financial Statements.

**Table of Contents****StoneMor Partners L.P.****Condensed Consolidated Statement of Operations**

(in thousands)

(unaudited)

|  | Three months ended<br>September 30, |                    | Nine months ended<br>September 30, |                    |
|--|-------------------------------------|--------------------|------------------------------------|--------------------|
|  | 2010                                | 2009 (as restated) | 2010                               | 2009 (as restated) |
| <b>Revenues:</b>   |                                     |                    |                                    |                    |
| Cemetery   |                                     |                    |                                    |                    |
| Merchandise  | \$ 25,750                           | \$ 22,728          | \$ 68,576                          | \$ 65,460          |
| Services   | 11,537                              | 10,187             | 29,562                             | 28,959             |
| Investment and other   | 8,336                               | 8,291              | 25,241                             | 25,156             |
| Funeral home   |                                     |                    |                                    |                    |
| Merchandise  | 2,515                               | 2,260              | 7,377                              | 7,189              |
| Services   | 3,992                               | 3,121              | 10,781                             | 10,223             |
| <b>Total revenues</b>  | <b>52,130</b>                       | <b>46,587</b>      | <b>141,537</b>                     | <b>136,987</b>     |
| <b>Costs and Expenses:</b>   |                                     |                    |                                    |                    |
| Cost of goods sold (exclusive of depreciation shown separately below):   |                                     |                    |                                    |                    |
| Perpetual care   | 1,370                               | 1,230              | 3,727                              | 3,658              |
| Merchandise  | 5,150                               | 4,486              | 12,572                             | 13,017             |
| Cemetery expense   | 13,507                              | 10,599             | 34,840                             | 30,450             |
| Selling expense  | 10,298                              | 8,733              | 27,381                             | 25,177             |
| General and administrative expense   | 6,327                               | 5,797              | 18,086                             | 16,687             |
| Corporate overhead (including \$190 and \$381 in unit-based compensation for the three months ended September 30, 2010 and 2009 and \$543 and \$1,138 for the nine months ended September 30, 2010 and 2009) | 5,368                               | 5,440              | 16,062                             | 16,303             |
| Depreciation and amortization  | 2,261                               | 1,700              | 5,918                              | 4,718              |
| Funeral home expense   |                                     |                    |                                    |                    |
| Merchandise  | 967                                 | 839                | 2,833                              | 2,750              |
| Services   | 2,549                               | 2,193              | 6,884                              | 6,895              |
| Other  | 1,509                               | 1,385              | 4,381                              | 4,284              |
| Acquisition related costs  | 2,167                               | (29)               | 4,823                              | 2,099              |
| <b>Total cost and expenses</b>   | <b>51,473</b>                       | <b>42,373</b>      | <b>137,508</b>                     | <b>126,038</b>     |
| <b>Operating profit</b>  | <b>656</b>                          | <b>4,214</b>       | <b>4,029</b>                       | <b>10,949</b>      |
| <b>Other income and expense</b>  |                                     |                    |                                    |                    |
| Gain on sale of funeral homes  |                                     |                    |                                    | 475                |
| Gain on acquisition  | 6,656                               | 751                | 29,968                             | 5,334              |
| Increase in fair value of interest rate swap   | 1,398                               |                    | 4,637                              |                    |
| Interest expense   | 5,894                               | 3,898              | 15,991                             | 10,269             |

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|  |                 |                 |                  |                 |
|--|-----------------|-----------------|------------------|-----------------|
| Income before income taxes   | 2,816           | 1,067           | 22,643           | 6,489           |
| Income tax expense (benefit):  |                 |                 |                  |                 |
| State  | (22)            | 195             | 33               | 396             |
| Federal  | (1,807)         | (1,312)         | (2,716)          | (1,448)         |
| Total income tax expense (benefit)   | (1,829)         | (1,117)         | (2,683)          | (1,052)         |
| <b>Net income (loss)</b>   | <b>\$ 4,645</b> | <b>\$ 2,184</b> | <b>\$ 25,326</b> | <b>\$ 7,541</b> |
| General partner's interest in net income for the period                            | \$ 93           | \$ 44           | \$ 510           | \$ 151          |
| General partner's IDR interest in net income for the period                        | \$              | \$              | \$ 6,250         | \$              |
| Limited partners' interest in net income for the period                            |                 |                 |                  |                 |
| Common   | \$ 4,552        | \$ 1,855        | \$ 18,565        | \$ 6,166        |
| Subordinated   | \$              | \$ 285          | \$               | \$ 1,224        |
| Net income per limited partner unit (basic and diluted)                            | \$ .33          | \$ .18          | \$ 1.36          | \$ .62          |
| Distributions per limited partner unit   | \$ 0.555        | \$ 0.555        | \$ 1.665         | \$ 1.665        |
| Weighted average number of limited partners' units outstanding (basic and diluted) | 13,995          | 11,891          | 13,649           | 11,891          |

See Accompanying Notes to the Condensed Consolidated Financial Statements.

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**StoneMor Partners L.P.**  
**Condensed Consolidated Statement of**  
**StoneMor Partners L.P.**

**Partners Capital**

(in thousands)

(unaudited)

|                               | <b>Partners Capital</b>        |                            |  | <b>Total</b> |
|-------------------------------|--------------------------------|----------------------------|--|--------------|
|                               | <b>Common<br/>Unit Holders</b> | <b>General<br/>Partner</b> | <b>Incentive<br/>Distribution<br/>Rights</b> |              |
| Balance, December 31, 2009    | \$ 114,216                     | \$ 1,920                   | \$   | \$ 116,136   |
| Issuance of common units      | 9,610                          |                            |  | 9,610        |
| Proceeds from public offering | 39,503                         |                            |  | 39,503       |
| General partner contribution  |                                | 1,030                      |  | 1,030        |
| Net income                    | 18,565                         | 510                        | 6,250  | 25,326       |
| Cash distribution             | (22,608)                       | (461)                      | (271)  | (23,340)     |
| Balance, September 30, 2010   | \$ 159,286                     | \$ 3,000                   | \$ 5,979                                     | \$ 168,264   |

See Accompanying Notes to the Condensed Consolidated Financial Statements.



**Table of Contents****StoneMor Partners L.P.****Condensed Consolidated Statement of Cash Flows****(in thousands)****(unaudited)**

|   | <b>For the nine months ended September 30,</b> |                           |
|---|--|---------------------------|
|   | <b>2010</b>                                    | <b>2009 (as restated)</b> |
| <b>Operating activities:</b>  |  |                           |
| Net income  | \$ 25,326                                      | \$ 7,541                  |
| Adjustments to reconcile net income to net cash provided by operating activity: |  |                           |
| Cost of lots sold   | 4,601  | 4,026                     |
| Depreciation and amortization   | 5,918  | 4,577                     |
| Unit-based compensation   | 543  | 1,138                     |
| Previously capitalized acquisition costs  |  | 1,365                     |
| Accretion of debt discount  | 252  |                           |
| Previously capitalized financing fees   |  | 141                       |
| Gain on acquisitions  | (29,968)                                       | (5,334)                   |
| Increase in value of interest rate swap   | (4,637)  |                           |
| Gain on sale of funeral home  |  | (475)                     |
| Changes in assets and liabilities that provided (used) cash:                    |  |                           |
| Accounts receivable   | (11,552)                                       | (6,163)                   |
| Allowance for doubtful accounts   | 2,693  | 316                       |
| Merchandise trust fund  | (1,500)  | (4,554)                   |
| Prepaid expenses  | (467)  | (736)                     |
| Other current assets  | (2,041)  | (179)                     |
| Other assets  | 273  | (387)                     |
| Accounts payable and accrued and other liabilities                              | (224)  | (1,402)                   |
| Deferred selling and obtaining costs  | (7,755)  | (6,314)                   |
| Deferred cemetery revenue   | 31,389   | 24,612                    |
| Deferred taxes (net)  | (2,883)  | (1,445)                   |
| Merchandise liability   | (537)  | (2,004)                   |
| <b>Net cash provided by operating activities</b>                                | <b>9,433</b>                                   | <b>14,723</b>             |
| <b>Investing activities:</b>  |  |                           |
| Additions to cemetery property  | (1,863)  | (3,669)                   |
| Purchase of subsidiaries, net of common units issued                            | (38,462)                                       | (4,189)                   |
| Divestiture of funeral home   |  | 475                       |
| Additions of property and equipment   | (4,139)  | (1,535)                   |
| <b>Net cash used in investing activities</b>                                    | <b>(44,464)</b>                                | <b>(8,918)</b>            |
| <b>Financing activities:</b>  |  |                           |
| Cash distribution   | (23,340)                                       | (20,440)                  |
| Additional borrowings on long-term debt   | 63,635   | 109,082                   |
| Repayments of long-term debt  | (40,927)                                       | (86,716)                  |
| Proceeds from public offering   | 39,503   |                           |

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|   |                  |                 |
|---|------------------|-----------------|
| Cost of financing activities                                | (391)            | (5,430)         |
| Sale of general partner units                               | 1,030            |                 |
| <b>Net cash provided by (used in) financing activities</b>  | <b>39,510</b>    | <b>(3,504)</b>  |
| <b>Net increase (decrease) in cash and cash equivalents</b> | <b>4,479</b>     | <b>2,301</b>    |
| <b>Cash and cash equivalents</b> Beginning of period        | <b>13,479</b>    | <b>7,068</b>    |
| <b>Cash and cash equivalents</b> End of period              | <b>\$ 17,958</b> | <b>\$ 9,369</b> |
| <b>Supplemental disclosure of cash flow information</b>     |                  |                 |
| Cash paid during the period for interest                    | \$ 12,060        | \$ 9,835        |
| Cash paid during the period for income taxes                | \$ 1,761         | \$ 1,737        |
| <b>Non-cash investing and financing activities</b>          |                  |                 |
| Issuance of note payable for acquisition                    | \$ 1,305         | \$ 2,150        |
| Issuance of limited partner units for cemetery acquisition  | \$ 5,785         | \$              |

See Accompanying Notes to the Condensed Consolidated Financial Statements.

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**1. NATURE OF OPERATIONS, BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Nature of Operations**

StoneMor Partners L.P. is a provider of funeral and cemetery products and services in the death care industry in the United States. The words we, us, our, StoneMor, the Partnership, and the Company refer to StoneMor Partners L.P. and its subsidiaries. Through its subsidiaries, StoneMor offers a complete range of funeral merchandise and services, along with cemetery property, merchandise and services, both at the time of need and on a pre-need basis. As of September 30, 2010, StoneMor operates 256 cemeteries. The Company owns 237 of these cemeteries and operates the remaining 19 under long-term agreements. As a result of the agreements and other control arrangements, we consolidate the results of the 19 managed cemeteries in our consolidated financial statements.

As of September 30, 2010, StoneMor owned and operated 63 funeral homes. Twenty six of these funeral homes are located on the grounds of the cemeteries we own.

**Basis of Presentation**

The unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q have been prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ). All interim financial data is unaudited. However, in the opinion of management, the interim financial data as of September 30, 2010 and for the three and nine months ended September 30, 2010 and 2009, respectively, include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the interim period. The results of operations for interim periods are not necessarily indicative of the results of operations to be expected for a full year.

**Principles of Consolidation**

The consolidated financial statements include the accounts of each of the Company's subsidiaries. These statements also include the accounts of the merchandise and perpetual care trusts in which the Company has a variable interest and is the primary beneficiary. The operations of the 19 managed cemeteries that the Company operates under long-term agreements are also consolidated as a result of the agreement and other control provisions. Total revenues derived from the cemeteries under long-term agreements totaled approximately \$8.8 million and \$24.7 million for the three and nine months ended September 30, 2010, as compared to \$7.6 million and \$21.6 million during the same periods last year.

**Summary of Significant Accounting Policies**

The significant accounting policies followed by the Company are summarized below:

***Cash and Cash Equivalents***

The Company considers all highly liquid investments purchased with a maturity of three months or less from the time they are acquired to be cash equivalents.

***Cemetery Property***

Cemetery property consists of developed and undeveloped cemetery property and constructed mausoleum crypts and lawn crypts and is valued at cost, which is not in excess of market value.

***Property and Equipment***

Property and equipment is recorded at cost and depreciated on a straight-line basis. Maintenance and repairs are charged to expense as incurred, whereas additions and major replacements are capitalized and depreciation is recorded over their estimated useful lives as follows:

|                            |                |
|----------------------------|----------------|
| Buildings and improvements | 10 to 40 years |
|----------------------------|----------------|

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Furniture and equipment

5 to 10 years

Leasehold improvements

over the term of the lease

Depreciation expense was \$1.6 million and \$3.8 million during the three and nine months ended September 30, 2010 as compared to \$1.1 million and \$3.2 million during the same periods last year.

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***Inventories***

Inventories, classified as other current assets on the Company's condensed consolidated balance sheets, include cemetery and funeral home merchandise and are valued at the lower of cost or net realizable value. Cost is determined primarily on a specific identification basis on a first-in, first-out basis. Inventories were approximately \$5.2 million and \$3.5 million at September 30, 2010 and December 31, 2009, respectively.

***Sales of Cemetery Merchandise and Services***

The Company sells its merchandise and services on both a pre-need and at-need basis. Sales of at-need cemetery services and merchandise are recognized as revenue when the service is performed or merchandise is delivered.

Pre-need sales are usually made on an installment contract basis. Contracts are usually for a period not to exceed 60 months with payments of principal and interest required. For those contracts that do not bear a market rate of interest, the Company imputes such interest in order to segregate the principal and interest component of the total contract value.

At the time of a pre-need sale, the Company records an account receivable in an amount equal to the total contract value less any cash deposit paid net of an estimated allowance for customer cancellations. The revenue from both the sales and interest component of the account receivable is deferred. Interest revenue is recognized utilizing the effective interest method. Sales revenue is recognized in accordance with the rules discussed below.

The allowance for customer cancellations is established based on management's estimates of expected cancellations and historical experiences and is currently approximately 10% of total contract values. Future cancellation rates may differ from this current estimate. Management will continue to evaluate cancellation rates and will make changes to the estimate should the need arise. Actual cancellations did not vary significantly from the estimates of expected cancellations at September 30, 2010 and December 31, 2009, respectively.

Revenue recognition related to sales of cemetery merchandise and services is governed by Securities and Exchange Commission (SEC) Staff Accounting Bulletin No. 104, *Revenue Recognition in Financial Statements* (SAB No. 104), and the retail land sales provisions of Accounting Standards Codification (ASC) 976-605-25-6. Per this guidance, revenue from the sale of burial lots and constructed mausoleum crypts are deferred until such time that 10% of the sales price has been collected, at which time it is fully earned; revenues from the sale of unconstructed mausoleums are recognized using the percentage-of-completion method of accounting while revenues from merchandise and services are recognized once such merchandise is delivered (title has transferred to the customer and the merchandise is either installed or stored, at the direction of the customer, at the vendor's warehouse or a third-party warehouse at no additional cost to us) or services are performed.

In order to appropriately match revenue and expenses, the Company defers certain pre-need cemetery and prearranged funeral direct obtaining costs that vary with and are primarily related to the acquisition of new pre-need cemetery and prearranged funeral business. Such costs are accounted for under the provisions of ASC 944-720-25-1, and are expensed as revenues are recognized.

The Company records a merchandise liability equal to the estimated cost to provide services and purchase merchandise for all outstanding and unfulfilled pre-need contracts. The merchandise liability is established and recorded at the time of the sale but is not recognized as an expense until such time that the associated revenue for the underlying contract is also recognized. The merchandise liability is established based on actual costs incurred or an estimate of future costs, which may include a provision for inflation. The merchandise liability is reduced when services are performed or when payment for merchandise is made by the Company and title is transferred to the customer.

**Merchandise Trusts**

Pursuant to state law, a portion of the proceeds from pre-need sales of merchandise and services is put into trust (the merchandise trust) until such time that the Company meets the requirements for releasing trust principal, which is generally delivery of merchandise or performance of services. All investment earnings generated by the assets in the merchandise trusts (including realized gains and losses) are deferred until the associated merchandise is delivered or the services are performed. The fair value of the funds held in merchandise trusts at September 30, 2010 and December 31, 2009 was approximately \$293.0 million and \$203.9 million, respectively (see Note 5).

***Perpetual Care Trusts***

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Pursuant to state law, a portion of the proceeds from the sale of cemetery property is required to be paid into perpetual care trusts. All principal must remain in this trust into perpetuity while interest and dividends may be released and used to defray cemetery maintenance costs, which are expensed as incurred. Earnings from the perpetual care trusts are recognized in current cemetery revenues. The fair value of funds held in perpetual care trusts at September 30, 2010 and December 31, 2009 was approximately \$241.9 million and \$196.3 million, respectively (see Note 6).

### *Sales of Funeral Home Services*

Revenue from funeral home services is recognized as services are performed and merchandise is delivered.

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Pursuant to state law, a portion of proceeds received from pre-need funeral service contracts is put into trust while amounts used to defray the initial administrative costs are not. All investment earnings generated by the assets in the trust (including realized gains and losses) are deferred until the associated merchandise is delivered or the services are performed. The balance of the amounts in these trusts is included within the merchandise trusts above.

### ***Deferred Cemetery Revenues, Net***

Revenues from the sale of services and merchandise, as well as any investment income from the merchandise trust is deferred until such time that the services are performed or the merchandise is delivered.

In addition to amounts deferred on new contracts, investment income and unrealized gains on our merchandise trust, deferred cemetery revenues, net, includes deferred revenues from pre-need sales that were entered into by entities prior to the acquisition of those entities by the Company, including entities that were acquired by Cornerstone Family Services, Inc. upon its formation in 1999. The Company provides for a reasonable profit margin for these deferred revenues (deferred margin) to account for the future costs of delivering products and providing services on pre-need contracts that the Company acquired through acquisition. Deferred margin amounts are deferred until the merchandise is delivered or services are performed.

### ***Impairment of Long-Lived Assets***

The Company monitors the recoverability of long-lived assets, including cemetery property, property and equipment and other assets, based on estimates using factors such as current market value, future asset utilization, business and regulatory climate and future undiscounted cash flows expected to result from the use of the related assets. The Company's policy is to evaluate an asset for impairment when events or circumstances indicate that a long-lived asset's carrying value may not be recovered. An impairment charge is recorded to write-down the asset to its fair value if the sum of future undiscounted cash flows is less than the carrying value of the asset. No impairment charges were recorded during the three or nine months ended September 30, 2010 and 2009.

### ***Other-Than-Temporary Impairment of Trust Assets***

The Company determines whether or not the impairment of a fixed maturity debt security is other-than-temporary by evaluating each of the following:

Whether it is the Company's intent to sell the security. If there is intent to sell, the impairment is considered to be other-than-temporary.

If there is no intent to sell, the Company evaluates if it is not more likely than not that the Company will be required to sell the debt security before its anticipated recovery. If the Company determines that it is more likely than not that it will be required to sell an impaired investment before its anticipated recovery, the impairment is considered to be other-than-temporary.

The Company has further evaluated whether or not all assets in the merchandise trust have other-than-temporary impairments based upon a number of criteria including the length of time a security has been in a loss position, changes in market conditions and concerns related to the specific issuer.

If an impairment is considered to be other-than-temporary, the cost basis of the security is adjusted downward to its fair value.

For assets held in the perpetual care trusts, any reduction in the cost basis due to an other-than-temporary impairment is offset with an equal and opposite reduction in the perpetual care trust corpus and has no impact on earnings.

For assets held in the merchandise trusts, any reduction in the cost basis due to an other-than-temporary impairment is recorded in deferred revenue.

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The trust footnotes (Notes 5 and 6) disclose the adjusted cost basis of the assets in the both the merchandise and perpetual care trust. This adjusted cost basis includes any adjustments to the original cost basis due to other-than-temporary impairments.

### *Two Class Method of Accounting for Earnings per Share*

The Company utilizes the two class method of accounting for earnings per share as required by Accounting Topic 260.



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Under this method:

1. Periodic net income is reduced by the amount of dividends declared for each class of participating security in order to determine undistributed earnings.
2. Undistributed earnings are allocated to each participating security as if all earnings had been distributed in accordance with the distribution schedule per the partnership agreement.
3. Total periodic earnings ( TPE ) for each class is the sum of their share of dividends plus undistributed earnings.  
If the Company's general partner's agreement contains incentive distribution rights ( IDR s ) and such IDR s are detachable from the general partner units (i.e. can be sold on a stand alone basis), companies must consider IDR s to be a separate class of ownership interest and allocate and disclose TPE to such class by itself.

Prior to 2010, the Company distributed dividends in excess of earnings. Total earnings were in an amount such that there was no allocation of TPE to the IDR s. In the three and nine months ended September 30, 2010, TPE exceeds dividends distributed and undistributed earnings are available for allocation to the IDR s. Additionally, such IDR s are detachable from the Company's general partner units. Accordingly, the Condensed Consolidated Statement of Changes in Partners' Capital reflects three classes of units with amounts allocated to such units in accordance with this standard.

The table below reflects the allocation of earnings for the three and nine months ended September 30, 2010:

For the three months ended September 30, 2010:

|                           | Common<br>Units Holders | General<br>Partner<br>(In thousands) | Incentive<br>Distribution<br>Rights | Total    |
|---------------------------|-------------------------|--------------------------------------|-------------------------------------|----------|
| Dividends declared tier 1 | \$ 6,402                | \$ 131                               | \$                                  | \$ 6,532 |
| Dividends declared tier 2 | 692                     | 14                                   |                                     | 706      |
| Dividends declared tier 3 | 588                     | 12                                   | 92                                  | 692      |
| Total                     | 7,682                   | 157                                  | 92                                  | 7,931    |
| Total earnings            |                         |                                      |                                     | 4,645    |
| Undistributed loss tier 1 | (3,130)                 | (64)                                 | (92)                                | (3,286)  |
| Total periodic earnings   | \$ 4,552                | \$ 93                                | \$                                  | \$ 4,645 |

The undistributed loss represents the excess of distributions made over net income. This amount is allocated based upon what the allocation of distributions would have been had we distributed an amount equal to net income. In such case, distributions would have been approximately \$0.34 per unit, which in turn would have been allocated 98% to common unit holders and 2% to the general partner.



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For the nine months ended September 30, 2010:

|                                  | Common<br>Units Holders | General<br>Partner<br>(In thousands) | Incentive<br>Distribution<br>Rights | Total            |
|----------------------------------|-------------------------|--------------------------------------|-------------------------------------|------------------|
| Dividends declared tier 1        | \$ 18,841               | \$ 385                               | \$                                  | \$ 19,226        |
| Dividends declared tier 2        | 2,037                   | 41                                   |                                     | 2,078            |
| Dividends declared tier 3        | 1,731                   | 35                                   | 270                                 | 2,036            |
| <b>Total</b>                     | <b>22,609</b>           | <b>461</b>                           | <b>270</b>                          | <b>23,340</b>    |
| <b>Total earnings</b>            |                         |                                      |                                     | <b>25,326</b>    |
| Undistributed earnings           |                         |                                      |                                     | 1,986            |
| Undistributed loss tiers 1 and 2 | (11,968)                | (244)                                | (182)                               | (12,394)         |
| Undistributed earnings tier 3    | 434                     | 10                                   | 66                                  | 510              |
| Undistributed earnings tier 4    | 1,670                   | 45                                   | 511                                 | 2,226            |
| Undistributed earnings tier 5    | 5,822                   | 239                                  | 5,585                               | 11,646           |
| <b>Total periodic earnings</b>   | <b>\$ 18,565</b>        | <b>\$ 510</b>                        | <b>\$ 6,250</b>                     | <b>\$ 25,326</b> |

The undistributed loss represents the excess of distributions made over net income during the second and third quarter of the year.

**Retrospective Adjustment for Third Quarter 2009 Acquisitions**

During the third quarter of 2009, the Company made a provisional assessment of the fair value of net assets acquired via an acquisition. The result of this assessment was that there was neither goodwill nor a gain on a bargain purchase related to this transaction. During the fourth quarter of 2009, the Company completed an additional provisional assessment, wherein the fair value of net assets acquired was increased and a gain on a bargain purchase was recorded of approximately \$3.9 million.

During the third quarter of 2010, the Company received independent appraisals on the fair value of the cemetery land and property and equipment acquired in this transaction. These appraisals decreased the fair value of total net assets acquired by approximately \$3.1 million from the provisional amount recorded at December 31, 2009, resulting in a final gain on a bargain purchase of approximately \$0.8 million. There was no impact on cash flows due to this adjustment.

In accordance with Accounting Standards Codification Section 805-10-25-13, the financial statements included in this Quarterly report filed on Form 10 Q have been retrospectively adjusted to reflect the impact of this change. The result of these retrospective adjustments is an increase in net income of approximately \$0.8 million for the three and nine months ended September 30, 2009 as reflected in the comparative column in the Condensed Consolidated Statement of operations and a decrease in partners' capital of approximately \$3.1 million at December 31, 2010 as reflected in the comparative column in the Condensed Consolidated Balance Sheet included in this Quarterly Report on Form 10 Q.

**Recent Accounting Pronouncements**

Beginning July 1, 2009, the Financial Accounting Standards Board ( FASB ) began communicating changes to the source of authoritative U.S. GAAP, the *FASB Accounting Standards Codification* (FASB Codification), through Accounting Standards Update ( Updates ). Updates are published for all authoritative U.S. GAAP promulgated by the FASB, regardless of the form in which such guidance may have been issued prior

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to release of the FASB Codification (e.g., FASB Statements, EITF Abstracts, FASB Staff Positions, etc.). Updates are also issued for amendments to the SEC content in the FASB Codification as well as for editorial changes.

Updates issued in 2010 that are applicable to the Company include:

In the third quarter of 2010, the FASB issued Update No. 2010-20 Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses ( Update 2010-20 ). Update 2010-20 is a disclosure only update that requires entities to disaggregate their financing receivable portfolio between portfolio segments and classes of financing receivables within each segment. Certain disclosures then must be made at both the portfolio segment and class level.

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Update 2010-20 is effective beginning in periods ending after December 15, 2010. The Company will adopt Update 2010-20 beginning in the fourth quarter of 2010. As this is a disclosure only update, the adoption of Update 2010-20 will have no impact on the Company's financial position, results of operations or cash flows.

In the first quarter of 2010, the FASB issued Update No. 2010-06 Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements ( Update 2010-06 ). Update 2010 -06 requires each of the following new disclosures:

1. Entities must disclose separately significant transfers into and out of Level 1 and Level 2.
2. Reconciliations of Level 3 measurements must provide gross information related to purchases, sales, issuances and settlements as opposed to netting such number.

Update 2010-06 provided each of the following amendments to existing disclosures:

3. Entities must provide fair value measurement for each class of asset and liability. A class is often a subset of a line item asset or liability.
4. Entities should provide disclosures about the valuation techniques used to measure fair value on Level 2 and Level 3 assets and liabilities in interim periods.

Disclosure requirements 1, 3 and 4 are applicable for all periods beginning after December 15, 2009. Disclosure requirement 2 is applicable for all periods beginning after December 15, 2010. The Company has adopted disclosure requirements 1, 3 and 4 as of January 1, 2010. As this is a disclosure only requirement, there is no impact on the financial position of the Company related to this adoption. See Note 15 to this Quarterly Report on Form 10-Q.

Additional accounting pronouncements issued during the reporting period include:

In June 2009, the FASB adopted ASC Topic 810, Subtopic 10, Sections 30 and 65 ( ASC 810-10-30/65 ), the purpose of which is to amend certain requirements of ASC Topic 810, Subtopic 10, Section 5, to improve financial reporting by enterprises involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. Amongst other things, ASC 810-10-30/65 requires a change in the determination of which entity's qualify as variable interest entities ( VIE's ), changes in an entity that is involved in VIE's method of determining whether they are the primary beneficiary of such VIE, and changes to disclosures required by all entities involved with VIE. ASC 810-10-30/65 is effective for each reporting period beginning after November 15, 2009. Early adoption was prohibited. The Company adopted the provisions of ASC 810-10-30/65 effective on January 1, 2010. The Company has reviewed the requirements of ASC 810-10-30/65 and determined that there are no changes to its current determination of those entities with which it is involved as to their status of being VIE's nor to its determination of the Company's status with regards to its position as the primary beneficiary of such VIE's. The Company has modified certain disclosures with regards to those VIE's with which it is involved. Such modifications are included in Note 5 of this Quarterly Report on Form 10-Q.

In June 2009, the FASB issued Statement of Financial Accounting Standard ( SFAS ) No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162*. This statement modifies the GAAP hierarchy by establishing only two levels of GAAP, authoritative and non-authoritative accounting literature. Effective July 2009, the FASB ASC, also known collectively as the Codification, is considered the single source of authoritative U.S. accounting and reporting standards, except for additional authoritative rules and interpretive releases issued by the SEC. The Codification was developed to organize GAAP pronouncements by topic so that users can more easily access authoritative accounting guidance. The Codification is organized by topic, subtopic, section, and paragraph, each of which is identified by a numerical designation. SFAS 168 applies to financial statements beginning in the third quarter 2009. Accordingly, all accounting references contained herein have been updated to reflect the Codification and all SFAS references have been replaced with ASC references. In those cases when previous GAAP references related to specific paragraphs, we have referred specifically to that paragraph in the ASC reference. Broader references have been referenced to the most detailed level (topic, subtopic

or section) applicable.

In April of 2009, the FASB issued ASC 320-10-65-1, which relates to investments in both debt and equity securities. ASC 320-10-65-1 amended previous guidance related to the determination of whether impairments in debt securities were other-than-temporary, and provides guidance as to which other-than-temporary impairments should be reflected in the income statement and which other-than-temporary impairments should be reflected in other comprehensive income. ASC 320-10-65-1 also modifies the presentation and disclosures related to both debt and equity securities. ASC 320-10-65-1 is effective for interim periods ending after June 15, 2009, and the Company adopted it for second quarter of 2009. ASC 320-10-65-1 did not have a significant impact on the Company's financial position or results of operations.

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In April of 2009, the FASB issued ASC 825-10-65-1, which relates to financial instruments. ASC 825-10-65-1 amends ASC 825-10-50-10 to require disclosures about fair value of financial instruments in interim financial statements as well as in annual financial statements. ASC 825-10-65-1 is effective for interim periods ending after June 15, 2009 and the Company adopted it for second quarter of 2009. ASC 825-10-65-1 did not have a significant impact on the Company's financial statements.

In April of 2009, the FASB issued ASC 820-10-65-4, which relates to fair value measurements and disclosures. ASC 820-10-65-4 provides additional guidance in estimating fair value under ASC 820-10-5-1 when the volume and level of transaction activity for an asset or liability have significantly decreased in relation to normal market activity for the asset or liability. ASC 820-10-65-4 also provides additional guidance on circumstances that may indicate a transaction is not orderly. ASC 820-10-65-4 is effective for interim periods ending after June 15, 2009, and the Company adopted it for the second quarter of 2009. ASC 820-10-65-4 did not have a significant impact on the Company's financial position or results of operations.

**Use of Estimates**

Preparation of these unaudited condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the unaudited condensed consolidated financial statements and the reported amounts of revenue and expense during the reporting periods. As a result, actual results could differ from those estimates. The most significant estimates in the unaudited condensed consolidated financial statements are the valuation of assets in the merchandise trust and perpetual care trust, allowance for cancellations, unit-based compensation, merchandise liability, deferred sales revenue, deferred margin, deferred merchandise trust investment earnings, deferred obtaining costs and income taxes. Deferred sales revenue, deferred margin and deferred merchandise trust investment earnings are included in deferred cemetery revenues, net, on the unaudited condensed consolidated balance sheets.

**2. LONG-TERM ACCOUNTS RECEIVABLE, NET OF ALLOWANCE**

Long-term accounts receivable, net, consists of the following:

|  | September 30,<br>2010 | As of<br>December 31,<br>2009 |
|--|-----------------------|-------------------------------|
|  | (in thousands)        |                               |
| Customer receivables                   | \$ 132,503            | \$ 112,995                    |
| Unearned finance income                | (14,916)              | (14,002)                      |
| Allowance for contract cancellations   | (18,003)              | (13,865)                      |
|  | 99,584                | 85,128                        |
| Less: current portion net of allowance | 42,917                | 37,113                        |
| Long-term portion net of allowance     | \$ 56,667             | \$ 48,015                     |

Activity in the allowance for contract cancellations is as follows:

|                             | For the nine months<br>ended September 30,<br>2010 2009 |           |
|-----------------------------|---|-----------|
|                             | (in thousands)  |           |
| Balance Beginning of period | \$ 13,865   | \$ 13,763 |

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|                             |           |           |
|-----------------------------|-----------|-----------|
| Provision for cancellations | 10,164    | 9,479     |
| Charge-offs net             | (6,026)   | (9,164)   |
| Balance End of period       | \$ 18,003 | \$ 14,078 |



**Table of Contents****3. CEMETERY PROPERTY**

Cemetery property consists of the following:

|                                  | September 30,<br>2010 | As of<br>December 31,<br>2009 |
|----------------------------------|-----------------------|-------------------------------|
|                                  | (in thousands)        |                               |
| Developed land                   | \$ 46,532             | \$ 27,922                     |
| Undeveloped land                 | 211,545               | 164,400                       |
| Mausoleum crypts and lawn crypts | 46,309                | 47,455                        |
| Total                            | \$ 304,386            | \$ 239,777                    |

The significant increases during the nine months ended September 30, 2010 was primarily related to the acquisitions made by the Company discussed in Note 13 of this Quarterly Report filed on Form 10 Q.

**4. PROPERTY AND EQUIPMENT**

Major classes of property and equipment follow:

|                                | September 30,<br>2010 | As of<br>December 31,<br>2009 |
|--------------------------------|-----------------------|-------------------------------|
|                                | (in thousands)        |                               |
| Building and improvements      | \$ 81,384             | \$ 47,276                     |
| Furniture and equipment        | 33,264                | 29,721                        |
|                                | 114,648               | 76,997                        |
| Less: accumulated depreciation | (32,071)              | (28,261)                      |
| Property and equipment net     | \$ 82,577             | \$ 48,736                     |

The significant increases during the nine months ended September 30, 2010 were primarily related to the acquisitions made by the Company discussed in Note 13 of this Quarterly Report filed on Form 10 Q.

**5. MERCHANDISE TRUST**

At September 30, 2010, the Company's merchandise trust consisted of the following types of assets:

Money Market Funds that invest in low risk short term securities;

Publicly traded mutual funds that invest in underlying debt securities;

Publicly traded mutual funds that invest in underlying equity securities;

Equity investments that are currently paying dividends or distributions. These investments include Real Estate Investment Trusts ( REIT s ); Master Limited Partnerships and global equity securities;

Fixed maturity debt securities issued by various corporate entities; and

Fixed maturity debt securities issued by U.S. states and local government agencies.

All of these investments are classified as Available for Sale as defined by ASC 320-10-25-1. Accordingly, all of the assets are carried at fair value. All of these investments are considered to be either Level 1 or Level 2 assets as defined by GAAP. At September 30, 2010, approximately 91.7% of these assets were Level 1 investments while approximately 8.3% were Level 2 assets. There were no Level 3 assets.

The merchandise trust is a variable interest entity for which the Company is the primary beneficiary. The assets held in the merchandise trust are required to be used to purchase the merchandise to which they relate. If the value of these assets falls below the cost of purchasing such merchandise, the Company would be required to fund this shortfall.

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The cost and market value associated with the assets held in the merchandise trust at September 30, 2010 and December 31, 2009 is as follows:

|  | Cost              | Gross<br>Unrealized<br>Gains<br>(in thousands) | Gross<br>Unrealized<br>Losses<br>(in thousands) | Market            |
|--|-------------------|--|---|-------------------|
| <b>As of September 30, 2010</b>        |                   |  |   |                   |
| Short-term investments                 | \$ 33,932         | \$   | \$  | \$ 33,932         |
| Fixed maturities:                      |                   |  |   |                   |
| U.S. State and local government agency | 23                |  |   | 23                |
| Corporate debt securities              | 6,376             | 30   | (102)   | 6,304             |
| Other debt securities                  | 14,168            | 2,846  |   | 17,014            |
| Total fixed maturities                 | 20,567            | 2,876  | (102)   | 23,341            |
| Mutual funds debt securities           | 48,378            | 1,050  | (252)   | 49,176            |
| Mutual funds equity securities         | 121,522           | 18   | (4,578)   | 116,962           |
| Equity securities                      | 66,272            | 3,851  | (1,449)   | 68,674            |
| Other invested assets                  | 924               |  |   | 924               |
| <b>Total</b>                           | <b>\$ 291,595</b> | <b>\$ 7,794</b>                                | <b>\$ (6,381)</b>                               | <b>\$ 293,008</b> |

|  | Cost              | Gross<br>Unrealized<br>Gains<br>(in thousands) | Gross<br>Unrealized<br>Losses<br>(in thousands) | Market            |
|--|-------------------|--|---|-------------------|
| <b>As of December 31, 2009</b>         |                   |  |   |                   |
| Short-term investments                 | \$ 47,451         | \$   | \$  | \$ 47,451         |
| Fixed maturities:                      |                   |  |   |                   |
| U.S. State and local government agency | 33                |  | (10)  | 23                |
| Corporate debt securities              | 3,204             | 90   | (48)  | 3,246             |
| Other debt securities                  | 10,337            | 448  |   | 10,785            |
| Total fixed maturities                 | 13,574            | 538  | (58)  | 14,054            |
| Mutual funds debt securities           | 39,545            | 8  | (840)   | 38,713            |
| Mutual funds equity securities         | 93,472            |  | (23,034)  | 70,438            |
| Equity securities                      | 34,818            | 1,249  | (4,304)   | 31,763            |
| Other invested assets                  | 1,385             | 26   |   | 1,411             |
| <b>Total</b>                           | <b>\$ 230,245</b> | <b>\$ 1,821</b>                                | <b>\$ (28,236)</b>                              | <b>\$ 203,829</b> |

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The contractual maturities of debt securities as of September 30, 2010 and December 31, 2009 are as follows:

|  | Less than<br>1 year | 1 year through<br>5 years<br>(in thousands) | 5 years through<br>10 years | More than<br>10 years |
|--|---------------------|---|-----------------------------|-----------------------|
| <b>As of September 30, 2010</b>        |                     |   |                             |                       |
| U.S. State and local government agency | 23                  |   |                             |                       |
| Corporate debt securities              |                     | 2,274                                       | 3,274                       | 756                   |
| Other debt securities                  | 15,653              | 1,361                                       |                             |                       |
| Total fixed maturities                 | \$ 15,676           | \$ 3,635                                    | \$ 3,274                    | \$ 756                |

|  | Less<br>than<br>1 year | 1 year<br>through<br>5 years<br>(in thousands) | 5 years<br>through<br>10 years | More<br>than<br>10 years |
|--|------------------------|--|--------------------------------|--------------------------|
| <b>As of December 31, 2009</b>         |                        |  |                                |                          |
| U.S. State and local government agency | 23                     |  |                                |                          |
| Corporate debt securities              |                        | 1,408  | 1,683                          | 155                      |
| Other debt securities                  | 10,785                 |  |                                |                          |
| Total fixed maturities                 | \$ 10,808              | \$ 1,408                                       | \$ 1,683                       | \$ 155                   |

An aging of unrealized losses on the Company's investments in fixed maturities and equity securities at September 30, 2010 and December 31, 2009 is presented below:

At September 30, 2010

|                                | Less than 12 months |                      | 12 Months or more |                      | Total         |                      |
|--------------------------------|---------------------|----------------------|-------------------|----------------------|---------------|----------------------|
|                                | Fair<br>Value       | Unrealized<br>Losses | Fair<br>Value     | Unrealized<br>Losses | Fair<br>Value | Unrealized<br>Losses |
|                                | (in thousands)      |                      |                   |                      |               |                      |
| Fixed maturities:              |                     |                      |                   |                      |               |                      |
| Corporate debt securities      | 3,131               | 77                   | 308               | 25                   | 3,439         | 102                  |
| Other debt securities          |                     |                      |                   |                      |               |                      |
| Total fixed maturities         | 3,131               | 77                   | 308               | 25                   | 3,439         | 102                  |
| Mutual funds debt securities   | 11,590              | 50                   | 2,008             | 202                  | 13,598        | 252                  |
| Mutual funds equity securities |                     |                      | 80,425            | 4,578                | 80,425        | 4,578                |
| Equity securities              | 1,484               | 131                  | 13,022            | 1,318                | 14,506        | 1,449                |
| Total                          | \$ 16,205           | \$ 258               | \$ 95,763         | \$ 6,123             | \$ 111,968    | \$ 6,381             |

At December 31, 2009

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|  | Less than 12 months |                   | 12 Months or more |                   | Total             |                   |
|--|---------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
|  | Fair Value          | Unrealized Losses | Fair Value        | Unrealized Losses | Fair Value        | Unrealized Losses |
|  | (in thousands)      |                   |                   |                   |                   |                   |
| <b>Fixed maturities:</b>               |                     |                   |                   |                   |                   |                   |
| U.S. Government and federal agency     | \$                  | \$                | \$                | \$                | \$                | \$                |
| U.S. State and local government agency | 23                  | 10                |                   |                   | 23                | 10                |
| Corporate debt securities              | 1,554               | 18                | 263               | 30                | 1,817             | 48                |
| Other debt securities                  |                     |                   |                   |                   |                   |                   |
| <b>Total fixed maturities</b>          | <b>1,577</b>        | <b>28</b>         | <b>263</b>        | <b>30</b>         | <b>1,840</b>      | <b>58</b>         |
| Mutual funds debt securities           | 9,456               | 118               | 15,086            | 722               | 24,542            | 840               |
| Mutual funds equity securities         |                     |                   | 70,439            | 23,034            | 70,439            | 23,034            |
| <b>Equity securities</b>               | <b>2,307</b>        | <b>191</b>        | <b>25,686</b>     | <b>4,113</b>      | <b>27,993</b>     | <b>4,304</b>      |
| <b>Total</b>                           | <b>\$ 13,340</b>    | <b>\$ 337</b>     | <b>\$ 111,474</b> | <b>\$ 27,899</b>  | <b>\$ 124,814</b> | <b>\$ 28,236</b>  |

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A reconciliation of the Company's merchandise trust activities for the nine months ended September 30, 2010 is presented below:

Nine months ended September 30, 2010

| Fair Value @ 12/31/2009 | Net Contributions (Distributions) | Interest/ Dividends | Capital Gain Distributions | Realized Gain/ Loss | Taxes    | Fees       | Unrealized Change in Fair Value | Fair Value @ 9/30/2010 |
|-------------------------|-----------------------------------|---------------------|----------------------------|---------------------|----------|------------|---------------------------------|------------------------|
| (in thousands)          |                                   |                     |                            |                     |          |            |                                 |                        |
| \$ 203,829              | \$ 65,594                         | \$ 6,193            | \$ 224                     | \$ (8,763)          | \$ (873) | \$ (1,024) | \$ 27,828                       | \$ 293,008             |

The Company made net deposits into the trusts of approximately \$65.6 million during the nine months ended September 30, 2010. Purchases and sales of securities available for sale included in trust investments were approximately \$404.6 million and \$339.0 million, respectively during the nine months ended September 30, 2010.

**Other-than-temporary Impairments**

In the second quarter of 2009, the Company adopted Section 10-65-1 of ASC 320, which amended the other-than-temporary impairment guidance for debt securities and changed the disclosure requirements for other-than-temporary impairments on both debt and equity securities.

In accordance with ASC 320-10-65-1, the Company assesses whether an impairment is other-than-temporary by performing each of the following:

**Fixed Maturity Debt Securities**

The Company assesses whether it has the intent to sell any impaired debt security or;

The Company assesses whether it is more likely than not it will be required to sell the any impaired debt security before its anticipated recovery

If either of these conditions exists, the impairment is considered to be other than temporary.

The Company assesses whether or not there is a credit loss on an impaired security. A credit loss is the excess of the amortized cost of the security over the present value of future expected cash flows. If there is a credit loss, the Company recognizes an other-than-temporary impairment in earnings in an amount equal to the credit loss. This amount becomes the new cost basis of the asset and will not be adjusted for subsequent changes in the fair value of the asset.

The Company assesses the overall credit quality of each issue by evaluating its credit rating as reported by any credit rating agency. The Company also determines if there has been any downgrade in its creditworthiness as reported by such credit rating agency.

The Company determines if there has been any suspension of interest payments or any announcements of any intention to do so.

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The Company evaluates the length of time until the principal becomes due and whether the ability to satisfy this payment has been impaired.  
Equity Securities

The Company compares the proportional decline in value to the overall sector decline as measured via certain specific indices.

The Company determines whether there has been further periodic decline from prior periods or whether there has been a recovery in value.  
For all securities

The Company evaluates the length of time that a security has been in a loss position.

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The Company determines if there is any publicly available information that would cause us to believe that impairment is other than temporary in nature.

During the three and nine months ended September 30, 2010, the Company determined that there were no other than temporary impairments to the fixed maturity investment portfolio in the Merchandise Trust due to credit losses.

During the three months ended September 30, 2010, the Company determined that there were 17 securities, with an aggregate cost basis of approximately \$40.6 million, an aggregate fair value of approximately \$27.5 million and a resulting impairment of approximately \$13.1 million, wherein such impairment is considered to be other-than-temporary. Accordingly, the Company has adjusted the cost basis of this asset to its current value.

During the nine months ended September 30, 2010, the Company determined that there were 17 securities, with an aggregate cost basis of approximately \$40.9 million, an aggregate fair value of approximately \$27.6 million and a resulting impairment of approximately \$13.3 million, wherein such impairment is considered to be other-than-temporary. Accordingly, the Company has adjusted the cost basis of this asset to its current value and recorded a realized loss on the security. This loss has been deferred and is included on the balance sheet in Deferred cemetery revenues, net. The loss will be recognized in income as we deliver the underlying merchandise to which these securities are related.

### **6. PERPETUAL CARE TRUSTS**

At September 30, 2010, the Company's perpetual care trust consisted of the following types of assets:

Money Market Funds that invest in low risk short term securities;

Publicly traded mutual funds that invest in underlying debt securities;

Publicly traded mutual funds that invest in underlying equity securities;

Equity investments that are currently paying dividends or distributions. These investments include REITs and Master Limited Partnerships;

Fixed maturity debt securities issued by various corporate entities; and

Fixed maturity debt securities issued by U.S. states and local government agencies.

All of these investments are classified as Available for Sale as defined by ASC 320-10-25-1. Accordingly, all of the assets are carried at fair value. All of these investments are considered to be either Level 1 or Level 2 assets as defined by ASC 820-10-35-(39 through 51H). At September 30, 2010, approximately 86.8% of these assets were Level 1 investments while approximately 13.2% were Level 2 assets. There were no Level 3 assets.



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The cost and market value associated with the assets held in perpetual care trusts at September 30, 2010 and December 31, 2009 were as follows:

|  | Cost       | Gross<br>Unrealized<br>Gains<br>(in thousands) | Gross<br>Unrealized<br>Losses<br>(in thousands) | Market     |
|--|------------|--|---|------------|
| <b>As of September 30, 2010</b>        |            |  |   |            |
| Short-term investments                 | \$ 18,549  | \$   | \$  | \$ 18,549  |
| Fixed maturities:                      |            |  |   |            |
| U.S. State and local government agency | 61         | 81   |   | 142        |
| Corporate debt securities              | 20,742     | 812  | (213)   | 21,341     |
| Other debt securities                  | 10,516     |  | (352)   | 10,164     |
| Total fixed maturities                 | 31,319     | 893  | (565)   | 31,647     |
| Mutual funds debt securities           | 49,493     | 1,690  | (287)   | 50,896     |
| Mutual funds equity securities         | 86,540     | 3,120  | (3,662)   | 85,998     |
| Equity Securities                      | 47,084     | 7,800  | (53)  | 54,831     |
| Other invested assets                  |            |  |   |            |
| Total                                  | \$ 232,985 | \$ 13,503                                      | \$ (4,567)                                      | \$ 241,923 |

|  | Cost       | Gross<br>Unrealized<br>Gains<br>(in thousands) | Gross<br>Unrealized<br>Losses<br>(in thousands) | Market     |
|--|------------|--|---|------------|
| <b>As of December 31, 2009</b>         |            |  |   |            |
| Short-term investments                 | \$ 46,615  | \$   | \$  | \$ 46,615  |
| Fixed maturities:                      |            |  |   |            |
| U.S. Government and federal agency     | 4,747      | 66   | (48)  | 4,765      |
| U.S. State and local government agency | 1,497      | 14   | (74)  | 1,437      |
| Corporate debt securities              | 13,722     | 369  | (199)   | 13,892     |
| Other debt securities                  | 4,821      | 8  |   | 4,829      |
| Total fixed maturities                 | 24,787     | 457  | (321)   | 24,923     |
| Mutual funds debt securities           | 36,774     | 24   | (465)   | 36,333     |
| Mutual funds equity securities         | 74,831     | 1  | (22,275)  | 52,557     |
| Equity Securities                      | 33,514     | 3,385  | (1,486)   | 35,413     |
| Other invested assets                  | 434        | 2  |   | 436        |
| Total                                  | \$ 216,954 | \$ 3,868                                       | \$ (24,547)                                     | \$ 196,276 |

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The market value of contractual maturities of debt securities as of September 30, 2010 and December 31, 2009 are as follows:

|  | Less than<br>1 year | 1 year through<br>5 years | 5 years through<br>10 years<br>(in thousands) | More than<br>10 years |
|--|---------------------|---------------------------|---|-----------------------|
| <b>As of September 30, 2010</b>        |                     |                           |   |                       |
| U.S. Government and federal agency     | \$                  | \$                        | \$  | \$                    |
| U.S. State and local government agency | 142                 |                           |   |                       |
| Corporate debt securities              |                     | 7,127                     | 12,314  | 1,900                 |
| Other debt securities                  | 9,793               | 371                       |   |                       |
| <b>Total fixed maturities</b>          | <b>\$ 9,935</b>     | <b>\$ 7,498</b>           | <b>\$ 12,314</b>                              | <b>\$ 1,900</b>       |
|  | Less than<br>1 year | 1 year through<br>5 years | 5 years through<br>10 years<br>(in thousands) | More than<br>10 years |
| <b>As of December 31, 2009</b>         |                     |                           |   |                       |
| U.S. Government and federal agency     | \$ 806              | \$ 3,230                  | \$ 438  | \$ 291                |
| U.S. State and local government agency | 560                 | 296                       | 520   | 61                    |
| Corporate debt securities              |                     | 6,166                     | 7,104   | 622                   |
| Other debt securities                  | 4,829               |                           |   |                       |
| <b>Total fixed maturities</b>          | <b>\$ 6,195</b>     | <b>\$ 9,692</b>           | <b>\$ 8,062</b>                               | <b>\$ 974</b>         |

An aging of unrealized losses on the Company's investments in fixed maturities and equity securities at September 30, 2010 and December 31, 2009 held in perpetual care trusts is presented below:

At September 30, 2010

|                                | Less than 12 months |                   | 12 Months or more |                   | Total            |                   |
|--------------------------------|---------------------|-------------------|-------------------|-------------------|------------------|-------------------|
|                                | Fair Value          | Unrealized Losses | Fair Value        | Unrealized Losses | Fair Value       | Unrealized Losses |
|                                | (in thousands)      |                   |                   |                   |                  |                   |
| <b>Fixed maturities:</b>       |                     |                   |                   |                   |                  |                   |
| Corporate debt securities      | 4,469               | 124               | 1,019             | 89                | 5,488            | 213               |
| Other debt securities          | 832                 | 352               |                   |                   | 832              | 352               |
| <b>Total fixed maturities</b>  | <b>5,301</b>        | <b>476</b>        | <b>1,019</b>      | <b>89</b>         | <b>6,320</b>     | <b>565</b>        |
| Mutual funds debt securities   | 347                 | 30                | 2,843             | 257               | 3,190            | 287               |
| Mutual funds equity securities |                     |                   | 44,069            | 3,662             | 44,069           | 3,662             |
| <b>Equity securities</b>       | <b>253</b>          | <b>3</b>          | <b>3,126</b>      | <b>50</b>         | <b>3,379</b>     | <b>53</b>         |
| <b>Total</b>                   | <b>\$ 5,901</b>     | <b>\$ 509</b>     | <b>\$ 51,057</b>  | <b>\$ 4,058</b>   | <b>\$ 56,958</b> | <b>\$ 4,567</b>   |

At December 31, 2009

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|  | Less than 12 months |                   | 12 Months or more |                   | Total      |                   |
|--|---------------------|-------------------|-------------------|-------------------|------------|-------------------|
|  | Fair Value          | Unrealized Losses | Fair Value        | Unrealized Losses | Fair Value | Unrealized Losses |
|  | (in thousands)      |                   |                   |                   |            |                   |
| <b>Fixed maturities:</b>               |                     |                   |                   |                   |            |                   |
| U.S. Government and federal agency     | \$ 1,708            | \$ 42             | \$ 188            | \$ 6              | \$ 1,896   | \$ 48             |
| U.S. State and local government agency | 655                 | 74                |                   |                   | 655        | 74                |
| Corporate debt securities              | 6,796               | 76                | 1,246             | 123               | 8,042      | 199               |
| Other debt securities                  |                     |                   |                   |                   |            |                   |
| Total fixed maturities                 | 9,159               | 192               | 1,434             | 129               | 10,593     | 321               |
| Mutual funds debt securities           | 1,969               | 347               | 900               | 118               | 2,869      | 465               |
| Mutual funds equity securities         |                     |                   | 47,299            | 22,275            | 47,299     | 22,275            |
| Equity securities                      | 1,317               | 107               | 18,397            | 1,379             | 19,714     | 1,486             |
| Total                                  | \$ 12,445           | \$ 646            | \$ 68,030         | \$ 23,901         | \$ 80,475  | \$ 24,547         |

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A reconciliation of the Company's perpetual care trust activities for the nine months ended September 30, 2010 is presented below:

Nine months ended September 30, 2010

| Fair Value @ 12/31/2009 | Net Contributions (Distributions) | Interest/ Dividends | Capital Gain Distributions | Realized Gain/ Loss | Taxes    | Fees     | Unrealized Change in Fair Value | Fair Value @ 9/30/2010 |
|-------------------------|-----------------------------------|---------------------|----------------------------|---------------------|----------|----------|---------------------------------|------------------------|
| (in thousands)          |                                   |                     |                            |                     |          |          |                                 |                        |
| \$ 196,276              | \$ 24,778                         | \$ 7,882            | \$ 7                       | \$ (15,543)         | \$ (279) | \$ (813) | \$ 29,615                       | \$ 241,923             |

The Company made net deposits into the trusts of approximately \$24.8 million during the nine months ended September 30, 2010. Purchases and sales of securities available for sale included in trust investments were approximately \$248.1 million and \$223.3 million, respectively during the nine months ended September 30, 2010.

The Company recorded income from perpetual care trusts of \$3.3 million and \$10.2 million for the three and nine months ended September 30, 2010 as compared to \$2.7 million and \$9.4 million during the same periods last year. This income is classified as cemetery revenues in the condensed consolidated statements of operations.

**Other-than-temporary Impairments**

Refer to Note 5 for a detailed discussion of the Company's methodology of determining, accounting for and disclosing other than temporary impairments.

During the three and nine months ended September 30, 2010, the Company determined that there were 3 securities, with an aggregate cost basis of approximately \$25.6 million, an aggregate fair value of approximately \$10.8 million and a resulting impairment of approximately \$14.8 million, wherein such impairment is considered to be other-than-temporary. Accordingly, the Company has adjusted the cost basis of this asset to its current value. This adjustment is solely a fair value adjustment between the cost basis and mark to market adjustment made to the assets in the perpetual care trust. It has no impact on the Company's financial position, results of operations or cash flows as of and for the nine months ended September 30, 2010.

**7. DERIVATIVE INSTRUMENTS**

On November 24, 2009, the Company entered into an interest rate swap (the First Interest Rate Swap) wherein the Company agreed to pay the counterparty interest in the amount of three month LIBOR plus 888 basis points in consideration for the counterparties agreement to pay the Company a fixed rate of interest of 10.25% on a principal amount of \$108 million. Settlements are to be made net on a quarterly basis in February, May, August and November of each year. The First Interest Rate Swap expires on December 1, 2012.

On December 4, 2009, the Company entered into an interest rate swap (the Second Interest Rate Swap), together with the First Interest Rate Swap, the Interest Rate Swaps) wherein the Company agreed to pay the counterparty interest in the amount of three month LIBOR plus 869 basis points in consideration for the counterparties agreement to pay the Company a fixed rate of interest of 10.25% on a principal amount of \$27 million. Settlements are to be made net on a quarterly basis in February, May, August and November of each year. The Second Interest Rate Swap expires on December 1, 2012.

The Interest Rate Swaps do not qualify for hedge accounting. Accordingly, the fair value of the Interest Rate Swaps is reported on the Company's balance sheet and periodic changes in the fair value of the Interest Rate Swaps are recorded in earnings. At September 30, 2010, the Company recorded an asset (the Fair value of interest rate swaps) of approximately \$2.0 million, which represents the fair value of the Interest Rate Swaps at September 30, 2010. The Company recorded a gain on the fair value of interest rate swaps of approximately \$1.4 million and \$4.6 million during the three and nine months ended September 30, 2010.



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The Interest Rate Swaps do not contain any credit risk contingent features. No collateral is required to be posted by either counterparty.

**8. LONG-TERM DEBT**

The Company had the following outstanding debt at:

|  | September 30,<br>2010 | December 31,<br>2009 |
|--|-----------------------|----------------------|
|  | (in thousands)        |                      |
| Insurance premium financing                      | \$ 450                | \$ 190               |
| Vehicle Financing                                | 1,208                 | 547                  |
| Acquisition Credit Facility, due September 2012  | 15,000                |                      |
| Revolving Credit Facility, due September 2012    | 7,000                 |                      |
| Note payable Greenlawn Acquisition               | 1,400                 | 1,400                |
| Note payable Nelms acquisition (net of discount) | 926                   |                      |
| 10.25% senior notes, due 2017                    | 150,000               | 150,000              |
| Series B senior secured notes, due 2012          | 17,500                | 17,500               |
| Series C senior secured notes, due 2012          | 17,500                | 17,500               |
| Total  | 210,984               | 187,137              |
| Less current portion                             | 846                   | 378                  |
| Less unamortized bond discount                   | 3,686                 | 3,938                |
| Long-term portion                                | \$ 206,452            | \$ 182,821           |

**10.25% Senior Notes due 2017****Purchase Agreement**

On November 18, 2009, the Company entered into a Purchase Agreement (the "Purchase Agreement") by and among StoneMor Operating LLC (the "Operating Company"), Cornerstone Family Services of West Virginia Subsidiary, Inc. ("CFS West Virginia"), Osiris Holding of Maryland Subsidiary, Inc. ("Osiris"), the Partnership, the subsidiary guarantors named in the Purchase Agreement (together with the Company, the "Note Guarantors") and Banc of America Securities LLC ("BAS"), acting on behalf of itself and as the representative for the other initial purchasers named in the Purchase Agreement (collectively, the "Initial Purchasers"). Pursuant to the Purchase Agreement, the Operating Company, CFS West Virginia and Osiris (collectively, the "Issuers"), each the Company's wholly-owned subsidiary, as joint and several obligors, agreed to sell to the Initial Purchasers \$150.0 million aggregate principal amount of 10.25% Senior Notes due 2017 (the "Senior Notes"), with an original issue discount of approximately \$4.0 million, in a private placement exempt from the registration requirements under the Securities Act of 1933, as amended (the "Securities Act"), for resale by the Initial Purchasers (i) to qualified institutional buyers pursuant to Rule 144A under the Securities Act or (ii) outside the United States to non-U.S. persons in compliance with Regulation S under the Securities Act (the "Notes Offering"). The Notes Offering closed on November 24, 2009.

The Purchase Agreement contains customary representations and warranties of the parties and indemnification and contribution provisions under which the Company, the Issuers, and other Note Guarantors, on one hand, and the Initial Purchasers, on the other, have agreed to indemnify each other against certain liabilities, including liabilities under the Securities Act. The Issuers, the Company and the other Note Guarantors also agreed to enter into a Registration Rights Agreement (described below) for the benefit of holders of the Senior Notes.

The net proceeds from the Notes Offering and Units Offering were used, in part, to:

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repay approximately \$30.7 million of borrowings under the Revolving Facility (as defined below);

repay approximately \$104.7 million of borrowings under the Acquisition Credit Facility (as defined below); and

redeem \$17.5 million of outstanding 11.00% Series B Senior Secured Notes due 2012 (the Series B Notes ).

**Table of Contents****Indenture**

On November 24, 2009, the Issuers, the Company, the other Note Guarantors and Wilmington Trust FSB, as trustee (the Trustee) entered into an indenture (the Indenture) governing the Senior Notes.

The Issuers will pay 10.25% interest per annum on the principal amount of the Senior Notes, payable in cash semi-annually in arrears on June 1 and December 1 of each year, starting on June 1, 2010. The Senior Notes mature on December 1, 2017.

The Senior Notes are senior unsecured obligations of the Issuers and:

rank equally in right of payment with all existing and future senior unsecured debt of the Issuers;

rank senior in right of payment to all existing and future senior subordinated and subordinated debt of the Issuers;

are effectively subordinated in right of payment to existing and future secured debt of the Issuers, to the extent of the value of the assets securing such debt; and

are structurally subordinated to all of the existing and future liabilities of each subsidiary of the Issuers that does not guarantee the Senior Notes.

The Issuers' obligations under the Senior Notes and the Indenture are jointly and severally guaranteed (the Note Guarantees) by the Company and each subsidiary, other than the Issuers, that is a guarantor of any indebtedness under the Credit Agreement (as defined below), or is a borrower under the Credit Agreement and each other subsidiary that the Issuers shall otherwise cause to become a Note Guarantor pursuant to the terms of the Indenture (each, a Restricted Subsidiary).

At any time on or after December 1, 2013, the Issuers, at their option, may redeem the Senior Notes, in whole or in part, at the redemption prices (expressed as percentages of the principal amount) set forth below, together with accrued and unpaid interest, if any, to the redemption date, if redeemed during the 12-month period beginning December 1 of the years indicated:

| Year                | Optional Redemption Price |
|---------------------|---------------------------|
| 2013                | 105.125%                  |
| 2014                | 102.563%                  |
| 2015 and thereafter | 100%                      |

At any time prior to December 1, 2013, the Issuers may, on one or more occasions, redeem all or any portion of the Senior Notes, upon not less than 30 nor more than 60 days' notice, at a redemption price equal to 100% of the principal amount of the Senior Notes redeemed, plus the Applicable Premium (as defined in the Indenture) as of the date of redemption, including accrued and unpaid interest to the redemption date.

In addition, at any time prior to December 1, 2012, the Issuers, at their option, may redeem up to 35% of the aggregate principal amount of the Senior Notes issued under the Indenture with the net cash proceeds of certain of the equity offerings of the Company described in the Indenture at a redemption price equal to 110.250% of the principal amount of the Senior Notes to be redeemed, plus accrued and unpaid interest to the redemption date provided, however, that (i) at least 65% of the aggregate principal amount of the Senior Notes issued under the Indenture remain outstanding immediately after the occurrence of such redemption and (ii) the redemption occurs within 90 days of the closing date of such offering.



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Subject to certain exceptions, upon the occurrence of a Change of Control (as defined in the Indenture), each holder of Senior Notes will have the right to require the Issuers to purchase that holder's Senior Notes for a cash price equal to 101% of the principal amounts to be purchased, plus accrued and unpaid interest to the date of purchase.

The Indenture requires the Company, the Issuers and/or the Note Guarantors, as applicable, to comply with various covenants including, but not limited to, covenants that, subject to certain exceptions, limit the Company's and its subsidiaries' ability to (i) incur additional indebtedness; (ii) make certain dividends, distributions, redemptions or investments; (iii) enter into certain transactions with affiliates; (iv) create, incur, assume or permit to exist certain liens against their assets; (v) make certain sales of their assets; and (vi) engage in certain mergers, consolidations or sales of all or substantially all of their assets. The Indenture also contains various affirmative covenants regarding, among other things, delivery of certain reports filed with the SEC and materials required pursuant to Rule 144A under the Securities Act to holders of the Senior Notes and joinder of future subsidiaries as Note Guarantors under the Indenture. The Company was in compliance with all financial covenants at September 30, 2010.

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Events of default under the Indenture that could, subject to certain conditions, cause all amounts owing under the Senior Notes to become immediately due and payable include, but are not limited to, the following:

1. failure by the Issuers to pay interest on any of the Senior Notes when it becomes due and the continuance of any such failure for 30 days;
2. failure by the Issuers to pay the principal on any of the Senior Notes when it becomes due and payable, whether at stated maturity, upon redemption, upon purchase, upon acceleration or otherwise;
3. the Issuers' failure to comply with the agreements and covenants relating to limitations on entering into certain mergers, consolidations or sales of all or substantially all of their assets or in respect of their obligations to purchase the Senior Notes in connection with a Change of Control;
4. failure by the Company or the Issuers to comply with any other agreement or covenant in the Indenture and the continuance of this failure for 60 days after notice of the failure has been given the Company by the Trustee or holders of at least 25% of the aggregate principal amount of the Senior Notes then outstanding;
5. failure by the Company to comply with its covenant to deliver certain reports and the continuance of such failure to comply for a period of 120 days after written notice thereof has been given to the Company by the Trustee or by the holders of at least 25% in aggregate principal amount of the Senior Notes then outstanding;
6. certain defaults under mortgages, indentures or other instruments or agreements under which there may be issued or by which there may be secured or evidenced indebtedness of the Company or any Restricted Subsidiary, whether such indebtedness currently exists or is incurred after the date of the Indenture;
7. certain judgments or orders that exceed \$7.5 million for the payment of money entered by a court of competent jurisdiction against the Company or any Restricted Subsidiary if such judgments have not been satisfied, stayed, annulled or rescinded within 60 days of being entered;
8. certain events of bankruptcy of the Company, StoneMor GP LLC, the general partner of the Company (the "General Partner"), or any Significant Subsidiary; or
9. other than in accordance with the terms of the Note Guarantee and the Indenture, any Note Guarantee ceasing to be in full force and effect, being declared null and void and unenforceable, found to be invalid or any Guarantor denying its liability under its Note Guarantee.

***Registration Rights Agreement***

In connection with the sale of the Senior Notes, on November 24, 2009, the Issuers, the Company, the other Note Guarantors and BAS, as representative of the Initial Purchasers, entered into a Registration Rights Agreement (the "Registration Rights Agreement"), pursuant to which the Issuers, the Company and the other Note Guarantors agreed, for the benefit of the holders of the Senior Notes, to use their commercially reasonable efforts to file a registration statement with the SEC with respect to a registered offer to exchange the Senior Notes for new exchange notes having terms substantially identical in all material respects to the Senior Notes, with certain exceptions (the "Exchange Offer"). The Issuers,

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the Company and the other Note Guarantors agreed to use their commercially reasonable efforts to consummate such Exchange Offer on or before the 366<sup>th</sup> day after the issuance of the Senior Notes.

In addition, upon the occurrence of certain events described in the Registration Rights Agreement which result in the inability to consummate the Exchange Offer, the Issuers, the Company and the other Note Guarantors agreed to file a shelf registration statement with the SEC covering resales of the Senior Notes and to use their commercially reasonable efforts to cause such shelf registration statement to be declared effective.

The Issuers are required to pay additional interest to the holders of the Senior Notes under certain circumstances if they fail to comply with their obligations under the Registration Rights Agreement.

In October of 2010, the Company, along with its attorneys, determined that the Company was not required to file a registration statement, and that such non-filing would not result in any penalty or additional interest.

### **Note Purchase Agreement**

On August 15, 2007, the Company entered into, along with the General Partner and certain of the Company's subsidiaries, (collectively, the Note Issuers) the Amended and Restated Note Purchase Agreement (the NPA) with Prudential Investment Management Inc., The Prudential Insurance Company of America, Prudential Retirement Insurance and

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Annuity Company, certain Affiliates of Prudential Investment Management Inc., iStar Financial Inc., SFT I, Inc., and certain Affiliates of iStar Financial Inc. (collectively, the Note Purchasers ). Capitalized terms which are not defined in the following description shall have the same meaning assigned to such terms in the NPA, as amended.

Pursuant to the NPA, the Note Issuers and the Note Purchasers agreed to (a) exchange certain senior secured notes previously issued by the Note Issuers to the Note Purchasers on September 20, 2004, for new Series A Notes due September 20, 2009, in the amount of \$80 million; and (b) issue Series B Notes, due August 15, 2012 in the aggregate amount of \$35 million, subject to the option, on an uncommitted basis, to issue/purchase additional secured Shelf Notes in the aggregate amount of up to \$35 million, and to issue/purchase additional secured Shelf Notes to refinance the Series A Notes.

On November 2, 2007, the Company entered into the First Amendment to Amended and Restated Note Purchase Agreement (the First Amendment to NPA ) by and among the Company, the General Partner, certain of the Company's subsidiaries and the noteholders, to among other things, amend the negative covenants of the NPA.

On December 21, 2007, the Company entered into the Joinder to Amended and Restated Note Purchase Agreement and Finance Documents pursuant to which the Company added certain issuers to the NPA. Pursuant to the NPA, as amended, certain of the Company's subsidiaries issued Senior Secured Series C Notes (the Series C Notes and together with Series A Notes, Series B Notes and the Shelf Notes are referred to as the Notes ) in the aggregate principal amount of \$17.5 million, due December 21, 2012.

The Series A Notes bore an interest rate of 7.66% per annum, the Series B Notes bore an interest rate of 9.34% per annum and the Series C Notes bore an interest rate of 9.09% per annum.

On April 30, 2009, the Company entered into the Second Amendment to Amended and Restated Credit Agreement by and among the Company and certain of the Company's subsidiaries, the lenders, and Bank of America, N.A., as Administrative Agent (the Second Amendment to Credit Agreement ), pursuant to which the Company borrowed \$63.0 million under the new Acquisition Credit Facility commitments, which, together with the \$17.0 million of the existing availability under the Acquisition Credit Facility, were used to repay the Series A Notes. In addition, the Company borrowed \$5.4 million under the Revolving Credit Facility, which was used to pay the accrued interest on the Series A Notes, fees to Bank of America, N.A., amendment fees to noteholders under the Second Amendment to NPA described below as well as various other fees and costs incurred in connection with these transactions. In connection with the Second Amendment to Credit Agreement, on April 30, 2009, the Company also entered into the Second Amendment to Amended and Restated Note Purchase Agreement by and among the Company, the General Partner and certain of the Company's subsidiaries and the noteholders (the Second Amendment to NPA ).

The Second Amendment to NPA amended the NPA to, among other matters, amend and restate the Series B Notes and the Series C Notes. The Series B Notes were amended to increase the interest rate to 11.00% (the Amended Series B Notes ). The Series C Notes were amended not only to increase the interest rate to 11.00%, but also to change the maturity date from December 21, 2012 to August 15, 2012 (the Amended Series C Notes, and together with the Amended Series B Notes, the Amended NPA Notes ).

On July 1, 2009, the Company entered into the Third Amendment to Amended and Restated Note Purchase Agreement by and among the Company, the General Partner, certain of the Company's subsidiaries and the noteholders, to among other things, amend certain negative covenants of the NPA.

In connection with the Fourth Amendment to Credit Agreement, as described below, on November 24, 2009, the Company entered into the Fourth Amendment to Amended and Restated Note Purchase Agreement by and among the Company, the General Partner, the Operating Company, certain of the Company's subsidiaries and the noteholders (the Fourth Amendment to NPA ). The Fourth Amendment to NPA amended the NPA to, among other matters, amend certain restrictive covenants and other terms set forth in the NPA to permit the Company to incur the indebtedness evidenced by the Amended NPA Notes, enter into the restrictive covenants set forth in the Indenture, use the net proceeds of the Notes Offering as discussed above and amend the Consolidated Leverage Ratio in accordance with the Fourth Amendment to Credit Agreement.

Under the Fourth Amendment to NPA, the Company is permitted to incur indebtedness under the Credit Agreement not greater than \$80.0 million (the Aggregate Credit Facility Cap ), consisting of the Acquisition Credit Facility, as defined below, not to exceed \$45.0 million and the Revolving Credit Facility, as defined below, not to exceed \$35.0 million. The Aggregate Credit Facility Cap may be increased up to \$100.0 million, with the Acquisition Credit Facility cap to be increased up to \$55.0 million and the Revolving Credit Facility cap to be increased up to \$45.0 million with the approval of the holders of at least a majority principal amount of the Shelf Notes, which shall not be unreasonably withheld.



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The Note Issuers under the NPA paid fees to the holders of the Amended NPA Notes in connection with the Fourth Amendment to NPA.

The Amended NPA Notes bore an interest rate of 11.00% per annum, payable quarterly. Under the Fourth Amendment to NPA, the interest rate on the Amended NPA Notes was to be increased by 1.5% per annum during any period in which (i) any holder of the Amended NPA Notes is required to maintain reserves in excess of 3.4% of the principal amount of such Amended NPA Notes, as a result of a decision of an insurance regulatory authority having responsibility for valuation of insurance company assets (an IR Authority ) or (ii) the Senior Notes issued pursuant to the Notes Offering are designated any rating below BB- (or its equivalent) by an IR Authority, provided that any Amended NPA Notes are not designated a separate rating of BB- or higher (or its equivalent) by such authority (each, a Reserve Event ).

On January 15, 2010, the Company entered into the Fifth Amendment to the NPA, to provide for further changes to the Consolidated Leverage Ratio similar to the changes under the Fifth Amendment to Credit Agreement, as defined below, and to clarify that the interest rate applicable to the Amended NPA Notes increased from 11% per annum to 12.5% per annum effective November 24, 2009, which increase will continue until the termination of the Reserve Event period in accordance with the NPA.

On May 4, 2010, the Company entered into the Sixth Amendment to Amended and Restated Note Purchase Agreement (the Sixth Amendment to Credit Agreement ), to, among other matters, provide for (i) changes to the Consolidated Leverage Ratio similar to the changes under the Sixth Amendment to Credit Agreement as described below, and (ii) the payment by the Partnership to each holder of Amended Series B Notes and Amended Series C Notes of additional interest at a rate of 0.25% per annum (the Additional Interest ) from May 4, 2010 until such time as each holder of Notes shall have received a Compliance Certificate for the most recently completed four fiscal quarters of the Partnership ending on or after December 31, 2010 evidencing that the Consolidated Leverage Ratio was less than 3.75 to 1.00 for such period. The Amended Series B Notes and Amended Series C Notes were amended and restated to provide for the payment of the Additional Interest as described in the Sixth Amendment to NPA.

The Sixth Amendment to NPA also included a consent by the Noteholders to an increase in the Aggregate Credit Facility Cap from \$80 million to \$100 million, an increase in the Acquisition Facility Cap from \$45 million to \$55 million and an increase in the Revolving Facility Cap from \$35 million to \$45 million.

On September 22, 2010, concurrently with the closing of a public offering of common units, the Company entered into the Seventh Amendment to Amended and Restated Note Purchase Agreement (the Seventh Amendment to NPA ) to, among other things, permit the reinstatement of the Acquisition Credit Facility under the Credit Agreement, as amended, as described below.

The Amended NPA Notes are guaranteed by both the Company and the General Partner. The Amended NPA Notes rank pari passu with all other senior secured debt, including the Revolving Credit Facility and the Acquisition Credit Facility described below. Obligations under the Amended NPA Notes are secured by a first priority lien and security interest covering substantially all of the assets of the Note Issuers, whether then owned or thereafter acquired, other than specified receivable rights and a second priority lien and security interest covering those specified receivable rights of the Note Issuers, whether then owned or thereafter acquired. These assets secure the Amended NPA Notes and the Acquisition Credit Facility described below. The priority of the liens and security interests securing the Amended NPA Notes is pari passu with the liens and security interests securing the Acquisition Credit Facility described below.

The NPA (as amended) contains restrictive covenants that, among other things, prohibit distributions upon defined events of default, restrict investments and sales of assets and require the Company to maintain certain financial covenants, including specified financial ratios. A material decrease in sales could cause the Company to breach certain of its financial covenants, such as the leverage ratio and the interest coverage ratio, under the Company's NPA, as amended. Any such breach could allow the lenders to accelerate (or create cross-default under) the Company's debt which would have a material adverse effect on the Company's business, financial condition or results of operations. The Company was in compliance with all covenants at September 30, 2010.

**Acquisition Credit Facility and Revolving Credit Facility**

On August 15, 2007, the Company, the General Partner, and the Operating Company and various subsidiaries of the Operating Company (collectively, the Borrowers ), entered into the Amended and Restated Credit Agreement (the Credit Agreement ) with Bank of America, N.A. ( Bank of America ), other lenders, and BAS (collectively, the Lenders ). The Credit Agreement provides for both an acquisition credit facility (the Acquisition Credit Facility ) and a revolving credit facility (the Revolving Credit Facility ). Capitalized terms which are not defined in the following description shall have the same meaning assigned to such terms in the Credit Agreement, as amended.



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The Credit Agreement initially provided that: (1) the Acquisition Credit Facility would have a maximum principal amount of \$40.0 million (with an option to increase such facility by an additional \$15.0 million on an uncommitted basis) and the term of 5 years, and (2) the Revolving Credit Facility would have a maximum principal amount of \$25.0 million (with an option to increase such facility by up to \$10.0 million on an uncommitted basis) and a term of 5 years. Amounts borrowed under the Acquisition Credit Facility and repaid or prepaid may not be reborrowed and amounts borrowed under the Revolving Credit Facility and repaid or prepaid during the term may be reborrowed. In addition, Bank of America agreed to provide to the borrowers swing line loans ( Swing Line Loans ) with a maximum limit of \$5.0 million, which is a part of the Revolving Credit Facility. Loans outstanding under the Acquisition Credit Facility and the Revolving Credit Facility bear interest at rates set forth in the Credit Agreement, which have since been amended as described below.

On November 2, 2007, the Company, the General Partner and the Borrowers entered into the First Amendment to Amended and Restated Credit Agreement with certain lenders thereto and Bank of America, to among other things, amend certain negative covenants of the Credit Agreement.

On April 30, 2009, the Company, the General Partner and the Borrowers entered into the Second Amendment to Credit Agreement with the lenders and Bank of America. The Second Amendment to Credit Agreement amended the Credit Agreement to, among other matters, increase (i) the Revolving Credit Facility to a maximum aggregate principal amount of \$35.0 million, with the ability to request further increases in a maximum aggregate principal amount of \$10.0 million, and (ii) the Acquisition Credit Facility to a maximum aggregate principal amount of \$102.85 million, with the ability to request further increases in a maximum aggregate principal amount of \$57.0 million, subject to a minimum increase amount of \$5.0 million. The maximum aggregate principal amount of the Acquisition Credit Facility was increased to \$107.85 million, with the ability to request further increases in a maximum aggregate principal amount of \$52.0 million, after giving effect to a \$5.0 million increase in the Acquisition Credit Facility implemented through the Lender Joinder to Amended and Restated Credit Agreement, dated June 24, 2009, among the Company, the General Partner, the Borrowers and other parties thereto.

On July 6, 2009, the Company, the General Partner, the Borrowers and Bank of America entered into the Third Amendment to Amended and Restated Credit Agreement to among other things, amend certain covenants of the Credit Agreement.

On November 24, 2009, concurrently with the closing of the Notes Offering and a common unit offering, the Company entered into the Fourth Amendment to Amended and Restated Credit Agreement (the Fourth Amendment to Credit Agreement ) by and among the Company, its General Partner, the Borrowers, the lenders, and Bank of America, as Administrative Agent for the benefit of the lenders. The Fourth Amendment to Credit Agreement amended the Credit Agreement to, among other matters, (i) amend certain restrictive covenants and other terms set forth in the Credit Agreement to permit the Company to incur the indebtedness evidenced by the Senior Notes, enter into the Indenture and use the net proceeds of the Notes Offering and Units Offering as discussed above; (ii) decrease the Acquisition Credit Facility to a maximum aggregate principal amount of \$45.0 million, with the ability to request further increases in a maximum aggregate principal amount of \$10.0 million; and (iii) amend the Consolidated Leverage Ratio (as defined in the Credit Agreement, as amended).

On January 15, 2010, the Company entered into the Fifth Amendment to the Amended and Restated Credit Agreement which further amended the Consolidated Leverage Ratio. Loans outstanding under the Acquisition Credit Facility and the Revolving Credit Facility bear interest at a per annum rate based upon a base rate (the Base Rate ) or a Eurodollar rate (the Eurodollar Rate ) plus a margin ranging from 2.25% to 3.25% over the Base Rate and 3.25% to 4.25% over the Eurodollar Rate, as selected by the Borrowers. The Base Rate is the highest of (a) the Federal Funds Rate plus 0.5% or (b) the Prime Rate, as defined in the Credit Agreement, as amended. The Eurodollar Rate equals the greater of: (i) the British Bankers Association LIBOR Rate or (ii) if such rate is not available, the rate determined by Bank of America, N.A., as the Administrative Agent, subject to certain conditions. Margin is determined by the ratio of consolidated funded debt to consolidated EBITDA.

On May 4, 2010, the Company entered into the Sixth Amendment to Amended and Restated Credit Agreement (the Sixth Amendment to Credit Agreement ) to, among other things, provide that the Company and the General Partner shall not permit the Consolidated Leverage Ratio to be greater than:

4.15 to 1.0, for the most recently completed four fiscal quarters ending prior to July 1, 2010;

4.00 to 1.0, for the most recently completed four fiscal quarters ending between July 1, 2010 and September 30, 2010;



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3.75 to 1.0, for the most recently completed four fiscal quarters ending between October 1, 2010 and December 31, 2010; or

3.65 to 1.0, for the most recently completed four fiscal quarters ending after December 31, 2010.

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The Consolidated Leverage Ratio was 3.22 at September 30, 2010.

Under the Credit Agreement, as amended, the interest rate on Base Rate Loans and Eurodollar Rate Loans is calculated based on the Base Rate or Eurodollar Rate, as applicable, plus the Applicable Rate. The Sixth Amendment to Credit Agreement amended the definition of Applicable Rate to provide that, commencing on May 4, 2010 until such time as the Agent shall have received a Compliance Certificate evidencing compliance with all financial covenants for the most recently completed four fiscal quarters of the Company ending on or after December 31, 2010, Pricing Level 3 of the Applicable Rate (the currently applicable pricing level) for (i) Eurodollar Rate Loans and Letter of Credit Fees shall be increased by 25 basis points to 4.50%, and (ii) Base Rate Loans shall be increased by 25 basis points to 3.50%.

The Sixth Amendment to Credit Agreement also amended the definition of Consolidated EBITDA to provide that Consolidated EBITDA shall not be adjusted for any changes resulting from the sale by the credit parties of all of their investments held, as of May 4, 2010, in one of more Merchandise Trusts in the Highland Floating Rate Advantage Fund.

Effective May 21, 2010, the Lenders increased each of the Revolving Credit Facility and the Acquisition Credit Facility by \$9.125 million. After giving effect to such increases, the maximum aggregate principal amount available under the Revolving Credit Facility was \$44.125 million and the maximum aggregate principal amount available under the Acquisition Credit Facility was \$54.125 million.

On September 22, 2010, concurrently with the closing of the common units offering from which the Company used \$22.5 million of net proceeds to prepay amounts on the Acquisition Credit Facility and used \$14.5 million of net proceeds to pay down amounts on the Revolving Credit Facility, the Company entered into the Seventh Amendment to Amended and Restated Credit Agreement to, among other things, reinstate the amount available on the Acquisition Credit Facility to a total of \$55.0 million and reinstate the amount available on the Revolving Credit Facility to \$45.0 million.

The Borrowers under the Credit Agreement, as amended, paid fees to Bank of America, as Administrative Agent, and BAS, as Arranger. In addition, the Credit Agreement, as amended, requires the Borrowers to pay an unused commitment fee, which is calculated based on the amount by which the commitments under the Credit Agreement, as amended, exceed the usage of such commitments.

The proceeds of the Acquisition Credit Facility may be used by the Borrowers to finance (i) Permitted Acquisitions and (ii) the purchase and construction of mausoleums. The proceeds of the Revolving Credit Facility and Swing Line Loans may be utilized to finance working capital requirements, Capital Expenditures, as defined in the Credit Agreement, as amended, and for other general corporate purposes.

Borrowings under the Credit Agreement, as amended, rank pari passu with all other senior secured debt of the Borrowers including the senior secured notes discussed above. The Borrowers' obligations under the Credit Agreement, as amended, are guaranteed by both the Company and its General Partner (collectively, the Guarantors).

The Borrowers' obligations under the Revolving Credit Facility are secured by a first priority lien and security interest in specified receivable rights, whether then owned or thereafter acquired, of the Borrowers and the Guarantors, and by a second priority lien and security interest in substantially all assets other than those receivable rights of the Borrowers and Guarantors, excluding trust accounts and certain proceeds required by law to be placed into such trust accounts and funds held in trust accounts, the General Partner's interest in the Company and the General Partner's incentive distribution rights under the Company's partnership agreement. The specified receivable rights include all accounts and other rights to payment arising under customer contracts or agreements or management agreements, and all inventory, general intangibles and other rights reasonably related to the collection and performance of these accounts and rights to payment.

The Borrowers' obligations under the Acquisition Credit Facility are secured by a first priority lien and security interest in substantially all assets, whether then owned or thereafter acquired, other than specified receivable rights of the Borrowers and the Guarantors, excluding trust accounts and certain proceeds required by law to be placed into such trust accounts and funds held in trust accounts, the General Partner's interest in the Company and the General Partner's incentive distribution rights under the Company's partnership agreement, and a secondary priority lien and security interest in those specified receivable rights. These assets secure the Acquisition Credit Facility and the senior secured notes described above. The priority of the liens and security interests securing the Acquisition Credit Facility is pari passu with the liens and security interests securing the senior secured notes described above.

The agreements governing the Revolving Credit Facility and the Acquisition Credit Facility contain restrictive covenants that, among other things, prohibit distributions upon defined events of default, restrict investments and sales of assets and require the Company to maintain certain financial covenants, including specified financial ratios. A material decrease in sales could cause the Company to breach certain of its financial

covenants, such as the leverage ratio and the interest coverage ratio,

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under the Company's Credit Agreement and NPA, as amended. Any such breach could allow the lenders to accelerate (or create cross-default under) the Company's debt which would have a material adverse effect on the Company's business, financial condition or results of operations. As of September 30, 2010, the Company had \$78.0 million available under the Credit Agreement, as amended, and the Company was in compliance with all applicable covenants.

**Green Lawn Note**

In July of 2009, certain of the Company's subsidiaries, entered into a \$1.4 million note purchase agreement in connection with an operating agreement in which the Company became the exclusive operator of Green Lawn Cemetery (the "Green Lawn Note"). The Green Lawn Note bears interest at a rate of 6.5% per year on unpaid principal. The note pays interest only from August 2009 through June 2011. Principal on the note is due in 96 equal installments beginning on July 1, 2011. The Company paid less than \$0.1 million on the note during the third quarter of 2010.

**Nelms Note**

In June of 2010, certain of the Company's subsidiaries issued two installment notes in the aggregate, notional amount of approximately \$1.3 million in connection with the second quarter acquisition discussed in Note 13 to the condensed consolidated financial statements included in the Quarterly Report on Form 10-Q. The notes are payable over four years. The installment notes bear 10.25% interest per annum on the portion of the outstanding balance after the maturity date or while there exists any uncured event of default or the exercise by lender of any remedies following the occurrence and during the continuance of any event of default. In addition, if StoneMor voluntarily files for bankruptcy or is involved in an involuntary bankruptcy proceeding, the entire principal balance of the installment notes will automatically become due and payable. As the notes do not currently bear interest, the Company recorded the note net of a discount of approximately \$0.2 million. The Company paid approximately \$0.2 million in principal on the note during the three months ended September 30, 2010. At September 30, 2010, the liability related to the note was stated on the Company's balance sheet at approximately \$0.9 million.

In June of 2010, certain of the Company's subsidiaries also issued four notes in the aggregate principal amount of approximately \$5.8 million in connection with the acquisition referenced above. These notes were paid at the closing of the acquisition referenced above by: (i) the issuance by the Company of 293,947 unregistered common units representing limited partnership interests of the Company valued at approximately \$5.6 million and (ii) a cash payment of approximately \$0.2 million.

**9. INCOME TAXES**

As of December 31, 2009, the Company's taxable corporate subsidiaries had a federal net operating loss carryover of approximately \$90.7 million, which will begin to expire in 2019 and \$140.7 million in state net operating losses which begin to expire this year.

Effective with the closing of the Partnership's initial public offering on September 20, 2004, the Company was no longer a taxable entity for federal and state income tax purposes; rather, the Partnership's tax attributes (except those of its corporate subsidiaries) are to be included in the individual tax returns of its partners. Neither the Partnership's financial reporting income, nor the cash distributions to unit-holders, can be used as a substitute for the detailed tax calculations that the Partnership must perform annually for its partners. Net income from the Partnership is not treated as "passive income" for federal income tax purposes. As a result, partners subject to the passive activity loss rules are not permitted to offset income from the Partnership with passive losses from other sources.

The tax returns of the Partnership are subject to examination by state and federal tax authorities. If such examinations result in changes to taxable income, the tax liability of the partners could be changed accordingly.

The Partnership's corporate subsidiaries account for their income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and operating loss and tax credit carry forwards.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The provision for income taxes for the three and nine months ended September 30, 2010 and 2009 respectively is based upon the estimated annual effective tax rates expected to be applicable to the Company for 2010 and 2009, respectively.

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Certain of the Company's subsidiaries are subject to US federal income tax as well as multiple state jurisdictions. The effective tax rate fluctuates over time based on income tax rates in the various tax jurisdictions in which these subsidiaries operate and based on the level of earnings in those jurisdictions. Several entities of the Company were recently under

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examination by the Internal Revenue Service for its separate company US income tax returns for the year ended December 31, 2005. These audits were completed in the third quarter of 2009 with no impact to the financial statements. The Company is not currently under examination by any state jurisdictions. The federal statute of limitations and certain state statutes of limitations are open from 2005 forward. Management believes that the accrual for tax liabilities is adequate for all open years. This assessment relies on estimates and assumptions and may involve a series of complex judgments about future events. On the basis of present information, it is the opinion of the Company's management that there are no pending assessments that will result in a material adverse effect on the Company's condensed consolidated financial statements over the next twelve months.

The Company recognizes any interest accrued related to unrecognized tax benefits in interest expense and any penalties in operating expenses. The Company has not recorded any material interest or penalties during the three and nine months ended September 30, 2010 or 2009.

**10. DEFERRED CEMETERY REVENUES - NET**

At September 30, 2010 and December 31, 2009, deferred cemetery revenues, net, consisted of the following:

|  | September 30,<br>2010 | December 31,<br>2009 |
|--|-----------------------|----------------------|
|  | (in thousands)        |                      |
| Deferred cemetery revenue                    | \$ 257,273            | \$ 222,749           |
| Deferred merchandise trust revenue           | 26,232                | 29,142               |
| Deferred merchandise trust unrealized losses | 1,413                 | (27,278)             |
| Deferred pre-acquisition margin              | 96,146                | 66,297               |
| Deferred cost of goods sold                  | (37,208)              | (31,931)             |
| Deferred cemetery revenues, net              | \$ 343,855            | \$ 258,978           |
| Deferred selling and obtaining costs         | \$ 57,537             | \$ 49,782            |

Deferred selling and obtaining costs are carried as an asset on the condensed consolidated balance sheet in accordance with ASC 944-30-55-1.

**11. COMMITMENTS AND CONTINGENCIES*****Legal***

The Company is party to legal proceedings in the ordinary course of its business but does not expect the outcome of any proceedings, individually or in the aggregate, to have a material adverse effect on the Company's financial position, results of operations or liquidity.

***Leases***

At September 30, 2010, the Company was committed to operating lease payments for premises, automobiles and office equipment under various operating leases with initial terms ranging from one to five years and options to renew at varying terms. Expenses under operating leases were \$0.6 million and \$1.6 million for the three and nine months ended September 30, 2010, compared to \$0.6 million and \$1.6 million during the same period last year.

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At September 30, 2010, operating leases will result in future payments in the following approximate amounts:

|              | (in thousands)  |
|--------------|-----------------|
| 2011         | 1,786           |
| 2012         | 1,552           |
| 2013         | 1,402           |
| 2014         | 864             |
| 2015         | 653             |
| Thereafter   | 2,516           |
| <b>Total</b> | <b>\$ 8,773</b> |

**Tax Indemnification**

CFSI LLC (formerly Cornerstone Family Services, Inc., the Company's predecessor) has agreed to indemnify the Company for all federal, state and local income tax liabilities attributable to the operation of the assets contributed by CFSI LLC to the Company prior to the closing of the Company's public offering in 2004. CFSI LLC has also agreed to indemnify the Company against additional income tax liabilities, if any, that arise from the consummation of the transactions related to the Company's formation in excess of those believed to result at the time of the closing of the Company's initial public offering. The Company estimates that \$600,000 of state income taxes and no federal income taxes will be due as a result of these formation transactions. CFSI LLC has also agreed to indemnify the Company against the increase in income tax liabilities of the Company's corporate subsidiaries resulting from any reduction or elimination of the Company's net operating losses to the extent those net operating losses are used to offset any income tax gain or income resulting from the prior operation of the assets of CFSI LLC contributed to the Company, or from the Company's formation transactions in excess of such gain or income believed to result at the time of the closing of the initial public offering. Until all of its indemnification obligations under the omnibus agreement have been satisfied in full, CFSI LLC is subject to limitations on its ability to dispose of or encumber its interest in the Company's general partner or the common units held by it (except upon a redemption of common units by the partnership upon any exercise of the underwriters' over-allotment option) and will also be prohibited from incurring any indebtedness or other liability. CFSI LLC is also subject to certain limitations on its ability to transfer its interest in the Company's general partner or the common units held by it if the effect of the proposed transfer would trigger an ownership change under the Internal Revenue Code that would limit the Company's ability to use the Company's federal net operating loss carryovers.

**12. PARTNERS CAPITAL****Unit-Based Compensation**

The Company has issued to certain key employees and management unit-based compensation in the form of unit appreciation rights and phantom partnership units. Each of these awards qualifies as an equity award.

Compensation expense recognized related to unit appreciation rights and restricted phantom unit awards for the three and nine months ended September 30, 2010 and 2009 are summarized in the table below:

|                          | Three months ended<br>September 30,<br>2010      2009<br>(in thousands) |       | Nine months ended<br>September 30,<br>2010      2009<br>(in thousands) |       |
|--------------------------|---|-------|--|-------|
| Unit appreciation rights | \$ 121  | \$ 12 | \$ 364   | \$ 37 |
| Restricted phantom units | 69  | 369   | 179  | 1,101 |

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|                                       |        |        |        |          |
|---------------------------------------|--------|--------|--------|----------|
| Total unit-based compensation expense | \$ 190 | \$ 381 | \$ 543 | \$ 1,138 |
|---------------------------------------|--------|--------|--------|----------|

As of September 30, 2010, there was approximately \$1.6 million in non-vested unit appreciation rights outstanding. These unit appreciation rights will be recognized into income over the next three years.

During the second quarter of 2010, the Company issued 180,250 units to executives and key employees as part of its long-term incentive plan.



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**13. ACQUISITIONS**

**First Quarter 2010 Acquisition**

On March 30, 2010, StoneMor Operating LLC, a Delaware limited liability company ( StoneMor LLC ), StoneMor Michigan LLC, a Michigan limited liability company ( Buyer LLC ) and StoneMor Michigan Subsidiary LLC, a Michigan limited liability company ( Buyer NQ Sub and individually and collectively with StoneMor LLC and Buyer LLC, Buyer ), each a wholly-owned subsidiary of StoneMor Partners L.P. (the Company ), entered into an Asset Purchase and Sale Agreement (the Quarter Purchase Agreement ) with SCI Funeral Services, LLC, an Iowa limited liability company ( Parent ), SCI Michigan Funeral Services, Inc., a Michigan corporation ( SCI Michigan ), and together with Parent, SCI ), Hillcrest Memorial Company, a Delaware corporation ( Hillcrest ), Christian Memorial Cultural Center, Inc., a Michigan corporation ( Christian ), Sunrise Memorial Gardens Cemetery, Inc., a Michigan corporation ( Sunrise ), and Flint Memorial Park Association, a Michigan corporation ( Flint and individually and collectively with Sunrise, Hillcrest and Christian, Seller ).

In connection with the 1<sup>st</sup> Quarter Purchase Agreement, on March 30, 2010, StoneMor LLC and Plymouth Warehouse Facilities LLC, a Delaware limited liability company and a wholly-owned subsidiary of the Company ( Plymouth and individually and collectively with StoneMor LLC, Warehouse Buyer ), entered into an Asset Purchase and Sale Agreement (the Warehouse Purchase Agreement ) with SCI, Hillcrest, Sunrise, Flint, Buyer NQ Sub and Buyer LLC.

Pursuant to the 1<sup>st</sup> Quarter Purchase Agreement, Buyer acquired nine cemeteries in Michigan, including certain related assets (the Acquired Assets ), and assumed certain related liabilities (the Assumed Liabilities ). In consideration for the transfer of the Acquired Assets and in addition to the assumption of the Assumed Liabilities, Buyer paid Seller approximately \$14 million (the Closing Purchase Price ) in cash. The Closing Purchase Price can be increased or decreased post-closing for accounts receivable, merchandise trust amounts and endowment care trust amounts above or below agreed levels, as provided in the Purchase Agreement.

Pursuant to the Warehouse Purchase Agreement, Warehouse Buyer acquired one warehouse in Michigan from SCI, including certain related assets, and assumed certain related liabilities for \$0.5 million in cash, which was deemed part of the \$14 million consideration paid in connection with the Purchase Agreement.

The 1<sup>st</sup> Quarter Purchase Agreement and Warehouse Purchase Agreement also include various representations, warranties, covenants, indemnification and other provisions which are customary for transactions of this nature.

The table below reflects the Company s preliminary assessment of the fair value of net assets acquired, the purchase price and the resulting gain on a bargain purchase price that was made in the first quarter of the year. No subsequent adjustments were made during the second or third quarter of 2010. The Company expects to adjust these amounts as additional information is received.

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|  | As of<br>September 30, 2010<br>(in thousands) |
|--|---|
| <b>Assets:</b>                                   |   |
| Cemetery land                                    | \$ 32,338                                     |
| Cemetery property                                | 5,360   |
| Accounts receivable (net)                        | 2,293   |
| Merchandise trusts, restricted, at fair value    | 46,155  |
| Perpetual care trusts, restricted, at fair value | 14,572  |
| Property and equipment                           | 325   |
| <br>Total assets                                 | <br>101,043                                   |
| <b>Liabilities</b>                               |   |
| Deferred margin                                  | 18,287  |
| Merchandise liabilities                          | 22,619  |
| Deferred income tax liability                    | 8,238   |
| Perpetual care trust corpus                      | 14,572  |
| <br>Total liabilities                            | <br>63,716                                    |
| <br>Fair value of net assets acquired            | <br>37,327                                    |
| <br>Consideration paid                           | <br>14,015                                    |
| <br>Gain on bargain purchase                     | <br>\$ 23,312                                 |

The results of operations of the acquired properties have been included in the condensed consolidated financial statements since the date of acquisition and are not material to the condensed consolidated results of operations.

**Second Quarter 2010 Acquisition**

On April 29, 2010, the Johnson County Circuit Court of Indiana entered the Order Approving Form of Amended and Restated Purchase Agreement and Authorizing Sale of Equity Interests and Assets (the "Indiana Order"). The Indiana Order, subject to certain conditions, permitted Lynette Gray, as receiver (the "Receiver") of the business and assets of Ansure Mortuaries of Indiana, LLC ("Ansure"), Memory Gardens Management Corporation ("MGMC"), Forest Lawn Funeral Home Properties, LLC ("Forest Lawn"), Gardens of Memory Cemetery LLC ("Gardens of Memory"), Gill Funeral Home, LLC ("Gill"), Garden View Funeral Home, LLC ("Garden View"), Royal Oak Memorial Gardens of Ohio Ltd. ("Royal Oak"), Heritage Hills Memory Gardens of Ohio Ltd. ("Heritage") and Robert E. Nelms ("Nelms" and collectively with Ansure, MGMC, Forest Lawn, Gardens of Memory, Gill, Garden View, Royal Oak and Heritage, the "Original Sellers"), to enter into and consummate an Amended and Restated Purchase Agreement (the "2<sup>nd</sup> Quarter Purchase Agreement") with StoneMor Operating LLC, a Delaware limited liability company ("StoneMor LLC"), StoneMor Indiana LLC, an Indiana limited liability company ("StoneMor Indiana"), StoneMor Indiana Subsidiary LLC, an Indiana limited liability company ("StoneMor Subsidiary") and Ohio Cemetery Holdings, Inc., an Ohio non-profit corporation ("Ohio Non-profit," and collectively with StoneMor LLC, StoneMor Indiana and StoneMor Subsidiary, the "Buyer"), each a wholly-owned subsidiary of the Company. Subject to the receipt of the Indiana Order, the Purchase Agreement was executed by the Buyer and the Receiver on April 2, 2010.

Effective June 21, 2010, certain subsidiaries of the Company entered into Amendment No. 1 to the 2<sup>nd</sup> Quarter Purchase Agreement ("Amendment No. 1") by and among the Buyer, the Original Sellers, Robert Nelms, LLC ("Nelms LLC," and collectively with the Original Sellers, the "Sellers") and the Receiver, which amended the Purchase Agreement executed by the Buyer and the Receiver. Amendment No. 1 amended the 2<sup>nd</sup> Quarter Purchase Agreement by: adding certain parties to the Purchase Agreement; modifying certain representations and warranties made by the Original Sellers in the 2<sup>nd</sup> Quarter Purchase Agreement; and providing that the Buyer will assume certain additional liabilities such as the

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obligation to pay for all claims incurred under the health benefit plans of the Original Sellers on or before the closing of the transactions contemplated by the Purchase Agreement and Amendment No. 1, but which had not been reported on or prior to the closing.

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Effective June 21, 2010, pursuant to the 2<sup>nd</sup> Quarter Purchase Agreement and Amendment No. 1, the Buyer acquired the stock (the **Stock**) of certain companies owned by Ansure (the **Acquired Companies**) and certain assets (the **Assets**) owned by Nelms, Nelms LLC, Gill, Gardens of Memory, Garden View, Forest Lawn, Heritage, Royal Oak and MGMC, resulting in the acquisition of 8 cemeteries and 5 funeral homes in Indiana, Michigan and Ohio (the **Acquisition**). The Buyer acquired the Stock and Assets, advanced moneys to pay for trust shortfalls of the cemeteries, paid certain liabilities of the Sellers, which were offset by funds held in a Smith Barney Account acquired by the Buyer in the transaction, and paid certain legal fees of the parties to the transaction and other acquisition costs, for a total consideration, including the offset by the funds held in the Smith Barney Account, of approximately \$33.0 million. The Acquisition was financed, in part, by borrowing \$22.5 million from the Company's acquisition facility under the Amended and Restated Credit Agreement dated August 15, 2007 among StoneMor LLC, certain of its subsidiaries, the Company, StoneMor GP LLC, Bank of America, N.A., the other lenders party thereto, and Banc of America Securities LLC, as amended.

### **Settlement Agreement**

In connection with the Acquisition, effective June 21, 2010, StoneMor LLC and StoneMor Indiana (collectively, **StoneMor**) and the Company entered into a Settlement Agreement (the **Settlement Agreement**) with Chapel Hill Associates, Inc., d/b/a Chapel Hill Memorial Gardens of Grand Rapids, Chapel Hill Funeral Home, Inc., Covington Memorial Funeral Home, Inc., Covington Memorial Gardens, Inc., Forest Lawn Memorial Chapel Inc., Forest Lawn Memory Gardens Inc., Fred W. Meyer, Jr. by James R. Meyer as Special Administrator to the Estate of Fred W. Meyer, Jr. (the **F. Meyer Estate**), James R. Meyer (**J. Meyer**), Thomas E. Meyer (**T. Meyer**), Nancy J. Cade (**Cade**, and collectively with the F. Meyer Estate, J. Meyer, and T. Meyer, the **Meyer Family**) and F.T.J. Meyer Associates, LLC (**FTJ**).

Pursuant to the Settlement Agreement, StoneMor agreed to assume, pay and discharge a portion of Ansure's and Forest Lawn's obligations under: (i) certain notes issued by Ansure in favor of Fred W. Meyer, Jr., J. Meyer, T. Meyer, and Cade (collectively, the **Original Meyer Family**); and (ii) a note issued by Forest Lawn to FTJ, which was later assigned to the Original Meyer Family.

StoneMor agreed to assume approximately \$7.1 million of Ansure's and Forest Lawn's obligations under the notes they issued, with the remaining principal, interest and fees due under such notes forgiven by the Meyer Family. In connection with the assumption of these obligations, at Closing, StoneMor issued promissory notes to each member of the Meyer Family (the **Closing Notes**) and additional promissory notes payable in installments to certain members of the Meyer Family (the **Installment Notes**). The Closing Notes were issued effective June 21, 2010 in the aggregate principal amount of approximately \$5.8 million, were unsecured subordinated obligations of StoneMor, bore no interest and were payable on demand at the Closing. The Closing Notes were paid at closing by: (i) the issuance by the Company of 293,947 unregistered common units representing limited partnership interests of the Company (the **Units**) valued at approximately \$5.6 million pursuant to the terms of the Settlement Agreement; and (ii) a cash payment of approximately \$0.2 million.

The Installment Notes were issued effective June 21, 2010 in the aggregate principal amount of approximately \$1.3 million to be paid in installments over 4 years. The Installment Notes were issued effective June 21, 2010 and mature April 1, 2014. The Installment Notes bear 10.25% interest per annum on the portion of the outstanding balance after the maturity date or while there exists any uncured event of default or the exercise by the Company of any remedies following the occurrence and during the continuance of any event of default. In addition, if StoneMor voluntarily files for bankruptcy or is involved in an involuntary bankruptcy proceeding, the entire principal balance of the Installment Notes will automatically become due and payable.

J. Meyer, T. Meyer and Cade each entered into an Amended and Restated Agreement-Not-To-Compete with StoneMor, which amended the non-compete agreements each previously entered into with Ansure. In consideration for entering into an Amended and Restated Agreement-Not-To-Compete, StoneMor agreed to pay an aggregate of approximately \$2.3 million to J. Meyer, T. Meyer, and Cade, with approximately \$0.3 million paid at Closing, and the remainder to be paid in installments over 4 years.

The Settlement Agreement also provides that, if the annual distributions paid by the Company to its unitholders are less than \$2.20, StoneMor will pay additional cash consideration to the Meyer Family annually for four years pursuant to a formula contained in the Settlement Agreement. StoneMor may also pay up to approximately \$2.4 million to the Meyer Family from the proceeds of the Misappropriation Claims, subject to certain minimum thresholds before payments are required.

In addition, StoneMor provided an assignment from the Receiver to the Meyer Family of the Eminent Domain Claim, as defined in the Settlement Agreement, and the proceeds thereto, at closing. The Meyer Family agreed to assign its rights under the Fraud Claims, as defined in the Settlement Agreement, to StoneMor.



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All obligations of StoneMor, the Company and the Acquired Companies under the Settlement Agreement and other transaction documents are subordinate and junior to the obligations of StoneMor, the Company and the Acquired Companies under any Senior Debt, as defined in the Settlement Agreement.

The Settlement Agreement also includes various representations, warranties, covenants, mutual releases, indemnification and other provisions, which are customary for a transaction of this nature.

**Unregistered Sale of Securities**

In connection with the Acquisition, StoneMor GP, LLC, the general partner of the Company ( StoneMor GP ), entered into a Non-Competition Agreement ( Non-Competition Agreement ) dated as of June 21, 2010 with Ronald P. Robertson, pursuant to which Mr. Robertson agreed not to compete with StoneMor GP and the companies under its management and control. In consideration for Mr. Robertson's covenant not to compete and as a partial payment of the Closing Notes to the Meyer Family pursuant to the Settlement Agreement, effective June 21, 2010, the Company issued 303,800 Units.

Pursuant to the Non-Competition Agreement, the Company is obligated to issue additional Units valued at \$0.5 million over the next three years as follows: 9,853 Units, valued at \$0.2 million, on each of the first anniversary and second anniversary of the closing of the Acquisition, subject to adjustments as a result of a Unit split, Unit combination or similar events occurring after the closing but prior to each of the first and second anniversaries; and 4,927 Units, valued at \$0.1 million, on the third anniversary of the closing of the Acquisition, subject to adjustments as a result of a Unit split, Unit combination or similar events occurring after the closing but prior to the third anniversary of the closing.

The table below reflects the Company's preliminary assessment of the fair value of net assets received, the purchase price and the resulting gain on a bargain purchase price. These amounts will be retrospectively adjusted as additional information is received.

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|  | As of<br>September 30, 2010<br>(in thousands) |
|--|---|
| <b>Assets:</b>                                   |   |
| Cemetery land                                    | \$ 23,188                                     |
| Cemetery and funeral home property               | 27,842  |
| Accounts receivable (net)                        | 2,191   |
| Merchandise trusts, restricted, at fair value    | 5,866   |
| Perpetual care trusts, restricted, at fair value | 1,663   |
| Other assets                                     | 4,225   |
| <br>   |   |
| Total assets                                     | 64,975  |
| <br>   |   |
| <b>Liabilities</b>                               |   |
| Deferred margin                                  | 12,070  |
| Merchandise liabilities                          | 14,929  |
| Other liabilities                                | 16,130  |
| Perpetual care trust corpus                      | 1,663   |
| <br>   |   |
| Total liabilities                                | 44,792  |
| <br>   |   |
| Fair value of net assets acquired                | 20,183  |
| Paid at closing purchase price                   | 10,417  |
| Paid at closing units                            | 5,785   |
| Paid at closing liabilities incurred             | 3,981   |
| <br>   |   |
| Total purchase price                             | 20,183  |
| <br>   |   |
| Paid at closing trust underfunding               | 12,530  |
| <br>   |   |
| Total paid at closing                            | \$ 32,713                                     |

**Third Quarter 2010 Acquisitions**

During the third quarter of 2010, certain subsidiaries of the Company entered into a long-term operating agreement (the Operating Agreement) with the Archdiocese of Detroit (the Archdiocese) wherein the Company will become the exclusive operator of certain cemeteries owned by the Archdiocese.

Key terms and conditions of the operating agreement include, but are not limited to, the following:

1. There was no consideration paid by either party to effect the execution of the Operating Agreement.
2. The Archdiocese will pay the Company a management fee in the amounts of \$0.5 million, \$0.4 million and \$0.3 million during the first three years of the agreement. No monies will be transferred during Year 4. The Company will pay the Archdiocese a fee in an amount equal to 5% of revenues beginning in Year 5. Total amounts paid are capped at \$0.3 million, \$0.4 million and \$0.5 million during years five through seven consecutively.

3. The operating agreement is for a term of 40 years (subject to certain termination rights).
  
4. The Company shall acquire the exclusive rights to all of the property and assets of each cemetery, including but not limited to, the use of all land for interment purposes; the sum of accounts receivable and merchandise trust funds in force for existing pre-need contracts. The Company has concluded that the cemeteries qualify as variable interest entities ( VIE s) for which the Company is the primary beneficiary. Accordingly, the Company has treated the transaction as if it were an acquisition. The Company has further concluded that because there was no consideration paid to effect such acquisition and the fair value of the net assets acquired will be recorded as a gain on a bargain purchase.



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At September 30, 2010, the Company had made a provisional assessment of the fair value of net assets acquired for this transaction. The Company will retrospectively adjust this provisional assessment as final amounts become available. Amongst other estimates, the Company is evaluating whether any contingent consideration needs to be considered in determining the final purchase price.

The table below details the provisional assessment of net assets acquired and the resultant gain on a bargain purchase recorded during the third quarter of 2010:

|  | <b>As of<br/>September 30, 2010<br/>(in thousands)</b> |
|--|--|
| <b>Assets:</b>                                   |  |
| Accounts receivable (net)                        | \$ 110   |
| Cemetery land                                    | 10,107   |
| Perpetual care trusts, restricted, at fair value | 3,493  |
| <b>Total assets</b>                              | <b>13,710</b>  |
| <b>Liabilities</b>                               |  |
| Deferred tax liabilities                         | 3,831  |
| Perpetual care trust corpus                      | 3,493  |
| <b>Total liabilities</b>                         | <b>7,324</b>   |
| Fair value of net assets acquired                | 6,386  |
| <b>Consideration paid</b>                        |  |
| Gain on bargain purchase                         | \$ 6,386   |

The results of operations related to this acquisition have been consolidated into the Company's financial statements since acquisition and are immaterial to the financial statements taken as a whole.

Also during the third quarter of 2010, the Company purchased a single cemetery for \$1.5 million, which included the payoff of an existing mortgage of \$0.3 million. At September 30, 2010, the Company had made a provisional assessment of the fair value of net assets acquired for this transaction. The Company will retrospectively adjust this provisional assessment as final amounts become available.

The table below details the provisional assessment of net assets acquired and the resultant gain on a bargain purchase recorded during the third quarter of 2010:

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|  | As of<br>September 30, 2010<br>(in thousands) |
|--|---|
| <b>Assets:</b>                                   |   |
| Accounts receivable (net)                        | \$ 1,003                                      |
| Cemetery land                                    | 1,020   |
| Merchandise trusts, restricted, at fair value    | 3,080   |
| Perpetual care trusts, restricted, at fair value | 1,089   |
| <br>Total assets                                 | <br>6,192                                     |
| <b>Liabilities</b>                               |   |
| Deferred margin                                  | 1,369   |
| Merchandise liabilities                          | 1,693   |
| Deferred tax liabilities                         | 272   |
| Perpetual care trust corpus                      | 1,089   |
| <br>Total liabilities                            | <br>4,423                                     |
| <br>Fair value of net assets acquired            | <br>1,769                                     |
| <br>Consideration paid                           | <br>1,500                                     |
| <br>Gain on bargain purchase                     | <br>\$ 269                                    |

The results of operations related to this acquisition have been consolidated into the Company's financial statements since acquisition and are immaterial to the financial statements taken as a whole.

**Pro-forma information**

The following unaudited pro forma information presents a summary of results of operations of the Company and the acquired cemeteries if 2010 acquisitions had occurred on January 1, 2009:

|   | Three months ended<br>September 30,<br>2010      2009<br>(unaudited)<br>(In thousands) |           | Nine months ended<br>September 30,<br>2010      2009<br>(unaudited)<br>(In thousands) |            |
|---|--|-----------|---|------------|
| Revenues  | \$ 52,130  | \$ 49,690 | \$ 147,112  | \$ 146,297 |
| Net income  | 4,645  | 2,068     | 24,976  | 7,193      |
| Net income per limited partner unit (basic and diluted) | 0.33   | 0.17      | 1.33  | 0.59       |

The unaudited pro forma results have been prepared for comparative purposes only and include certain adjustments such as decreased cost of goods sold related to the step-down in the basis of the cemetery property acquired and increased interest on the acquisition debt. They do not purport to be indicative of the results of operations which actually would have resulted had the combination been in effect on January 1, 2009 or of future results of operations of the locations.

**Second Quarter 2009 Acquisitions**

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In the second quarter of 2009, the Company, through certain of its subsidiaries, entered into two long-term operating agreements wherein the Company became exclusive operator of the underlying cemetery land. These two cemeteries qualify as variable interest entities ( VIE ) for which the Company is the primary beneficiary. As such, the Company has consolidated these two cemeteries into the financial statements.

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In the second quarter of this year, the Company made final changes to the fair value of the net assets acquired due to this transaction. These changes resulted in a gain recorded on this transaction of approximately \$4.6 million. In accordance with ASC 805, we have revised the comparative prior period information included in this report filed on Form 10-Q to retrospectively reflect these final changes.

The table below denotes the changes made to the recognition of the fair value of the net assets acquired due to this transaction in the second quarter of 2010 as compared to what was recorded at June 30, 2009.

|   | Amount<br>Originally<br>Recorded | Revised<br>Amount<br>(in thousands) | Change          |
|---|----------------------------------|-------------------------------------|-----------------|
| <b>Assets</b>                                   |                                  |                                     |                 |
| Cemetery land                                   | \$ 5,072                         | \$ 8,720                            | \$ 3,648        |
| Cemetery building                               |                                  | 629                                 | 629             |
| Accounts receivable                             | 591                              | 270                                 | (321)           |
| Merchandise trust assets                        | 1,380                            | 1,385                               | 5               |
| PC Trust assets                                 | 3,367                            | 3,428                               | 61              |
| Cemetery inventory                              | 252                              | 247                                 | (5)             |
| <b>Total assets</b>                             | <b>10,662</b>                    | <b>14,679</b>                       | <b>4,017</b>    |
| <b>Liabilities</b>                              |                                  |                                     |                 |
| Merchandise liabilities                         | 1,332                            | 1,635                               | 303             |
| Other liabilities                               |                                  | 46                                  | 46              |
| Deferred margin                                 | 1,563                            | 1,322                               | (241)           |
| Deferred tax liabilities                        |                                  | 198                                 | 198             |
| Perpetual care trust corpus                     | 3,367                            | 3,428                               | 61              |
| <b>Total liabilities</b>                        | <b>6,262</b>                     | <b>6,629</b>                        | <b>367</b>      |
| <b>Net assets acquired</b>                      | <b>\$ 4,400</b>                  | <b>\$ 8,050</b>                     | <b>\$ 3,650</b> |
| <b>Summary of purchase price</b>                |                                  |                                     |                 |
| Cash paid                                       | \$ 2,700                         | \$ 2,700                            | \$              |
| Notes payable (par)                             | 1,700                            | 1,858                               |                 |
| Notes payable (discount)                        |                                  | (943)                               |                 |
| Note receivable (par)                           |                                  | (170)                               | (170)           |
| Note receivable (discount)                      |                                  | 22                                  |                 |
| <b>Total purchase price</b>                     | <b>4,400</b>                     | <b>3,467</b>                        |                 |
| <b>Excess of net assets over purchase price</b> | <b>\$</b>                        | <b>\$ 4,583</b>                     | <b>\$ 4,583</b> |

**Third Quarter 2009 Acquisitions**

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In the third quarter of 2009, the Company, through certain of its subsidiaries, entered into a long-term operating agreement wherein the Company became exclusive operator of the underlying cemetery land. This cemetery qualifies as a VIE for which the Company is the primary beneficiary. As such, the Company has consolidated this cemetery into the financial statements.

At September 30, 2009, the Company had made a provisional assessment of the fair value of net assets acquired and consideration paid. This assessment resulted in neither the recognition of goodwill nor a gain from a bargain purchase. During

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the third quarter of this year, the Company made final changes to the fair value of the net assets acquired due to this transaction. These changes resulted in an increase to such fair value and a resultant gain on the transaction of approximately \$0.8 million. In accordance with ASC 805, the Company has revised the comparative prior period information included in this report filed on Form 10-Q to retrospectively reflect these final changes.

The table below denotes the changes made to the recognition of the fair value of the net assets acquired due to this transaction in the third quarter of 2010 as compared to what was recorded at September 30, 2009.

|   | <b>Amount<br/>Originally<br/>Recorded</b> | <b>Revised<br/>Amount<br/>(in thousands)</b> | <b>Change</b> |
|---|---|--|---------------|
| <b>Assets</b>   |   |  |               |
| Cemetery land   | \$ 1,840                                  | \$ 3,100                                     | \$ 1,260      |
| Property, plant and equipment                                       | 166                                       | 471  | 305           |
| Accounts receivable   | 304                                       | 109  | (195)         |
| Merchandise trust assets  | 1,748                                     | 322  | (1,426)       |
| Other assets  |   | 750  | 750           |
| PC Trust assets   | 1,483                                     | 2,911  | 1,428         |
| <br>  |   |  |               |
| Total assets  | 5,541                                     | 7,663  | 2,122         |
| <b>Liabilities</b>  |   |  |               |
| Merchandise liabilities   | 244                                       | 231  | (13)          |
| Deferred margin   | 264                                       | 187  | (77)          |
| Deferred tax liabilities  |   | 33   | 33            |
| Perpetual care trust corpus   | 1,483                                     | 2,911  | 1,428         |
| <br>  |   |  |               |
| Total liabilities   | 1,991                                     | 3,362  | 1,371         |
| <br>  |   |  |               |
| Net assets acquired   | \$ 3,550                                  | \$ 4,301                                     | \$ 751        |
| <br>  |   |  |               |
| Summary of purchase price   |   |  |               |
| Cash paid   | \$ 1,400                                  | \$ 1,400                                     | \$            |
| Notes payable   | 1,400                                     | 1,400  |               |
| Other liabilities   | 750                                       | 750  |               |
| <br>  |   |  |               |
| Total purchase price  | 3,550                                     | 3,550  |               |
| <br>  |   |  |               |
| Excess of net assets over purchase price (gain on bargain purchase) | \$  | \$ 751                                       | \$ 751        |

**14. SEGMENT INFORMATION**

The Company is organized into five distinct reportable segments which are classified as Cemetery Operations Southeast, Cemetery Operations Northeast, Cemetery Operations West, Funeral Homes, and Corporate.

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The Company has chosen this level of organization of reportable segments due to the fact that a) each reportable segment has unique characteristics that set it apart from other segments; b) the Company has organized its management personnel at these operational levels; and c) it is the level at which its chief decision makers and other senior management evaluate performance.

The Company's Funeral Homes segment offers a range of funeral-related services such as family consultation, the removal of and preparation of remains and the use of funeral home facilities for visitation. These services are distinctly different than the cemetery merchandise and services sold and provided by the cemetery operations segments.

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The cemetery operations segments sell interment rights, caskets, burial vaults, cremation niches, markers and other cemetery related merchandise. The nature of the Company's customers differs in each of our regionally based cemetery operating segments. Cremation rates in the West region are substantially higher than they are in the Southeast region. Rates in the Northeast region tend to be somewhere between the two. Statistics indicate that customers who select cremation services have certain attributes that differ from customers who select other methods of interment. The disaggregation of cemetery operations into the three distinct regional segments is primarily due to these differences in customer attributes along with the previously mentioned management structure and senior management analysis methodologies.

The Company's Corporate segment includes various home office selling and administrative expenses that are not allocable to the other operating segments.

Segment information as of and for the three and nine months ended September 30, 2010 and 2009 is as follows:

As of and for the three months ended September 30, 2010

|   | Southeast       | Cemeteries<br>Northeast | West            | Funeral<br>Homes<br>(in thousands) | Corporate       | Adjustment        | Total           |
|---|-----------------|-------------------------|-----------------|------------------------------------|-----------------|-------------------|-----------------|
| <b>Revenues</b>                         |                 |                         |                 |                                    |                 |                   |                 |
| Sales                                   | \$ 18,807       | \$ 8,474                | \$ 10,232       | \$                                 | \$              | \$ (8,166)        | \$ 29,347       |
| Service and other                       | 7,610           | 6,153                   | 6,898           |                                    |                 | (4,385)           | 16,276          |
| Funeral home                            |                 |                         |                 | 6,688                              |                 | (181)             | 6,507           |
| <b>Total revenues</b>                   | <b>26,417</b>   | <b>14,627</b>           | <b>17,130</b>   | <b>6,688</b>                       |                 | <b>(12,732)</b>   | <b>52,130</b>   |
| <b>Costs and expenses</b>               |                 |                         |                 |                                    |                 |                   |                 |
| Cost of sales                           | 4,012           | 1,988                   | 1,809           |                                    |                 | (1,289)           | 6,520           |
| Cemetery                                | 5,354           | 3,483                   | 4,671           |                                    |                 |                   | 13,507          |
| Selling                                 | 5,968           | 2,690                   | 3,112           |                                    | 171             | (1,643)           | 10,298          |
| General and administrative              | 3,004           | 1,502                   | 1,812           |                                    | 9               |                   | 6,327           |
| Funeral home                            |                 |                         |                 | 5,029                              |                 | (6)               | 5,025           |
| Depreciation and amortization           | 417             | 191                     | 358             | 471                                | 822             |                   | 2,261           |
| Corporate                               |                 |                         |                 |                                    | 5,368           |                   | 5,368           |
| Acquisition related costs               |                 |                         |                 |                                    | 2,167           |                   | 2,167           |
| <b>Total costs and expenses</b>         | <b>18,756</b>   | <b>9,854</b>            | <b>11,762</b>   | <b>5,500</b>                       | <b>8,537</b>    | <b>(2,938)</b>    | <b>51,473</b>   |
| <b>Operating earnings</b>               | <b>7,661</b>    | <b>4,773</b>            | <b>5,368</b>    | <b>1,188</b>                       | <b>(8,537)</b>  | <b>(9,794)</b>    | <b>656</b>      |
| Gain on acquisition                     |                 |                         |                 |                                    | 6,656           |                   | 6,656           |
| Increase in value of interest rate swap |                 |                         |                 |                                    | 1,398           |                   | 1,398           |
| Interest expense                        | 2,179           | 891                     | 1,982           | 826                                | 16              |                   | 5,894           |
| <b>Earnings (losses) before taxes</b>   | <b>\$ 5,482</b> | <b>\$ 3,882</b>         | <b>\$ 3,386</b> | <b>\$ 362</b>                      | <b>\$ (499)</b> | <b>\$ (9,794)</b> | <b>\$ 2,816</b> |
| <b>Supplemental information</b>         |                 |                         |                 |                                    |                 |                   |                 |
| Total assets                            | \$ 413,604      | \$ 276,381              | \$ 352,745      | \$ 54,110                          | \$ 31,232       | \$                | \$ 1,128,072    |
| Amortization of cemetery property       | \$ 802          | \$ 544                  | \$ 226          | \$                                 | \$              | \$ (103)          | \$ 1,469        |



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|                            |    |     |    |       |    |        |    |     |    |    |    |        |
|----------------------------|----|-----|----|-------|----|--------|----|-----|----|----|----|--------|
| Long lived asset additions | \$ | 389 | \$ | 1,059 | \$ | 10,688 | \$ | 202 | \$ | 31 | \$ | 12,369 |
|----------------------------|----|-----|----|-------|----|--------|----|-----|----|----|----|--------|

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As of and for the nine months ended September 30, 2010

|   | Southeast        | Cemeteries<br>Northeast | West            | Funeral<br>Homes<br>(in thousands) | Corporate        | Adjustment         | Total            |
|---|------------------|-------------------------|-----------------|------------------------------------|------------------|--------------------|------------------|
| <b>Revenues</b>                         |                  |                         |                 |                                    |                  |                    |                  |
| Sales                                   | \$ 58,231        | \$ 25,250               | \$ 26,469       | \$                                 | \$               | \$ (33,613)        | \$ 76,337        |
| Service and other                       | 19,038           | 16,424                  | 13,223          |                                    |                  | (1,645)            | 47,040           |
| Funeral home                            |                  |                         |                 | 18,650                             |                  | (492)              | 18,158           |
| <b>Total revenues</b>                   | <b>77,269</b>    | <b>41,674</b>           | <b>39,692</b>   | <b>18,650</b>                      |                  | <b>(35,750)</b>    | <b>141,537</b>   |
| <b>Costs and expenses</b>               |                  |                         |                 |                                    |                  |                    |                  |
| Cost of sales                           | 12,079           | 5,298                   | 4,337           |                                    | 6                | (5,421)            | 16,299           |
| Cemetery                                | 15,058           | 9,822                   | 9,963           |                                    |                  | (2)                | 34,840           |
| Selling                                 | 18,490           | 8,087                   | 7,843           |                                    | 491              | (7,529)            | 27,381           |
| General and administrative              | 8,910            | 4,473                   | 4,690           |                                    | 13               |                    | 18,086           |
| Funeral home                            |                  |                         |                 | 14,120                             |                  | (22)               | 14,098           |
| Depreciation and amortization           | 1,183            | 571                     | 631             | 1,032                              | 2,501            |                    | 5,918            |
| Corporate                               |                  |                         |                 |                                    | 16,062           |                    | 16,062           |
| Acquisition related costs               |                  |                         |                 |                                    | 4,823            |                    | 4,823            |
| <b>Total costs and expenses</b>         | <b>55,720</b>    | <b>28,251</b>           | <b>27,464</b>   | <b>15,152</b>                      | <b>23,896</b>    | <b>(12,974)</b>    | <b>137,508</b>   |
| <b>Operating earnings</b>               | <b>21,549</b>    | <b>13,423</b>           | <b>12,228</b>   | <b>3,498</b>                       | <b>(23,896)</b>  | <b>(22,776)</b>    | <b>4,029</b>     |
| Gain on acquisition                     |                  |                         |                 |                                    | 29,968           |                    | 29,968           |
| Increase in value of interest rate swap |                  |                         |                 |                                    | 4,637            |                    | 4,637            |
| Interest expense                        | 6,791            | 2,764                   | 4,300           | 2,119                              | 17               |                    | 15,991           |
| <b>Earnings (losses) before taxes</b>   | <b>\$ 14,758</b> | <b>\$ 10,659</b>        | <b>\$ 7,928</b> | <b>\$ 1,379</b>                    | <b>\$ 10,692</b> | <b>\$ (22,776)</b> | <b>\$ 22,643</b> |

**Supplemental information**

|                                   |            |            |            |           |           |          |              |
|-----------------------------------|------------|------------|------------|-----------|-----------|----------|--------------|
| Total assets                      | \$ 413,604 | \$ 276,381 | \$ 352,745 | \$ 54,110 | \$ 31,232 | \$       | \$ 1,128,072 |
| Amortization of cemetery property | \$ 2,468   | \$ 1,615   | \$ 519     | \$        | \$        | \$ (506) | \$ 4,096     |
| Long lived asset additions        | \$ 5,488   | \$ 1,323   | \$ 77,682  | \$ 18,899 | \$ 215    | \$       | \$ 103,607   |

As of and for the three months ended September 30, 2009

|                 | Southeast | Cemeteries<br>Northeast | West | Funeral<br>Homes<br>(in thousands) | Corporate | Adjustment | Total |
|-----------------|-----------|-------------------------|------|------------------------------------|-----------|------------|-------|
| <b>Revenues</b> |           |                         |      |                                    |           |            |       |

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|                                       |                 |                 |                 |               |                   |                   |                 |
|---------------------------------------|-----------------|-----------------|-----------------|---------------|-------------------|-------------------|-----------------|
| Sales                                 | \$ 18,452       | \$ 8,442        | \$ 6,679        | \$            | \$                | \$ (6,879)        | \$ 26,696       |
| Service and other                     | 7,205           | 4,890           | 3,296           |               |                   | (882)             | 14,509          |
| Funeral home                          |                 |                 |                 | 5,547         |                   | (166)             | 5,381           |
| <b>Total revenues</b>                 | <b>25,657</b>   | <b>13,332</b>   | <b>9,975</b>    | <b>5,547</b>  |                   | <b>(7,927)</b>    | <b>46,587</b>   |
| <b>Costs and expenses</b>             |                 |                 |                 |               |                   |                   |                 |
| Cost of sales                         | 3,960           | 1,802           | 1,052           |               |                   | (1,098)           | 5,716           |
| Cemetery                              | 4,886           | 3,238           | 2,472           |               |                   |                   | 10,599          |
| Selling                               | 5,584           | 2,528           | 1,777           |               | 282               | (1,440)           | 8,731           |
| General and administrative            | 3,138           | 1,452           | 1,159           |               | 50                |                   | 5,799           |
| Funeral home                          |                 |                 |                 | 4,441         |                   | (24)              | 4,417           |
| Depreciation and amortization         | 379             | 192             | 111             | 312           | 705               |                   | 1,699           |
| Corporate                             |                 |                 |                 |               | 5,440             |                   | 5,440           |
| Acquisition related costs             |                 |                 |                 |               | (29)              |                   | (29)            |
| <b>Total costs and expenses</b>       | <b>17,947</b>   | <b>9,212</b>    | <b>6,571</b>    | <b>4,753</b>  | <b>6,448</b>      | <b>(2,562)</b>    | <b>42,373</b>   |
| <b>Operating earnings</b>             | <b>7,710</b>    | <b>4,120</b>    | <b>3,404</b>    | <b>794</b>    | <b>(6,448)</b>    | <b>(5,365)</b>    | <b>4,214</b>    |
| Gain on acquisition                   |                 |                 |                 |               | 751               |                   | 751             |
| Interest expense                      | 1,837           | 665             | 818             | 569           | 9                 |                   | 3,898           |
| <b>Earnings (losses) before taxes</b> | <b>\$ 5,873</b> | <b>\$ 3,455</b> | <b>\$ 2,586</b> | <b>\$ 225</b> | <b>\$ (5,706)</b> | <b>\$ (5,365)</b> | <b>\$ 1,067</b> |
| <b>Supplemental information</b>       |                 |                 |                 |               |                   |                   |                 |
| Total assets                          | \$ 368,780      | \$ 257,071      | \$ 156,855      | \$ 34,736     | \$ 19,365         | \$                | \$ 836,807      |
| Amortization of cemetery property     | \$ 814          | \$ 616          | \$ 99           | \$            | \$                | \$ (115)          | \$ 1,414        |
| Long lived asset additions            | \$ 3,887        | \$ 250          | \$ 93           | \$ 16         | \$ 59             | \$                | \$ 4,305        |

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As of and for the nine months ended September 30, 2009:

|                                       | Southeast        | Cemeteries<br>Northeast | West            | Funeral<br>Homes<br>(in thousands) | Corporate          | Adjustment         | Total           |
|---------------------------------------|------------------|-------------------------|-----------------|------------------------------------|--------------------|--------------------|-----------------|
| <b>Revenues</b>                       |                  |                         |                 |                                    |                    |                    |                 |
| Sales                                 | \$ 54,541        | \$ 25,613               | \$ 21,173       | \$                                 | \$                 | \$ (26,024)        | \$ 75,303       |
| Service and other                     | 20,298           | 16,255                  | 9,731           |                                    |                    | (2,012)            | 44,272          |
| Funeral home                          |                  |                         |                 | 17,799                             |                    | (387)              | 17,412          |
| <b>Total revenues</b>                 | <b>74,839</b>    | <b>41,868</b>           | <b>30,904</b>   | <b>17,799</b>                      |                    | <b>(28,423)</b>    | <b>136,987</b>  |
| <b>Costs and expenses</b>             |                  |                         |                 |                                    |                    |                    |                 |
| Cost of sales                         | 11,876           | 5,419                   | 3,478           |                                    | 3                  | (4,102)            | 16,675          |
| Cemetery                              | 13,584           | 9,590                   | 7,263           |                                    | 13                 |                    | 30,450          |
| Selling                               | 16,626           | 8,001                   | 5,939           |                                    | 652                | (6,042)            | 25,177          |
| General and administrative            | 8,601            | 4,555                   | 3,500           |                                    | 30                 |                    | 16,687          |
| Funeral home                          |                  |                         |                 | 13,987                             |                    | (58)               | 13,929          |
| Depreciation and amortization         | 1,075            | 635                     | 321             | 776                                | 1,911              |                    | 4,718           |
| Acquisition related costs             |                  |                         |                 |                                    | 2,099              |                    | 2,099           |
| Corporate                             |                  |                         |                 |                                    | 16,303             |                    | 16,303          |
| <b>Total costs and expenses</b>       | <b>51,762</b>    | <b>28,200</b>           | <b>20,501</b>   | <b>14,763</b>                      | <b>21,011</b>      | <b>(10,202)</b>    | <b>126,038</b>  |
| <b>Operating earnings</b>             | <b>23,077</b>    | <b>13,668</b>           | <b>10,403</b>   | <b>3,036</b>                       | <b>(21,011)</b>    | <b>(18,221)</b>    | <b>10,949</b>   |
| Gain on sale of funeral home          |                  |                         |                 |                                    | 475                |                    | 475             |
| Gain on acquisition                   |                  |                         |                 |                                    | 5,334              |                    | 5,334           |
| Interest expense                      | 4,653            | 1,871                   | 2,196           | 1,521                              | 27                 |                    | 10,269          |
| <b>Earnings (losses) before taxes</b> | <b>\$ 18,423</b> | <b>\$ 11,797</b>        | <b>\$ 8,207</b> | <b>\$ 1,515</b>                    | <b>\$ (15,229)</b> | <b>\$ (18,221)</b> | <b>\$ 6,489</b> |
| <b>Supplemental information</b>       |                  |                         |                 |                                    |                    |                    |                 |
| Total assets                          | \$ 368,780       | \$ 257,071              | \$ 156,855      | \$ 34,736                          | \$ 19,365          | \$                 | \$ 836,807      |
| Amortization of cemetery property     | \$ 2,471         | \$ 1,699                | \$ 502          | \$                                 | \$                 | \$ (43)            | \$ 4,629        |
| Long lived asset additions            | \$ 12,388        | \$ 767                  | \$ 388          | \$ 549                             | \$ 219             | \$                 | \$ 14,311       |

Results of individual business units are presented based on our management accounting practices and management structure. There is no comprehensive, authoritative body of guidance for management accounting equivalent to accounting principles generally accepted in the United States of America; therefore, the financial results of individual business units are not necessarily comparable with similar information for any other company. The management accounting process uses assumptions and allocations to measure performance of the business units. Methodologies are refined from time to time as management accounting practices are enhanced and businesses change. Revenues and associated expenses are not deferred in accordance with SAB No. 104 therefore, the deferral of these revenues and expenses is provided in the adjustment column to reconcile the Company's managerial financial statements to those prepared in accordance with GAAP. Pre-need sales revenues included within the sales category consist primarily of the sale of burial lots, burial vaults, mausoleum crypts, grave markers and memorials, and

caskets. Management accounting practices included in the Southeast, Northeast, and Western Regions reflect these pre-need sales when contracts are signed by the customer and accepted by the Company. Pre-need sales reflected in the consolidated financial statements, prepared in accordance with GAAP, recognize revenues for the sale of burial lots and mausoleum crypts when the product is constructed and at least 10% of the sales price is collected. With respect to the other products, the consolidated financial statements prepared under GAAP recognize sales revenues when the criteria for delivery under SAB No. 104 are met. These criteria include, among other things, purchase of the product, delivery and installation of the product in the ground, and transfer of title to the customer. In each case, costs are accrued in connection with the recognition of revenues; therefore, the condensed consolidated financial statements reflect Deferred Cemetery Revenue, Net and Deferred Selling and Obtaining Costs on the balance sheet, whereas the Company's management accounting practices exclude these items.

#### **15. FAIR VALUE MEASUREMENTS**

ASC 820-10 establishes a framework for measuring fair value and expands related disclosures. ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. ASC 820-10 establishes a fair value hierarchy that gives the highest priority to observable inputs and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy defined by ASC 820-10 are described below.

Level 1: Quoted market prices available in active markets for identical assets or liabilities. The Company includes cash and cash equivalents, U.S. Government debt securities and publicly traded equity instruments and mutual funds in its level 1 investments.

Level 2: Quoted prices in active markets for similar assets; quoted prices in non-active markets for identical or similar assets; inputs other than quoted prices that are observable. The Company includes U.S. state and municipal, corporate and other fixed income debt securities in its level 2 investments.

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Level 3: Any and all pricing inputs that are generally unobservable and not corroborated by market data.

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The following table allocates the Company's financial instruments measured at fair value as of September 30, 2010. There were no Level 3 measurements at September 30, 2010.

**Merchandise Trust**

| Description   | Level 1    | Level 2<br>(in thousands) | Total      |
|---|------------|---------------------------|------------|
| <b>Assets</b>   |            |                           |            |
| Short-term investments                                | \$ 33,932  | \$                        | \$ 33,932  |
| Fixed maturities:                                     |            |                           |            |
| U.S. state and local government agency                |            | 23                        | 23         |
| Corporate debt securities                             |            | 6,304                     | 6,304      |
| Other debt securities                                 |            | 17,014                    | 17,014     |
| Total fixed maturity investments                      |            | 23,341                    | 23,341     |
| Mutual funds - debt securities                        | 49,152     | 24                        | 49,176     |
| Mutual funds - equity securities - real estate sector | 13,329     |                           | 13,329     |
| Mutual funds - equity securities - energy sector      | 27,133     |                           | 27,133     |
| Mutual funds - equity securities - MLP's              | 15,689     |                           | 15,689     |
| Mutual funds - equity securities - other              | 60,811     |                           | 60,811     |
| Equity securities                                     |            |                           |            |
| Preferred REIT's                                      | 15,904     |                           | 15,904     |
| Master limited partnerships                           | 33,231     |                           | 33,231     |
| Global equity securities                              | 19,539     |                           | 19,539     |
| Other invested assets                                 |            | 924                       | 924        |
| Total   | \$ 268,720 | \$ 24,289                 | \$ 293,008 |

**Perpetual Care Trust**

| Description                            | Level 1   | Level 2<br>(in thousands) | Total     |
|--|-----------|---------------------------|-----------|
| <b>Assets</b>                          |           |                           |           |
| Short-term investments                 | \$ 18,549 | \$                        | \$ 18,549 |
| Fixed maturities:                      |           |                           |           |
| U.S. state and local government agency |           | 142                       | 142       |
| Corporate debt securities              |           | 21,341                    | 21,341    |
| Other debt securities                  |           | 10,164                    | 10,164    |
| Total fixed maturity investments       |           | 31,647                    | 31,647    |

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|   |            |           |            |
|---|------------|-----------|------------|
| Mutual funds debt securities                      | 50,609     | 287       | 50,896     |
| Mutual funds equity securities real estate sector | 11,411     |           | 11,411     |
| Mutual funds equity securities energy sector      | 30,948     |           | 30,948     |
| Mutual funds equity securities MLP s              | 1,661      |           | 1,661      |
| Mutual funds equity securities other              | 41,978     |           | 41,978     |
| <b>Equity securities</b>                          |            |           |            |
| Preferred REIT s                                  | 30,986     |           | 30,986     |
| Master limited partnerships                       | 23,845     |           | 23,845     |
| Global equity securities                          |            |           |            |
| Other invested assets                             |            |           |            |
| <br>  |            |           |            |
| Total   | \$ 209,989 | \$ 31,934 | \$ 241,923 |
| <br>  |            |           |            |
| <b>Interest Rate Swaps</b>                        | \$         | \$ 1,961  | \$ 1,961   |



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All level 2 assets are priced utilizing independent pricing services. The interest rate swap price is provided to the Company by an independent third party source and tested by the Company via an analysis of current swap pricing to the contracted swap pricing.

### **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The words we, us, our, StoneMor, the Partnership, the Company and similar words, when used in a historical context prior to the closing initial public offering of StoneMor Partners L.P. on September 20, 2004, refer to Cornerstone Family Services, Inc. ( Cornerstone ), (and, after its conversion, CFSI LLC), and its subsidiaries and thereafter refer to StoneMor Partners L.P. and its subsidiaries.

This discussion and analysis should be read in conjunction with our unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q (including the notes thereto).

### **Forward-Looking Statements**

Certain statements contained in this Quarterly Report on Form 10-Q, including, but not limited to, information regarding the status and progress of our operating activities, the plans and objectives of our management, assumptions regarding our future performance and plans, and any financial guidance provided, as well as certain information in other filings with the SEC and elsewhere, are forward-looking statements within the meaning of Section 27A(i) of the Securities Act of 1933 and Section 21E(i) of the Securities Exchange Act of 1934. The words believe, may, will, estimate, continue, anticipate, intend, project, expect, predict, and similar expressions identify these forward-looking statements. All forward-looking statements are made subject to certain risks and uncertainties that could cause actual results to differ materially from those stated, including, but not limited to, the following: uncertainties associated with future revenue and revenue growth; the effect of the current economic downturn; the impact of the Company's significant leverage on its operating plans; the ability of the Company to service its debt and pay distributions; the decline in the fair value of certain equity and debt securities held in the Company's trusts; the Company's ability to attract, train and retain an adequate number of sales people; uncertainties associated with the volume and timing of pre-need sales of cemetery services and products; increased use of cremation; changes in political or regulatory environments, including potential changes in tax accounting and trusting policies; the Company's ability to successfully implement a strategic plan relating to producing operating improvement, strong cash flows and further deleveraging; uncertainties associated with the integration or the anticipated benefits of the Company's recent acquisitions; the Company's ability to complete and fund additional acquisitions; information disclosed within this Quarterly Report on Form 10-Q; and various other uncertainties associated with the deathcare industry and our operations in particular.

When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements set forth in our Current Report on Form 8-K filed on September 14, 2010 that recasted our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, this Quarterly Report on Form 10-Q and our other reports filed with the SEC. We assume no obligation to update or revise any forward-looking statements made herein or any other forward-looking statements made by us, whether as a result of new information, future events or otherwise.

### **Organization**

We were organized on April 2, 2004 to own and operate the cemetery and funeral home business conducted by Cornerstone and its subsidiaries. On September 20, 2004, in connection with our initial public offering of common units representing limited partner interests, Cornerstone contributed to us substantially all of its assets, liabilities and businesses, and then converted into CFSI LLC, a limited liability company. This transfer represented a reorganization of entities under common control and was recorded at historical cost. In exchange for these assets, liabilities and businesses, CFSI LLC received 564,782 common units and 4,239,782 subordinated units representing limited partner interests in us.

Cornerstone had been founded in 1999 by members of our management team and a private equity investment firm, which we refer to as McCown De Leeuw, in order to acquire a group of 123 cemetery properties and 4 funeral homes. Since that time, we have acquired 129 additional cemeteries and 59 funeral homes, entered into six long term cemetery operating agreements, built two funeral homes, exited from one long term cemetery operating agreement and sold one cemetery and two funeral homes.

### **Capitalization**

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On September 20, 2004, we completed our initial public offering of 3,675,000 common units at a price of \$20.50 per unit representing a 42.5% interest in us. On September 23, 2004, we sold an additional 551,250 common units to the underwriters in connection with the exercise of their over-allotment option and redeemed an equal number of common units from CFSI LLC at a cost of \$5.3 million. Subsequent to this transaction, there were 4,239,782 common units and 4,239,782 subordinated units

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outstanding. Total gross proceeds from the initial public offering and the exercise of the over-allotment option were \$86.6 million, before offering costs and underwriting discounts. Net proceeds, after deducting underwriting discounts but before paying offering costs, from these sales of common units was \$80.8 million.

Concurrent with the initial public offering, our wholly owned subsidiary, StoneMor Operating LLC, and its subsidiaries (collectively StoneMor LLC), all as borrowers, issued and sold \$80.0 million in aggregate principal amount of senior secured notes in a private placement and entered into a \$12.5 million revolving credit facility and a \$22.5 million acquisition facility with a group of banks. The net proceeds of the initial public offering and the sale of senior secured notes were used to repay the debt and associated accrued interest of approximately \$135.1 million of CFSI LLC and \$15.7 million of fees and expenses associated with the initial public offering and the sale of senior secured notes. The remaining funds have been used for general partnership purposes, including the construction of mausoleum crypts and lawn crypts, the purchases of equipment needed to install burial vaults and the acquisition of cemetery and funeral home locations.

On December 21, 2007, we completed a follow on public offering of 2,650,000 common units at a price of \$20.26 per unit representing a 22.2% interest in us, making a total of 8,505,725 common units outstanding. In conjunction with this offering, our general partner contributed \$1.1 million to maintain its 2% general partner interest. Total gross proceeds from this public offering were \$54.8 million, before offering costs and underwriting discounts. Net proceeds, after deducting underwriting discounts but before paying offering costs, from these sales of common units were \$51.8 million.

Concurrent with this follow on public offering, StoneMor LLC, all as borrowers, issued \$17.5 million in aggregate principal amount of senior secured notes. The net proceeds of the public offering and the sale of senior secured notes and borrowings of \$6.3 million under our acquisition line of credit were used to purchase 45 cemeteries and 30 funeral homes from Service Corporation International (NYSE: SCI).

On November 24, 2009, we completed an additional follow on public offering of 1,275,000 common units at a price of \$17.00 per unit representing a 9.5% interest in us. On December 7, 2009, we sold an additional 191,250 common units in connection with the exercise of the underwriter's over-allotment option. In conjunction with this offering, our general partner contributed \$0.51 million to maintain its 2% general partner interest. Total gross proceeds from these transactions were \$25.4 million, before offering costs and underwriting discounts. Net proceeds, after deducting underwriting discounts and offering expenses were \$24.2 million.

Concurrent with this second follow on public offering, certain of our subsidiaries made a private offering to eligible purchasers of \$150.0 million aggregate principal amount of senior notes due 2017. The net proceeds from this offering, after deducting the original issue discount and fees were approximately \$138.1 million. The net proceeds of the second follow on public offering, the general partner contribution and the offering of senior notes of \$162.5 million was used to pay off debt and accrued interest of approximately \$154.9 million. The remaining proceeds will be used for general partnership purposes.

On September 22, 2010, we completed an additional follow on public offering of 1,725,000 common units, including an option to purchase up to 225,000 common units to cover over-allotments which was exercised in full by the underwriters, at a price of \$24.00 per unit, representing a 10.9% interest in us. Total gross proceeds from these transactions were \$41.4 million, before offering costs and underwriting discounts. Net proceeds of the offering, including the related capital contribution of our General Partner, after deducting underwriting discounts and offering expenses, were \$39.6 million.

## **Overview**

### ***Cemetery Operations***

We are the second largest owner and operator of cemeteries in the United States. As of September 30, 2010, we operated 256 cemeteries. We own 237 of these cemeteries and operate the remaining 19 under long-term agreements. As a result of the agreements and other control arrangements, we consolidate the results of the 19 managed cemeteries in our condensed consolidated financial statements.

We sell cemetery products and services both at the time of death, which we refer to as at-need, and prior to the time of death, which we refer to as pre-need. Revenues from cemetery operations accounted for approximately 87.5% and 87.2% of our revenues during the three and nine months ended September 30, 2010 as compared to 88.4% and 87.3% during the same periods last year.

Our results of operations for our Cemetery Operations are determined primarily by the volume of sales of products and services and the timing of product delivery and performance of services. We derive our cemetery revenues primarily from:

at-need sales of cemetery interment rights, merchandise and services;

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pre-need sales of cemetery interment rights, which we generally recognize as revenues when we have collected 10% of the sales price from the customer;

pre-need sales of cemetery merchandise, which we recognize as revenues when we satisfy the criteria specified below for delivery of the merchandise to the customer;

pre-need sales of cemetery services, other than perpetual care services, which we recognize as revenues when we perform the services for the customer;

investment income from assets held in our merchandise trust, which we recognize as revenues when we deliver the underlying merchandise or perform the underlying services and recognize the associated sales revenue as discussed above;

investment income from perpetual care trusts, excluding realized gains and losses on the sale of trust assets, which we recognize as revenues as the income is earned in the trust; and

other items, such as interest income on pre-need installment contracts and sales of land.

The criteria for recognizing revenue related to the sale of cemetery merchandise is that such merchandise is delivered to our customer, which generally means that:

the merchandise is complete and ready for installation; or

the merchandise is either installed or stored at an off-site location, at no additional cost to us, and specifically identified with a particular customer; and

the risks and rewards of ownership have passed to the customer.

We generally satisfy these delivery criteria by purchasing the merchandise and either installing it on our cemetery property or storing it, at the customer's request, in third-party warehouses, at no additional cost to us, until the time of need. With respect to burial vaults, we install the vaults rather than storing them to satisfy the delivery criteria. When merchandise is stored for a customer, we may issue a certificate of ownership to the customer to evidence the transfer to the customer of the risks and rewards of ownership.

*Pre-need Sales*

Deferred revenues from pre-need sales and related merchandise trust earnings are reflected on our balance sheet in deferred cemetery revenues, net. Total deferred cemetery revenues, net, also includes deferred revenues from pre-need sales that were entered into by entities we acquired prior to the time we acquired them. This includes both those entities that we acquired at the time of the formation of Cornerstone and other subsequent acquisitions. Our profit margin on pre-need sales entered into by entities we subsequently acquired is generally less than our profit margin on other pre-need sales because, in accordance with industry practice at the time these acquired pre-need sales were made, none of the selling expenses were recognized at the time of sale. As a result, we are required to recognize all of the expenses (including deferred selling expenses) associated with these acquired pre-need sales when we recognize the revenues from that sale.

Pre-need products and services are typically sold on an installment basis. Subject to state law, these contracts are normally subject to cooling-off periods, generally between three and thirty days, during which the customer may elect to cancel the contract and receive a full refund of amounts paid. Also subject to applicable state law, we are generally permitted to retain the amounts already paid on contracts, including any amounts that

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were required to be deposited into trust, on contracts cancelled after the cooling-off period. Historical post cooling-off period cancellations total approximately 10% of our pre-need sales (based on contract dollar amounts). If the products and services purchased under a pre-need contract are needed for interment before payment has been made in full, generally the balance due must be immediately paid in full.

Pre-need sales are usually made on an installment contract basis. Contracts are usually for a period not to exceed 60 months with payments of principal and interest required. For those contracts that do not bear a market rate of interest, the Company imputes such interest in order to segregate the principal and interest component of the total contract value.

We normally offer prepayment incentives to customers whose pre-need contracts are longer than 36 months and bear interest. If those customers pay their contracts in full in less than 12 months, we rebate the interest that we collected from them. Even though this rebate policy reduces the amount of interest income we receive on our accounts receivable, the net effect is an increase in our immediate cash flow.

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### *At-need Sales*

At-need sales of products and services are generally required to be paid for in full with cash at the time of sale. At that time, we first deposit any amount required to be placed in perpetual care trusts. We are not required to deposit any amounts from our at-need sales into merchandise trusts.

### *Expenses*

We analyze and categorize our operating expenses as follows:

#### 1. Cost of goods sold and selling expenses

Cost of goods sold reflects the actual cost of purchasing products and performing services. Sales of cemetery lots and interment rights, whether at-need or pre-need, typically have a lower cost of goods sold than other merchandise that we sell.

Selling expenses consist of salesperson and sales management payroll costs, including selling commissions, bonuses and employee benefits. We self-insure medical expenses of our employees up to certain individual and aggregate limits over which we have stop-loss insurance coverage. Our self-insurance policy may result in variability in our future operating expenses. Selling expenses also includes other costs of obtaining product and service sales, such as advertising, marketing, postage and telephone.

Direct costs associated with pre-need sales of cemetery merchandise and services, such as sales commissions and cost of goods sold, are reflected in the balance sheet in deferred selling and obtaining costs and deferred cemetery revenues, net, and are expensed as the merchandise is delivered or the services are performed. Indirect costs, such as marketing and advertising costs, are expensed in the period in which they are incurred.

#### 2. Cemetery Expenses

Cemetery expenses represent the cost to maintain and repair our cemetery properties and consist primarily of labor and equipment, utilities, real estate taxes and other maintenance items. Repairs necessary to maintain our cemeteries are expensed as they are incurred. Other maintenance costs required over the long term to maintain the operating capacity of our cemeteries, such as to build roads and install sprinkler systems, are capitalized.

#### 3. General and administrative expenses

General and administrative expenses, which do not include corporate overhead, primarily includes personnel costs, insurance and other costs necessary to maintain our cemetery offices.

#### 4. Depreciation and amortization

We depreciate our property and equipment on a straight-line basis over their estimated useful lives.

#### 5. Acquisition related costs

On January 1, 2009, we adopted ASC 805. Amongst other things, ASC 805 requires that costs incurred in acquisition related activities be expensed as incurred. Acquisition related costs include legal fees and other third party costs incurred in acquisition related activities.

### *Funeral Home Operations*

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As of September 30, 2010, we owned and operated 63 funeral homes. Twenty six of our 63 funeral homes are located on the grounds of cemeteries that we own.

We derive revenues at our funeral homes from the sale of funeral home merchandise, including caskets and related funeral merchandise, and services, including removal and preparation of remains, the use of our facilities for visitation, worship and performance of funeral services and transportation services. We sell these services and merchandise primarily at the time of need utilizing salaried licensed funeral directors. Funeral home revenues accounted for approximately 12.5% and 12.8% of our revenues during the three and nine months ended September 30, 2010, respectively as compared to 11.6% and 12.7% during the same periods last year.

We generally include revenues from pre-need casket sales in the results of our cemetery operations. However, some states require that caskets be sold by funeral homes, and revenues from casket sales in those states are included in our funeral home results.

Our funeral home operating expenses consist primarily of compensation to our funeral directors and the cost of caskets.



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### *Corporate*

We incur fixed costs for corporate overhead primarily for centralized functions, such as payroll, accounting, collections and professional fees. We also incur expenses relating to reporting requirements under U.S. federal securities laws and certain other additional expenses of being a public company.

### *2010 Developments*

#### **Common Unit Offering**

On September 22, 2010, we completed an offering of 1,725,000 common units, including an option to purchase up to 225,000 common units to cover over-allotments which was exercised in full by the underwriters, representing a 10.9% limited interest in us. Net proceeds of the offering, including the related capital contribution of our General Partner, after offering costs and an underwriter's discount, were approximately \$39.6 million, all of which was used to repay certain loans under the Credit Agreement, as amended. Concurrently with this offering, we amended our Credit Agreement so that the principal amount of the acquisition credit facility was reinstated and certain lenders' commitments were increased, resulting in an acquisition credit facility of \$55.0 million and a revolving credit facility of \$45.0 million.

The offering and the concurrent reinstatement of amounts available on our credit lines both strengthens our capital position and allows us to continue to evaluate potential acquisition opportunities. Our ratio of partners' capital to debt outstanding improved to 0.80 at September 30, 2010 from 0.63 at December 31, 2009. Amounts available on our credit facilities were \$78.0 million at September 30, 2010 as compared to \$80.0 million at December 31, 2009.

#### **Acquisitions**

We completed three acquisitions during the nine months ended September 30, 2010 and entered into a long-term operating agreement which is treated as an acquisition for accounting purposes.

The first acquisition took place in the first quarter of the year and consisted of nine cemeteries. We paid approximately \$14.0 million for these properties and have preliminarily assessed the fair value of net assets acquired at approximately \$37.3 million, resulting in a gain on acquisition of \$23.3 million.

The second acquisition took place in the second quarter of the year and consisted of eight cemeteries and five funeral homes. We paid a total of \$32.7 million at closing, the components of which were:

\$10.4 million in cash related in purchase price.

\$12.5 million in cash to lend monies to the merchandise and perpetual care trusts of these properties to fund their current underfunded status.

\$5.8 million in common units representing limited partner interests in us.

\$4.0 million in debt which will be settled in future periods.

We have preliminarily assessed the fair value of net assets acquired at approximately \$20.2 million, resulting in neither a gain on the acquisition nor goodwill.

The third acquisition took place in the third quarter of the year and consisted of a single cemetery. We paid \$1.5 million for this cemetery and have preliminarily assessed the fair value of net assets acquired at approximately \$1.8 million, resulting in a gain on acquisition of \$0.3 million.

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The long-term operating agreement (subject to certain termination rights) was entered into the third quarter of 2010. Under the terms of this agreement, we became the exclusive operator of three cemeteries owned by the Archdiocese of Detroit. Key terms and conditions of the operating agreement include, but are not limited to, the following:

Key terms and conditions of the operating agreement include the following:

There was no consideration paid by either party to effect the execution of the agreement.

The Archdiocese will pay us a management fee in the amounts of \$0.5 million, \$0.4 million and \$0.3 million during the first three years of the agreement. No monies will be transferred during Year 4. We will pay the Archdiocese a fee in an amount equal to 5% of revenues beginning in Year 5. Total amounts paid are capped at \$0.3 million, \$0.4 million and \$0.5 million during years five through seven consecutively.

The operating agreement is for a term of 40 years (subject to certain termination rights).

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We have preliminarily assessed the fair value of net assets acquired at approximately \$6.4 million, all of which is reflected as a gain on acquisition.

### **Change in Market Value of Trust Assets**

In the third quarter of 2010, we took an impairment charge of approximately \$13.1 million due to other-than-temporary impairments of assets in our merchandise trust. This charge is deferred until such time that we deliver the merchandise or perform the services for which the trust assets are set aside. The impairment charge reduced the cost basis of the assets to their fair value.

Post write-down, the fair value of merchandise trust assets was 100.5% of their cost basis. Prior to the write-down, the ratio was 95.0%. Both of these ratios are significant improvements over the 88.5% ratio at December 31, 2009.

### ***Impact on Our Ability to Meet Our Debt Covenants***

Current market conditions have not negatively impacted our ability to meet our significant debt covenants. These covenants specifically relate to a certain measure of profitability (the Profitability Measure ) and certain coverage and leverage ratios.

The Profitability Measure is primarily related to the current period value of contracts written, investment income from the merchandise and perpetual care trust and current expenses incurred. The revenue recognition rules that we must follow for GAAP purposes is not considered. We have not seen any material decline in the value of contracts written due to current economic conditions. The value of cemetery contracts written increased by \$6.0 million and \$12.5 million during the three and nine months ended September 30, 2010.

The coverage ratio relates to the excess of the Profitability Measure less distributions made to partners over fixed charges. This ratio will be prospectively improved as fixed charges will be reduced due to the pay down of debt from proceeds from our third quarter public offering of common units. We do not believe we are currently in danger of defaulting on this debt covenant.

The leverage ratio relates to the ratio of consolidated debt to the Profitability Measure. This measure was significantly improved due to the pay down of debt from proceeds from our third quarter public offering of common units. Our leverage ratio is 3.22 at September 30, 2010 as opposed to a maximum allowed ratio of 4.00. We do not believe we are currently in danger of defaulting on this debt covenant.

### **Segment Reporting and Related Information**

We operate in five distinct reportable segments which are classified as Cemetery Operations Southeast, Cemetery Operations Northeast, Cemetery Operations West, Funeral Homes, and Corporate.

We chose this level of reorganization and disaggregation of reportable segments due to the fact that a) each reportable segment has unique characteristics that set it apart from each other; b) we have organized our management personnel at these operational levels; and c) this is the level at which our chief decision makers and other senior management evaluate performance.

Our Funeral Homes segment offers a range of funeral-related services such as family consultation, the removal of and preparation of remains and the use of funeral home facilities for visitation. These services are distinctly different than the cemetery merchandise and services sold and provided by the cemetery operations segments.

The cemetery operations segments sell interment rights, caskets, burial vaults, cremation niches, markers and other cemetery related merchandise. The nature of our customers differs in each of our regionally based cemetery operating segments. Cremation rates in the West region are substantially higher than they are in the Southeast region. Rates in the Northeast region tend to be somewhere between the two. Statistics indicate that customers who select cremation services have certain attributes that differ from customers who select other methods of interment. The disaggregation of cemetery operations into the three distinct regional segments is primarily due to these differences in customer attributes along with the previously mentioned management structure and senior management analysis methodologies.

Our Corporate segment includes various home office selling and administrative expenses that are not allocable to the other operating segments.



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### **Critical Accounting Policies and Estimates**

Our discussion and analysis of our financial condition and results of operations are based upon our historical consolidated financial statements. We prepared these financial statements in conformity with accounting principles generally accepted in the United States of America. The preparation of these financial statements required us to make estimates, judgments and assumptions that affected the reported amounts of assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. We based our estimates, judgments and assumptions on historical experience and known facts and other assumptions that we believed to be reasonable under the circumstances. In future periods, we expect to make similar estimates, judgments and assumptions on the same basis as we have historically. Our actual results in future periods may differ from these estimates under different assumptions and conditions. We believe that the following accounting policies or estimates had or will have the greatest potential impact on our condensed consolidated financial statements for the periods discussed and for future periods.

#### ***Cash and Cash Equivalents***

We consider all highly liquid investments purchased with a maturity of three months or less from the time they are acquired to be cash equivalents.

#### ***Cemetery Property***

Cemetery property consists of developed and undeveloped cemetery property and constructed mausoleum crypts and lawn crypts and is valued at cost, which is not in excess of market value.

#### ***Property and Equipment***

Property and equipment is recorded at cost and depreciated on a straight-line basis. Maintenance and repairs are charged to expense as incurred, whereas additions and major replacements are capitalized and depreciation is recorded over their estimated useful lives as follows:

|                            |                            |
|----------------------------|----------------------------|
| Buildings and improvements | 10 to 40 years             |
| Furniture and equipment    | 5 to 10 years              |
| Leasehold improvements     | over the term of the lease |

Depreciation expense was \$1.6 million and \$3.8 million during the three and nine months ended September 30, 2010 as compared to \$1.1 million and \$3.2 million during the same periods last year.

#### ***Inventories***

Inventories, classified as other current assets on our condensed consolidated balance sheets, include cemetery and funeral home merchandise and are valued at the lower of cost or net realizable value. Cost is determined primarily on a specific identification basis on a first-in, first-out basis. Inventories were approximately \$5.2 million and \$3.5 million at September 30, 2010 and December 31, 2009, respectively.

#### ***Sales of Cemetery Merchandise and Services***

We sell our merchandise and services on both a pre-need and at-need basis. Sales of at-need cemetery services and merchandise are recognized as revenue when the service is performed or merchandise is delivered.

Pre-need sales are usually made on an installment contract basis. Contracts are usually for a period not to exceed 60 months with payments of principal and interest required. For those contracts that do not bear a market rate of interest, the Company imputes such interest in order to segregate the principal and interest component of the total contract value.

At the time of a pre-need sale, we record an account receivable in an amount equal to the total contract value less any cash deposit paid net of an estimated allowance for customer cancellations. The revenue from both the sales and interest component of the account receivable is deferred.

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Interest revenue is recognized utilizing the effective interest method. Sales revenue is recognized in accordance with the rules discussed below.

The allowance for customer cancellations is established based on management's estimates of expected cancellations and historical experiences and is currently approximately 10% of total contract values. Future cancellation rates may differ from this current estimate. Management will continue to evaluate cancellation rates and will make changes to the estimate should the need arise. Actual cancellations did not vary significantly from the estimates of expected cancellations at September 30, 2010 and December 31, 2009, respectively.

Revenue recognition related to sales of cemetery merchandise and services is governed by Securities and Exchange Commission ( SEC ) Staff Accounting Bulletin No. 104, *Revenue Recognition in Financial Statements* ( SAB No. 104 ), and the retail land sales provisions of Accounting Standards Codification ( ASC ) 976-605-25-6. Per this guidance, revenue from the sale of burial lots and constructed mausoleum crypts are deferred until such time that 10% of the sales price has been

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collected, at which time it is fully earned; revenues from the sale of unconstructed mausoleums are recognized using the percentage-of-completion method of accounting while revenues from merchandise and services are recognized once such merchandise is delivered (title has transferred to the customer and the merchandise is either installed or stored, at the direction of the customer, at the vendor's warehouse or a third-party warehouse at no additional cost to us) or services are performed.

In order to appropriately match revenue and expenses, we defer certain pre-need cemetery and prearranged funeral direct obtaining costs that vary with and are primarily related to the acquisition of new pre-need cemetery and prearranged funeral business. Such costs are accounted for under the provisions of ASC 944-720-25-1, and are expensed as revenues are recognized.

We record a merchandise liability equal to the estimated cost to provide services and purchase merchandise for all outstanding and unfulfilled pre-need contracts. The merchandise liability is established and recorded at the time of the sale but is not recognized as an expense until such time that the associated revenue for the underlying contract is also recognized. The merchandise liability is established based on actual costs incurred or an estimate of future costs, which may include a provision for inflation. The merchandise liability is reduced when services are performed or when payment for merchandise is made by us and title is transferred to the customer.

### ***Merchandise Trusts***

Pursuant to state law, a portion of the proceeds from pre-need sales of merchandise and services is put into trust (the merchandise trust) until such time that we meet the requirements for releasing trust principal, which is generally delivery of merchandise or performance of services. All investment earnings generated by the assets in the merchandise trusts (including realized gains and losses) are deferred until the associated merchandise is delivered or the services are performed. The fair value of the funds held in merchandise trusts at September 30, 2010 and December 31, 2009 was approximately \$293.0 million and \$203.9 million, respectively (see Note 5).

### ***Perpetual Care Trusts***

Pursuant to state law, a portion of the proceeds from the sale of cemetery property is required to be paid into perpetual care trusts. All principal must remain in this trust into perpetuity while interest and dividends may be released and used to defray cemetery maintenance costs, which are expensed as incurred. Earnings from the perpetual care trusts are recognized in current cemetery revenues. The fair value of funds held in perpetual care trusts at September 30, 2010 and December 31, 2009 was approximately \$241.9 million and \$196.3 million, respectively (see Note 6).

### ***Sales of Funeral Home Services***

Revenue from funeral home services is recognized as services are performed and merchandise is delivered.

Pursuant to state law, a portion of proceeds received from pre-need funeral service contracts is put into trust while amounts used to defray the initial administrative costs are not. All investment earnings generated by the assets in the trust (including realized gains and losses) are deferred until the associated merchandise is delivered or the services are performed. The balance of the amounts in these trusts is included within the merchandise trusts above.

### ***Deferred Cemetery Revenues, Net***

Revenues from the sale of services and merchandise, as well as any investment income from the merchandise trust is deferred until such time that the services are performed or the merchandise is delivered.

In addition to amounts deferred on new contracts, investment income and unrealized gains on our merchandise trust, deferred cemetery revenues, net, includes deferred revenues from pre-need sales that were entered into by entities prior to the acquisition of those entities by us, including entities that were acquired by Cornerstone Family Services, Inc. upon its formation in 1999. We provide for a reasonable profit margin for these deferred revenues (deferred margin) to account for the future costs of delivering products and providing services on pre-need contracts that we acquired through acquisition. Deferred margin amounts are deferred until the merchandise is delivered or services are performed.

### ***Impairment of Long-Lived Assets***

We monitor the recoverability of long-lived assets, including cemetery property, property and equipment and other assets, based on estimates using factors such as current market value, future asset utilization, business and regulatory climate and future undiscounted cash flows expected

to result from the use of the related assets. Our policy is to evaluate an asset for impairment when events or circumstances indicate that a long-lived asset's carrying value may not be recovered. An impairment charge is recorded to write-down the asset to its fair value if the sum of future undiscounted cash flows is less than the carrying value of the asset. No impairment charges were recorded during the three or nine months ended September 30, 2010 and 2009.



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### ***Other-Than-Temporary Impairment of Trust Assets***

We determine whether or not the impairment of a fixed maturity debt security is other-than-temporary by evaluating each of the following:

Whether it is our intent to sell the security. If there is intent to sell, the impairment is considered to be other-than-temporary.

If there is no intent to sell, we evaluate if it is not more likely than not that we will be required to sell the debt security before its anticipated recovery. If we determine that it is more likely than not that it will be required to sell an impaired investment before its anticipated recovery, the impairment is considered to be other-than-temporary.

We have further evaluated whether or not all assets in the merchandise trust have other-than-temporary impairments based upon a number of criteria including the length of time a security has been in a loss position, changes in market conditions and concerns related to the specific issuer.

If an impairment is considered to be other-than-temporary, the cost basis of the security is adjusted downward to its fair value.

For assets held in the perpetual care trusts, any reduction in the cost basis due to an other-than-temporary impairment is offset with an equal and opposite reduction in the perpetual care trust corpus and has no impact on earnings.

For assets held in the merchandise trusts, any reduction in the cost basis due to an other-than-temporary impairment is recorded in deferred revenue.

The trust footnotes (Notes 5 and 6) disclose the adjusted cost basis of the assets in the both the merchandise and perpetual care trust. This adjusted cost basis includes any adjustments to the original cost basis due to other-than-temporary impairments.

### ***Two Class Method of Accounting for Earnings per Share***

We utilize the two class method of accounting for earnings per share as required by Accounting Topic 260.

Under this method:

Periodic net income is reduced by the amount of dividends declared for each class of participating security in order to determine undistributed earnings.

Undistributed earnings are allocated to each participating security as if all earnings had been distributed in accordance with the distribution schedule per the partnership agreement.

Total periodic earnings ( TPE ) for each class is the sum of their share of dividends plus undistributed earnings.

If a Company's general partner's agreement contains incentive distribution rights ( IDR s ) and such IDR s are detachable from the general partner units (i.e. can be sold on a stand alone basis), companies must consider IDR s to be a separate class of ownership interest and allocate and disclose TPE to such class by itself.

Prior to 2010, we distributed dividends in excess of earnings. Total earnings were in an amount such that there was no allocation of TPE to the IDR s. In the three and nine months ended September 30, 2010, TPE exceeds dividends distributed and undistributed earnings are available for allocation to the IDR s. Additionally, such IDR s are detachable from our general partner units. Accordingly, the Condensed Consolidated

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Statement of Changes in Partners Capital reflects three classes of units with amounts allocated to such units in accordance with this standard.

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The table below reflects the allocation of earnings for the three and nine months ended September 30, 2010:

For the three months ended September 30, 2010:

|                           | Common<br>Units Holders | General<br>Partner | Incentive<br>Distribution<br>Rights<br>(In thousands) | Total    |
|---------------------------|-------------------------|--------------------|---|----------|
| Dividends declared tier 1 | \$ 6,402                | \$ 131             | \$  | \$ 6,532 |
| Dividends declared tier 2 | 692                     | 14                 |   | 706      |
| Dividends declared tier 3 | 588                     | 12                 | 92  | 692      |
| Total                     | 7,682                   | 157                | 92  | 7,931    |
| Total earnings            |                         |                    |   | 4,645    |
| Undistributed loss        | (3,130)                 | (64)               | (92)  | (3,286)  |
| Undistributed loss tier 1 | (3,130)                 | (64)               | (92)  | (3,286)  |
| Total periodic earnings   | \$ 4,552                | \$ 93              | \$  | \$ 4,645 |

The undistributed loss represents the excess of distributions made over net income. This amount is allocated based upon what the allocation of distributions would have been had we distributed an amount equal to net income. In such case, distributions would have been approximately \$0.34 per unit, which in turn would have been allocated 98% to common unit holders and 2% to the general partner.

For the nine months ended September 30, 2010:

|                                  | Common<br>Units Holders | General<br>Partner | Incentive<br>Distribution<br>Rights<br>(In thousands) | Total     |
|----------------------------------|-------------------------|--------------------|---|-----------|
| Dividends declared tier 1        | \$ 18,841               | \$ 385             | \$  | \$ 19,226 |
| Dividends declared tier 2        | 2,037                   | 41                 |   | 2,078     |
| Dividends declared tier 3        | 1,731                   | 35                 | 270   | 2,036     |
| Total                            | 22,609                  | 461                | 270   | 23,340    |
| Total earnings                   |                         |                    |   | 25,326    |
| Undistributed earnings           |                         |                    |   | 1,986     |
| Undistributed loss tiers 1 and 2 | (11,968)                | (244)              | (182)   | (12,394)  |

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|                                |                  |               |                 |                  |
|--------------------------------|------------------|---------------|-----------------|------------------|
| Undistributed earnings tier 3  | 434              | 10            | 66              | 510              |
| Undistributed earnings tier 4  | 1,670            | 45            | 511             | 2,226            |
| Undistributed earnings tier 5  | 5,822            | 239           | 5,585           | 11,646           |
| <b>Total periodic earnings</b> | <b>\$ 18,565</b> | <b>\$ 510</b> | <b>\$ 6,250</b> | <b>\$ 25,326</b> |

The undistributed loss represents the excess of distributions made over net income during the second and third quarter of the year.

***Retrospective Adjustment for Third Quarter 2009 Acquisitions***

During the third quarter of 2009, we made a provisional assessment of the fair value of net assets acquired via an acquisition. The result of this assessment was that there was neither goodwill nor a gain on a bargain purchase related to this transaction. During the fourth quarter of 2009, we completed an additional provisional assessment, wherein the fair value of net assets acquired was increased and a gain on a bargain purchase was recorded of approximately \$3.9 million.

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During the third quarter of 2010, we received independent appraisals on the fair value of the cemetery land and property and equipment acquired in this transaction. These appraisals decreased the fair value of total net assets acquired by approximately \$3.1 million from the provisional amount recorded at December 31, 2009, resulting in a final gain on a bargain purchase of approximately \$0.8 million. There was no impact on cash flows due to this adjustment.

In accordance with Accounting Standards Codification Section 805-10-25-13, the financial statements included in this Quarterly report filed on Form 10 Q have been retrospectively adjusted to reflect the impact of this change. The result of these retrospective adjustments is an increase in net income of approximately \$0.8 million for the three and nine months ended September 30, 2009 as reflected in the comparative column in the Condensed Consolidated Statement of operations and a decrease in partners' capital of approximately \$3.1 million at December 31, 2010 as reflected in the comparative column in the Condensed Consolidated Balance Sheet included in this Quarterly Report on Form 10 Q.

### ***Recent Accounting Pronouncements***

Beginning July 1, 2009, the Financial Accounting Standards Board ( FASB ) began communicating changes to the source of authoritative U.S. GAAP, the FASB Accounting Standards Codification (FASB Codification), through Accounting Standards Update ( Updates ). Updates are published for all authoritative U.S. GAAP promulgated by the FASB, regardless of the form in which such guidance may have been issued prior to release of the FASB Codification (e.g., FASB Statements, EITF Abstracts, FASB Staff Positions, etc.). Updates are also issued for amendments to the SEC content in the FASB Codification as well as for editorial changes.

Updates issued in 2010 that are applicable to us include:

In the third quarter of 2010, the FASB issued Update No. 2010-20 Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses ( Update 2010-20 ). Update 2010-20 is a disclosure only update that requires entities to disaggregate their financing receivable portfolio between portfolio segments and classes of financing receivables within each segment. Certain disclosures then must be made at both the portfolio segment and class level.

Update 2010-20 is effective beginning in periods ending after December 15, 2010. We will adopt Update 2010-20 beginning in the fourth quarter of 2010. As this is a disclosure only update, the adoption of Update 2010-20 will have no impact on our financial position, results of operations or cash flows.

In the first quarter of 2010, the FASB issued Update No. 2010-06 Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements ( Update 2010-06 ). Update 2010 -06 requires each of the following new disclosures:

5. Entities must disclose separately significant transfers into and out of Level 1 and Level 2.
6. Reconciliations of Level 3 measurements must provide gross information related to purchases, sales, issuances and settlements as opposed to netting such number.

Update 2010-06 provided each of the following amendments to existing disclosures:

7. Entities must provide fair value measurement for each class of asset and liability. A class is often a subset of a line item asset or liability.
8. Entities should provide disclosures about the valuation techniques used to measure fair value on Level 2 and Level 3 assets and liabilities in interim periods.

Disclosure requirements 1, 3 and 4 are applicable for all periods beginning after December 15, 2009. Disclosure requirement 2 is applicable for all periods beginning after December 15, 2010. We adopted disclosure requirements 1, 3 and 4 as of January 1, 2010. As this is a disclosure only

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requirement, there is no impact on our financial position related to this adoption. See Note 15 to this Quarterly Report on Form 10-Q.

Additional accounting pronouncements issued during the reporting period include:

In June 2009, the FASB adopted ASC Topic 810, Subtopic 10, Sections 30 and 65 ( ASC 810-10-30/65 ), the purpose of which is to amend certain requirements of ASC Topic 810, Subtopic 10, Section 5, to improve financial reporting by enterprises involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. Amongst other things, ASC 810-10-30/65 requires a change in the determination of which entity s qualify as

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variable interest entities ( VIE s ), changes in an entity that is involved in VIE s method of determining whether they are the primary beneficiary of such VIE, and changes to disclosures required by all entities involved with VIE. ASC 810-10-30/65 is effective for each reporting period beginning after November 15, 2009. Early adoption was prohibited. We adopted the provisions of ASC 810-10-30/65 effective on January 1, 2010. We have reviewed the requirements of ASC 810-10-30/65 and determined that there are no changes to its current determination of those entities with which it is involved as to their status of being VIE s nor to our determination of our status with regards to its position as the primary beneficiary of such VIE s. We have modified certain disclosures with regards to those VIE s with which we are involved. Such modifications are included in Note 5 of this Quarterly Report on Form 10-Q.

In June 2009, the FASB issued Statement of Financial Accounting Standard ( SFAS ) No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162*. This statement modifies the GAAP hierarchy by establishing only two levels of GAAP, authoritative and non-authoritative accounting literature. Effective July 2009, the FASB ASC, also known collectively as the Codification, is considered the single source of authoritative U.S. accounting and reporting standards, except for additional authoritative rules and interpretive releases issued by the SEC. The Codification was developed to organize GAAP pronouncements by topic so that users can more easily access authoritative accounting guidance. The Codification is organized by topic, subtopic, section, and paragraph, each of which is identified by a numerical designation. SFAS 168 applies to financial statements beginning in the third quarter 2009. Accordingly, all accounting references contained herein have been updated to reflect the Codification and all SFAS references have been replaced with ASC references. In those cases when previous GAAP references related to specific paragraphs, we have referred specifically to that paragraph in the ASC reference. Broader references have been referenced to the most detailed level (topic, subtopic or section) applicable.

In April of 2009, the FASB issued ASC 320-10-65-1, which relates to investments in both debt and equity securities. ASC 320-10-65-1 amended previous guidance related to the determination of whether impairments in debt securities were other-than-temporary, and provides guidance as to which other-than-temporary impairments should be reflected in the income statement and which other-than-temporary impairments should be reflected in other comprehensive income. ASC 320-10-65-1 also modifies the presentation and disclosures related to both debt and equity securities. ASC 320-10-65-1 is effective for interim periods ending after June 15, 2009, and the Company adopted it for second quarter of 2009. ASC 320-10-65-1 did not have a significant impact on our financial position or results of operations.

In April of 2009, the FASB issued ASC 825-10-65-1, which relates to financial instruments. ASC 825-10-65-1 amends ASC 825-10-50-10 to require disclosures about fair value of financial instruments in interim financial statements as well as in annual financial statements. ASC 825-10-65-1 is effective for interim periods ending after June 15, 2009 and we adopted it for second quarter of 2009. ASC 825-10-65-1 did not have a significant impact on our financial statements.

In April of 2009, the FASB issued ASC 820-10-65-4, which relates to fair value measurements and disclosures. ASC 820-10-65-4 provides additional guidance in estimating fair value under ASC 820-10-5-1 when the volume and level of transaction activity for an asset or liability have significantly decreased in relation to normal market activity for the asset or liability. ASC 820-10-65-4 also provides additional guidance on circumstances that may indicate a transaction is not orderly. ASC 820-10-65-4 is effective for interim periods ending after June 15, 2009, and we adopted it for the second quarter of 2009. ASC 820-10-65-4 did not have a significant impact on our financial position or results of operations.

**Use of Estimates**

Preparation of these unaudited condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the unaudited condensed consolidated financial statements and the reported amounts of revenue and expense during the reporting periods. As a result, actual results could differ from those estimates. The most significant estimates in the unaudited condensed consolidated financial statements are the valuation of assets in the merchandise trust and perpetual care trust, allowance for cancellations, unit-based compensation, merchandise liability, deferred sales revenue, deferred margin, deferred merchandise trust investment earnings, deferred obtaining costs and income taxes. Deferred sales revenue, deferred margin and deferred merchandise trust investment earnings are included in deferred cemetery revenues, net, on the unaudited condensed consolidated balance sheets.

**Table of Contents*****Results of Operations Segments*****Three Months Ended September 30, 2010 Compared to the Three Months ended September 30, 2009****Cemetery Segments**

Our cemetery operations are disaggregated into three different geographically based segments. We have chosen this level of disaggregation due to the fact that a) each reportable segment has unique characteristics that set it apart from the others; b) we have organized our management personnel at these operational levels; and c) this is the level at which our chief decision makers and other senior management evaluate performance.

We account for and analyze the results of operations for each of these segments on a basis of accounting that is different from generally accepted accounting principals in so much that we record revenues and related expenses based upon the value of contracts written rather than upon the delivery of merchandise and services. We reconcile these non-GAAP accounting results of operations to GAAP based amounts at the consolidated level. This reconciliation is included in Note 14 to the financial statements included in this Quarterly Report on Form 10-Q.

The method of accounting we utilize to analyze our segment results of operations provides for a production based view of our business. Accordingly, the ensuing segment discussion is on a basis of accounting that differs from generally accepted accounting principles. We believe that this method allows for a critical understanding of any economic value added during a given period of time.

In prior periods, we have included in our segment discussion amounts and variations of interest expense allocated to such segment. Upon further review, we have concluded that as segment and segment managers have no control over total corporate interest expense nor the amount allocated to their segment, such discussion does not add to the understanding of how each segment performed. Accordingly, we no longer include a discussion of interest expense at the segment level.

**Cemetery Operations Southeast**

The table below compares the results of operations for our Cemetery Operations Southeast for the three months ended September 30, 2010 to the same period last year:

|                          | 2010      | Three months ended<br>September 30,<br>2009 |         | Change (%) |
|--------------------------|-----------|---|---------|------------|
|                          |           | Change (\$)<br>(In thousand s)              |         |            |
|                          |           | (non-GAAP)                                  |         |            |
| Total revenues           | \$ 26,417 | \$ 25,657                                   | \$ 760  | 3.0%       |
| Total costs and expenses | 18,756    | 17,947                                      | 809     | 4.5%       |
| Operating earnings       | \$ 7,661  | \$ 7,710                                    | \$ (49) | -0.6%      |

**Revenues**

Revenues for Cemetery Operations Southeast were \$26.4 million for the three months ended September 30, 2010, an increase of \$0.8 million, or 3.0%, compared to \$25.6 million during the same period last year.

The increase was primarily related to an increase in the value of pre-need contracts written (\$0.7 million). Other revenue components did not vary significantly.

**Total costs and expenses**



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Total costs and expenses for Cemetery Operations Southeast were \$18.8 million for the three months ended September 30, 2010, an increase of \$0.8 million, or 4.5%, compared to \$18.0 million during the same period last year.

The increase was primarily related to:

A \$0.4 million increase in selling expenses. This was mostly attributable to the corresponding increase in the value of contracts written. The ratio of selling expenses to the total value of contracts written increased by 90 basis points to 26.1% during the three months ended September 30, 2010 as compared to 25.2% during the same period last year.

A \$0.5 million increase in non-labor related cemetery expenses, including \$0.2 million in real estate taxes and \$0.1 million in both maintenance and equipment rental.

**Table of Contents****Cemetery Operations Northeast**

The table below compares the results of operations for our Cemetery Operations Northeast for the three months ended September 30, 2010 to the same period last year:

|                          | 2010      | Three months ended<br>September 30,<br>2009 |          | Change (%) |
|--------------------------|-----------|---|----------|------------|
|                          |           | Change (\$)<br>(In thousand \$)             |          |            |
|                          |           | (non-GAAP)                                  |          |            |
| Total revenues           | \$ 14,627 | \$ 13,332                                   | \$ 1,295 | 9.7%       |
| Total costs and expenses | 9,854     | 9,212                                       | 642      | 7.0%       |
| Operating earnings       | \$ 4,773  | \$ 4,120                                    | \$ 653   | 15.8%      |

**Revenues**

Revenues for Cemetery Operations Northeast were \$14.6 million for the three months ended September 30, 2010, an increase of \$1.3 million, or 9.7%, compared to \$13.3 million during the same period last year.

The increase was primarily due to a \$1.0 million increase in investment income from trusts, which in turn was primarily due to realized gains on the sale of invested assets. Also contributing was a \$0.2 million increase in the value of cemetery contracts written.

**Total costs and expenses**

Total costs and expenses for Cemetery Operations Northeast were \$9.8 million for the three months ended September 30, 2010, an increase of \$0.6 million, or 7.0%, compared to \$9.2 million during the same period last year. The increase was primarily attributable to:

A \$0.2 million increase in the cost of goods sold ( COGS ). A change in product mix sold caused the ratio of COGS to cemetery contracts written to increase to 17.7% during the three months ended September 30, 2010 from 16.4% during the same period last year.

A \$0.2 million increase in selling expenses. The ratio of selling expenses to cemetery contracts written increased to 24.0% during the three months ended September 30, 2010 from 22.9% during the same period last year.

A \$0.2 million increase in non-labor cemetery expenses. This was mostly due to an increase in routine cemetery maintenance.

**Cemetery Operations West**

The table below compares the results of operations for our Cemetery Operations West for the three months ended September 30, 2010 to the same period last year:

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|                          | 2010      | 2009     | Three months ended<br>September 30,<br>Change (\$)<br>(In thousand s) | Change (%) |
|--------------------------|-----------|----------|---|------------|
|                          |           |          | (non-GAAP)  |            |
| Total revenues           | \$ 17,130 | \$ 9,975 | \$ 7,155  | 71.7%      |
| Total costs and expenses | 11,762    | 6,571    | 5,191   | 79.0%      |
| Operating earnings       | \$ 5,368  | \$ 3,404 | \$ 1,964  | 57.7%      |

**Table of Contents****Revenues**

Revenues for Cemetery Operations West were \$17.1 million for the three months ended September 30, 2010, an increase of \$7.2 million, or 71.7%, compared to \$9.9 million during the same period last year.

The increase was primarily related to our first and second quarter 2010 acquisitions. These cemeteries accounted for approximately \$7.0 million out of the \$7.2 million increase.

**Total costs and expenses**

Total costs and expenses for Cemetery Operations West were \$11.8 million for the three months ended September 30, 2010, an increase of \$5.2 million, or 79.0%, compared to \$6.6 million during the same period last year. This increase was also primarily related to our first and second quarter 2010 acquisitions.

**Funeral Home Segment**

The table below compares the results of operations for our Funeral Home segment for the three months ended September 30, 2010 as compared to the same period last year:

|                          | 2010     | 2009     | Three months ended<br>September 30,<br>Change (\$)<br>(In thousand s) | Change (%) |
|--------------------------|----------|----------|---|------------|
|                          |          |          | (non-GAAP)  |            |
| Total revenues           | \$ 6,688 | \$ 5,547 | \$ 1,141  | 20.6%      |
| Total costs and expenses | 5,500    | 4,753    | 747   | 15.7%      |
| Operating earnings       | \$ 1,188 | \$ 794   | \$ 394  | 49.6%      |

**Revenues**

Revenues for the Funeral Home segment were \$6.7 million for the three months ended September 30, 2010, an increase of \$1.2 million, or 20.6%, as compared to \$5.5 million during the same period last year. The increase was primarily attributable to the acquisition of five funeral homes during the first quarter of 2010.

**Total costs and expenses**

Total costs and expenses as shown herein consist of both funeral home expenses as shown on the income statement and depreciation and amortization allocated to the Funeral Home segment. Total costs and expenses for the Funeral Home segment were \$5.5 million for the three months ended September 30, 2010, an increase of \$0.7 million, or 15.7%, compared to \$4.8 million during the same period last year. This increase was also primarily related to the acquisition of five funeral homes during the first quarter of 2010.

**Corporate Segment**

In prior reports, we have included amounts in the Corporate segment that are not included in operating profit but are included in earnings before taxes. Beginning this quarter, we will no longer present amounts not included in operating profits. All segment related income statement information will be limited to operating profits. We believe that this is a more effective method of evaluating segment results and will provide for a more concise view of segment results for the users of these financial statements. Prior year information has been recast to conform to current year presentation.



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The table below details expenses incurred by the Corporate segment for the three months ended September 30, 2010 and for the same period last year:

|   | 2010         | 2009         | Three months ended<br>September 30,<br>Change (\$)<br>(In thousand s) | Change (%)   |
|---|--------------|--------------|---|--------------|
| <b>Corporate expenses:</b>  |              |              |   |              |
| Corporate personnel expenses  | \$ 2,623     | \$ 2,562     | \$ 61   | 2.4%         |
| Other corporate expenses  | 2,745        | 2,878        | (133)   | -4.6%        |
| <b>Total corporate expenses</b>   | <b>5,368</b> | <b>5,440</b> | <b>(72)</b>   | <b>-1.3%</b> |
| <b>Other operating profit amounts allocated to the corporate segment:</b> |              |              |   |              |
| Selling, cemetery and general and administrative expenses                 | 180          | 332          | (152)   | -45.8%       |
| Depreciation and amortization   | 822          | 705          | 117   | 16.6%        |
| Acquisition related costs   | \$ 2,167     | \$ (29)      | \$ 2,196  | n/a          |

Total corporate expenses were \$5.4 million for the three months ended September 30, 2010, a decrease of \$0.1 million, or 1.3% compared to the same period last year. There were a number of small decreases that by themselves were not material.

Miscellaneous selling, cemetery and general administrative expenses allocated to the Corporate segment were approximately \$0.2 million for the three months ended September 30, 2010, a decrease of \$0.1 million, or 45.8% compared to the same period last year. There were a number of small decreases that by themselves were not material.

Depreciation and amortization expenses allocated to the Corporate segment were approximately \$0.8 million for the three months ended September 30, 2010, an increase of \$0.1 million, or 16.6% compared to the same period last year. There was a slight increase in the amortization of deferred financing fees.

The increase in acquisition related costs was primarily due to our increased acquisition activity during the three months ended September 30, 2010 as compared to the same period last year.

**Reconciliation of Segment Results of Operations to Consolidated Results of Operations**

As discussed in the segment sections of this Management's Discussion and Analysis of Financial Condition and Results of Operations, cemetery revenues and their associated costs as reported at the segment level are deferred until such time that we meet the delivery component for revenue recognition.

Periodic consolidated revenues reflect the amount of total merchandise and services which were delivered during the period. Accordingly, period over period changes to revenues can be impacted by:

Changes in the value of contracts written and other revenues generated during a period that are delivered in their period of origin and are recognized as revenue and not deferred as of the end of their period of origination.

Changes in merchandise and services that are delivered during a period that had been originated during a prior period.



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The table below analyzes results of operations and the changes therein for the three months ended September 30, 2010 as compared to the same period last year. The table is structured so that our readers can determine whether changes were based upon changes in the level of merchandise and services and other revenues generated during each period and/ or changes in the timing of when merchandise and services were delivered:

|                                       | Three months ended<br>September 30, 2010<br>(in thousand \$) |                        |                 | Three months ended<br>September 30, 2009<br>(in thousand \$) |                        |                 | Change in<br>GAAP results<br>(\$) | Change in<br>GAAP results<br>(%) |
|---------------------------------------|--|------------------------|-----------------|--|------------------------|-----------------|-----------------------------------|----------------------------------|
|                                       | Segment<br>Results<br>(non-GAAP)                             | Non-segment<br>results | GAAP<br>Results | Segment<br>Results<br>(non-GAAP)                             | Non-segment<br>results | GAAP<br>Results |                                   |                                  |
| <b>Revenues</b>                       |  |                        |                 |  |                        |                 |                                   |                                  |
| Pre-need cemetery revenues            | \$ 28,762  | \$ (7,856)             | \$ 20,906       | \$ 25,735  | \$ (5,801)             | \$ 19,934       | \$ 972                            | 4.9%                             |
| At-need cemetery revenues             | 18,501   | (68)                   | 18,433          | 15,485   | (1,082)                | 14,403          | 4,030                             | 28.0%                            |
| Investment income from trusts         | 9,101  | (4,892)                | 4,209           | 5,793  | (979)                  | 4,814           | (605)                             | -12.6%                           |
| Interest income                       | 1,371  |                        | 1,371           | 1,606  |                        | 1,606           | (235)                             | -14.6%                           |
| Other cemetery revenues               | 439  | 264                    | 703             | 345  | 103                    | 448             | 255                               | 56.9%                            |
| Funeral home revenues                 | 6,688  | (181)                  | 6,507           | 5,549  | (166)                  | 5,383           | 1,124                             | 20.9%                            |
| <b>Total revenues</b>                 | <b>64,862</b>  | <b>(12,733)</b>        | <b>52,130</b>   | <b>54,513</b>  | <b>(7,925)</b>         | <b>46,587</b>   | <b>5,543</b>                      | <b>11.9%</b>                     |
| <b>Costs and expenses</b>             |  |                        |                 |  |                        |                 |                                   |                                  |
| Cost of goods sold                    | 7,809  | (1,289)                | 6,520           | 6,814  | (1,098)                | 5,716           | 804                               | 14.1%                            |
| Cemetery expense                      | 13,508   |                        | 13,507          | 10,599   |                        | 10,599          | 2,908                             | 27.4%                            |
| Selling expense                       | 11,941   | (1,643)                | 10,298          | 10,172   | (1,440)                | 8,731           | 1,567                             | 17.9%                            |
| General and administrative<br>expense | 6,326  |                        | 6,327           | 5,797  |                        | 5,799           | 528                               | 9.1%                             |
| Corporate overhead                    | 5,368  |                        | 5,368           | 5,440  |                        | 5,440           | (72)                              | -1.3%                            |
| Depreciation and amortization         | 2,261  |                        | 2,261           | 1,699  |                        | 1,699           | 562                               | 33.1%                            |
| Funeral home expense                  | 5,028  | (6)                    | 5,025           | 4,439  | (24)                   | 4,417           | 608                               | 13.8%                            |
| Acquisition related costs             | 2,167  |                        | 2,167           | (29)   |                        | (29)            | 2,196                             | n/a                              |
| <b>Total costs and expenses</b>       | <b>54,408</b>  | <b>(2,938)</b>         | <b>51,473</b>   | <b>44,931</b>  | <b>(2,562)</b>         | <b>42,373</b>   | <b>9,100</b>                      | <b>21.5%</b>                     |
| <b>Operating profit</b>               | <b>\$ 10,454</b>   | <b>\$ (9,794)</b>      | <b>\$ 656</b>   | <b>\$ 9,582</b>  | <b>\$ (5,365)</b>      | <b>\$ 4,214</b> | <b>\$ (3,558)</b>                 | <b>-84.4%</b>                    |

**Revenues**

Pre-need cemetery revenues were \$20.9 million for the three months ended September 30, 2010, an increase of \$1.0 million, or 4.9%, as compared to \$19.9 million during the same period last year. The increase was caused by an increase in the value of cemetery contracts written (\$3.1 million) offset by an increase in the amount of revenue deferred quarter over quarter (\$2.1 million).

At-need cemetery revenues were \$18.4 million for the three months ended September 30, 2010, an increase of \$4.0 million, or 28.0%, as compared to \$14.4 million during the same period last year. The increase was caused by both an increase in the value of cemetery contracts written (\$3.0 million) and a decrease in the amount of revenue deferred during the quarter (\$1.0 million).

Investment income from trusts was \$4.2 million for the three months ended September 30, 2010, a decrease of \$0.6 million, or 12.6%, compared to \$4.8 million during the same period last year. The decrease was primarily related to the write down of trust assets due to the determination that such assets were other than temporarily impaired. While the majority of this \$13.1 million write-down is deferred until such time that we deliver the underlying merchandise or service, a portion of it has been recognized due to such delivery.

Interest income on accounts receivable was \$1.4 million for the three months ended September 30, 2010, a slight decrease of \$0.2 million, or 14.6%, compared to \$1.6 million during the same period last year. There were no major changes.



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Other cemetery revenues were \$0.7 million for the three months ended September 30, 2010, an increase of \$0.3 million, or 56.9%, compared to \$0.4 million during the same period last year.

Revenues for the Funeral Home segment were \$6.5 million during the three months ended September 30, 2010, an increase of \$1.1 million, or 20.9%, compared to \$5.4 million during the same period last year. This increase was primarily due to the acquisition of five funeral homes during the first quarter of the year.

### Costs and Expenses

Cost of goods sold were \$6.5 million during the three months ended September 30, 2010, an increase of \$0.8 million, or 14.1%, as compared to the same period last year. The increase was primarily caused by the increase in cemetery revenues. The ratio of cost of goods sold to pre-need and at-need cemetery revenues was 16.6% during both the three months ended September 30, 2010 and 2009.

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Cemetery expenses were \$13.5 million during the three months ended September 30, 2010, an increase of \$2.9 million, or 27.4%, compared to \$10.6 million during the same period last year. Cemetery expenses relate to the current costs of managing and maintaining our cemetery properties. These costs are expensed as incurred and are not deferred. Accordingly, from a margin standpoint, the most effective gauge of measuring cemetery expenses is as a ratio of segment level pre-need and at-need cemetery revenues. The ratio of cemetery expenses to segment level pre-need and at-need cemetery revenues was 28.6% during the three months ended September 30, 2010 as compared to 25.7% during the same period last year. The increase in expenses and the increase in the expense ratio were primarily caused by the acquisitions made in 2010. We would expect this to abate as we begin to build our sales programs at these locations.

Selling expenses were \$10.3 million during the three months ended September 30, 2010, an increase of \$1.6 million, or 17.9%, compared to \$8.7 million during the same period last year. The increase was primarily caused by the increase in pre-need and at-need revenue and additional costs incurred to ramp up our pre-need sales programs. The ratio of selling expense to cemetery pre-need and at-need revenues increased to 26.2% during the three months ended September 30, 2010 as compared to 25.4% during the same period last year.

General and administrative expenses were \$6.3 million during the three months ended September 30, 2010, an increase of \$0.5 million, or 9.1%, compared to \$5.8 million during the same period last year. General and administrative expenses are expensed as incurred and are not deferred. Accordingly, from a margin standpoint, the most effective gauge of measuring general and administrative expenses is as a ratio of segment level pre-need and at-need cemetery revenues. The ratio of general and administrative expenses to segment level pre-need and at-need cemetery revenues was 13.4% during the three months ended September 30, 2010 compared to 14.1% during the same period last year.

Total corporate overhead was approximately \$5.4 million during both the three months ended September 30, 2010 and 2009.

Depreciation and amortization was \$2.3 million during the three months ended September 30, 2010, an increase of \$0.6 million, or 33.1%, as compared to \$1.7 million during the period last year. The increase was primarily attributable to an increase in amortized deferred financing fees.

Funeral home expenses were \$5.0 million for the three months ended September 30, 2010, an increase of \$0.6 million, or 13.8%, as compared to \$4.4 million during the same period last year. The increase was primarily due to the acquisition of five funeral homes during the first quarter of the year.

**Non-segment Allocated Results**

As previously mentioned, certain income statement amounts are not allocated to segment operations. These amounts are those line items that can be found on our income statement below operating profit and above income before income taxes.

The table below summarizes these items and the changes between the three months ended September 30, 2010 and the same period last year:

|  | Three months ended<br>September 30,<br>(in thousand s) |            | Change<br>(\$) | Change<br>(%) |
|--|--|------------|----------------|---------------|
|  | 2010   | 2009       |                |               |
| Gain on acquisition                          | \$ 6,656   | \$ 751     | \$ 5,905       | 786.3%        |
| Increase in fair value of interest rate swap | 1,398  |            | 1,398          | n/a           |
| Interest expense                             | 5,894  | 3,898      | \$ 1,996       | 51.2%         |
| Income tax (benefit)                         | \$ (1,829)   | \$ (1,117) | \$ (712)       | 63.7%         |

The gain on acquisition relates primarily to an operating agreement we entered into with the Archdiocese of Detroit (\$6.4 million) that is treated as an acquisition and the acquisition of a single cemetery (\$0.3 million). Refer to Note 13 for a more detailed discussion.

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The increase in the fair value of the interest rate swap is due to the flat interest rate environment wherein rates remain stable. Our swap exchanged a fixed rate of interest for a variable rate of interest. The continued positive arbitrage created by this swap and the market's anticipation that such arbitrage is likely to continue has caused the value of the swap to increase.

The increase in interest expense was primarily due to an overall increase in the average amount of debt outstanding and a higher average interest rate. At June 30, 2010, we had approximately \$237.7 million in debt outstanding. At September 30, 2010, we had decreased this amount to \$207.3 million. At June 30, 2009, we had approximately \$181.5 million in debt outstanding. At September 30, 2009, we had increased this amount to \$184.7 million. In addition, during the third quarter of 2010, approximately \$185 million of total debt outstanding paid interest at a rate of 10.25% or above while the remainder averaged between 6% to 7%. During the third quarter of 2009, approximately \$52.5 million of total debt outstanding paid interest at a rate of 11% while the remainder averaged between 6% and 7%.

The increase in the income tax benefit was primarily related to increased pre-tax losses at our corporate subsidiaries that are subject to corporate taxes.

**Nine Months Ended September 30, 2010 as Compared to Nine months Ended September 30, 2009****Cemetery Operations Southeast**

The table below compares the results of operations for our Cemetery Operations Southeast for the nine months ended September 30, 2010 to the same period last year:

|                          | 2010      | 2009      | Nine months ended<br>September 30,<br>Change (\$)<br>(In thousand \$)<br>(non-GAAP) | Change (%) |
|--------------------------|-----------|-----------|---|------------|
| Total revenues           | \$ 77,269 | \$ 74,839 | \$ 2,430  | 3.2%       |
| Total costs and expenses | 55,720    | 51,762    | 3,958   | 7.6%       |
| Operating earnings       | \$ 21,549 | \$ 23,077 | \$ (1,528)  | -6.6%      |

**Revenues**

Revenues for Cemetery Operations Southeast were \$77.3 million for the nine months ended September 30, 2010, an increase of \$2.4 million, or 3.2%, compared to \$74.8 million during the same period last year.

The increase was primarily related to an increase in pre-need (\$4.6 million) and at-need (\$0.8 million) sales, offset by a decrease in trust revenue (\$2.5 million).

**Total costs and expenses**

Total costs and expenses for Cemetery Operations Southeast were \$55.7 million for the nine months ended September 30, 2010, an increase of \$4.0 million, or 7.6%, compared to \$51.7 million during the same period last year.

The increase was primarily related to:

A \$1.9 million increase in selling expenses. This was primarily attributable to the corresponding increase in the value of pre-need and at-need contracts written. The ratio of selling expenses to the total value of contracts written increased by 70 basis points to 26.1% during the nine months ended September 30, 2010 as compared to 25.4% during the same period last year.

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A \$1.5 million increase in cemetery expenses. The increase was due to a \$0.2 million increase in labor costs and a \$1.3 million increase in non-labor costs. The non-labor cost increase was primarily related to real estate taxes and cemetery maintenance (\$0.3 million each). Other increases were not material.

A \$0.4 million increase in general and administrative costs. There was a \$0.2 million increase in both labor and non-labor costs.

**Table of Contents****Cemetery Operations Northeast**

The table below compares the results of operations for our Cemetery Operations Northeast for the nine months ended September 30, 2010 to the same period last year:

|                          | 2010      | Nine months ended<br>September 30,<br>2009 |          | Change (%) |
|--------------------------|-----------|--|----------|------------|
|                          |           | Change (\$)                                |          |            |
|                          |           | (In thousand \$)                           |          |            |
|                          |           | (non-GAAP)                                 |          |            |
| Total revenues           | \$ 41,674 | \$ 41,868                                  | \$ (194) | -0.5%      |
| Total costs and expenses | 28,251    | 28,200                                     | 51       | 0.2%       |
| Operating earnings       | \$ 13,423 | \$ 13,668                                  | \$ (245) | -1.8%      |

Results of the Cemetery Operations Northeast Region were virtually unchanged during the nine months ended September 30, 2010 as compared to the same period last year. Revenues declined by \$0.2 million while costs and expenses increased by less than \$0.1 million. This lack of movement was consistent throughout the components of revenues and costs and expenses as well. None of the components we normally break out changed by more than \$0.2 million.

**Cemetery Operations West**

The table below compares the results of operations for our Cemetery Operations West for the nine months ended September 30, 2010 to the same period last year:

|                          | 2010      | Nine months ended<br>September 30,<br>2009 |          | Change (%) |
|--------------------------|-----------|--|----------|------------|
|                          |           | Change (\$)                                |          |            |
|                          |           | (In thousand \$)                           |          |            |
|                          |           | (non-GAAP)                                 |          |            |
| Total revenues           | \$ 39,692 | \$ 30,904                                  | \$ 8,788 | 28.4%      |
| Total costs and expenses | 27,464    | 20,501                                     | 6,963    | 34.0%      |
| Operating earnings       | \$ 12,228 | \$ 10,403                                  | \$ 1,825 | 17.5%      |

**Revenues**

Revenues for Cemetery Operations West were \$39.7 million for the nine months ended September 30, 2010, an increase of \$8.8 million, or 28.4%, compared to \$30.9 million during the same period last year.

The increase was primarily related to our first and second quarter 2010 acquisitions. These cemeteries accounted for virtually all of the increase.

**Total costs and expenses**

Total costs and expenses for Cemetery Operations West were \$27.5 million for the three months ended September 30, 2010, an increase of \$7.0 million, or 34.0%, compared to \$20.5 million during the same period last year.

This increase was also primarily related to our first and second quarter 2010 acquisitions. As with revenues, these cemeteries accounted for virtually all of the increase.

**Table of Contents****Funeral Home Segment**

The table below compares the results of operations for our Funeral Home segment for the nine months ended September 30, 2010 as compared to the same period last year:

|                          | 2010      | Nine months ended<br>September 30,<br>2009   |        | Change (%) |
|--------------------------|-----------|--|--------|------------|
|                          |           | Change (\$)<br>(In thousand s)<br>(non-GAAP) |        |            |
| Total revenues           | \$ 18,650 | \$ 17,799                                    | \$ 851 | 4.8%       |
| Total costs and expenses | 15,152    | 14,763                                       | 389    | 2.6%       |
| Operating earnings       | \$ 3,498  | \$ 3,036                                     | \$ 462 | 15.2%      |

**Revenues**

Revenues for the Funeral Home segment were \$18.7 million for the nine months ended September 30, 2010, an increase of \$0.9 million, or 4.8%, as compared to \$17.8 million during the same period last year. The increase was primarily due to the acquisition of five funeral homes during the first quarter of 2010.

**Total costs and expenses**

Total costs and expenses as shown herein consist of both funeral home expenses as shown on the Condensed Consolidated Statement of Operations included in this Quarterly Report on Form 10-Q and depreciation and amortization allocated to the Funeral Home segment. Total costs and expenses for the Funeral Home segment were \$15.2 million for the nine months ended September 30, 2010, an increase of \$0.4 million, or 2.6%, compared to \$14.8 million during the same period last year. As with revenues, the increase was primarily due to the acquisition of five funeral homes during the first quarter of 2010.

**Corporate Segment**

The table below details expenses incurred by the Corporate segment for the nine months ended September 30, 2010 and for the same period last year:

|  | 2010     | Nine months ended<br>September 30,<br>2009 |         | Change (%) |
|--|----------|--|---------|------------|
|  |          | Change (\$)<br>(In thousand s)             |         |            |
| Corporate expenses:  |          |  |         |            |
| Corporate personnel expenses                                       | \$ 7,759 | \$ 7,824                                   | \$ (65) | -0.8%      |
| Other corporate expenses   | 8,303    | 8,479                                      | (176)   | -2.1%      |
| Total corporate expenses   | 16,062   | 16,303                                     | (241)   | -1.5%      |
| Other operating profit amounts allocated to the corporate segment: |          |  |         |            |
| Selling, cemetery and general and administrative expenses          | 504      | 698  | (194)   | -27.8%     |

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|                               |          |          |          |        |
|-------------------------------|----------|----------|----------|--------|
| Depreciation and amortization | 2,501    | 1,911    | 590      | 30.9%  |
| Acquisition related costs     | \$ 4,823 | \$ 2,099 | \$ 2,724 | 129.8% |

Total corporate expenses were \$16.1 million for the nine months ended September 30, 2010, a decrease of \$0.2 million, or 1.5% compared to \$16.3 million during the same period last year. There were a number of small decreases that by themselves were not material.

### **Reconciliation of Segment Results of Operations to Consolidated Results of Operations**

As discussed in the segment sections of this Management's Discussion and Analysis of Financial Condition and Results of Operations, cemetery revenues and their associated costs as reported at the segment level are deferred until such time that we meet the delivery component for revenue recognition.



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Periodic consolidated revenues reflect the amount of total merchandise and services which were delivered during the period. Accordingly, period over period changes to revenues can be impacted by:

Changes in the value of contracts written and other revenues generated during a period that are delivered in their period of origin and are recognized as revenue and not deferred as of the end of their period of origination.

Changes in merchandise and services that are delivered during a period that had been originated during a prior period. The table below analyzes results of operations and the changes therein for the nine months ended September 30, 2010 as compared to the same period last year. The table is structured so that our readers can determine whether changes were based upon changes in the level of merchandise and services and other revenues generated during each period and/ or changes in the timing of when merchandise and services were delivered:

|                                    | Nine months ended<br>September 30, 2010<br>(in thousand \$) |                        |                 | Nine months ended<br>September 30, 2009<br>(in thousand \$) |                        |                  | Change in<br>GAAP results |                     |
|------------------------------------|---|------------------------|-----------------|---|------------------------|------------------|---------------------------|---------------------|
|                                    | Segment<br>Results<br>(non-GAAP)                            | Non-segment<br>results | GAAP<br>Results | Segment<br>Results<br>(non-GAAP)                            | Non-segment<br>results | GAAP<br>Results  | GAAP results<br>(\$)      | GAAP results<br>(%) |
| <b>Revenues</b>                    |   |                        |                 |   |                        |                  |                           |                     |
| Pre-need cemetery revenues         | \$ 84,959   | \$ (29,038)            | \$ 55,921       | \$ 75,776   | \$ (22,547)            | \$ 53,229        | \$ 2,692                  | 5.1%                |
| At-need cemetery revenues          | 52,105  | (3,667)                | 48,438          | 48,805  | (3,492)                | 45,313           | 3,125                     | 6.9%                |
| Investment income from trusts      | 16,050  | (3,154)                | 12,895          | 16,913  | (2,398)                | 14,515           | (1,620)                   | -11.2%              |
| Interest income                    | 4,381   | 1                      | 4,382           | 4,639   | 1                      | 4,640            | (258)                     | -5.6%               |
| Other cemetery revenues            | 1,141   | 601                    | 1,742           | 1,479   | 400                    | 1,879            | (137)                     | -7.3%               |
| Funeral home revenues              | 18,650  | (492)                  | 18,158          | 17,800  | (387)                  | 17,413           | 745                       | 4.3%                |
| <b>Total revenues</b>              | <b>177,286</b>  | <b>(35,749)</b>        | <b>141,537</b>  | <b>165,412</b>  | <b>(28,423)</b>        | <b>136,987</b>   | <b>4,550</b>              | <b>3.3%</b>         |
| <b>Costs and expenses</b>          |   |                        |                 |   |                        |                  |                           |                     |
| Cost of goods sold                 | 21,720  | (5,421)                | 16,299          | 20,776  | (4,102)                | 16,675           | (376)                     | -2.3%               |
| Cemetery expense                   | 34,842  | (2)                    | 34,840          | 30,450  |                        | 30,450           | 4,390                     | 14.4%               |
| Selling expense                    | 34,911  | (7,529)                | 27,382          | 31,219  | (6,042)                | 25,177           | 2,205                     | 8.8%                |
| General and administrative expense | 18,086  |                        | 18,086          | 16,687  |                        | 16,687           | 1,399                     | 8.4%                |
| Corporate overhead                 | 16,062  |                        | 16,062          | 16,303  |                        | 16,303           | (241)                     | -1.5%               |
| Depreciation and amortization      | 5,918   |                        | 5,918           | 4,718   |                        | 4,718            | 1,200                     | 25.4%               |
| Funeral home expense               | 14,120  | (22)                   | 14,098          | 13,985  | (58)                   | 13,929           | 169                       | 1.2%                |
| Acquisition related costs          | 4,823   |                        | 4,823           | 2,099   |                        | 2,099            | 2,724                     | 129.8%              |
| <b>Total costs and expenses</b>    | <b>150,482</b>  | <b>(12,974)</b>        | <b>137,508</b>  | <b>136,237</b>  | <b>(10,202)</b>        | <b>126,038</b>   | <b>11,470</b>             | <b>9.1%</b>         |
| <b>Operating profit</b>            | <b>\$ 26,804</b>  | <b>\$ (22,775)</b>     | <b>\$ 4,029</b> | <b>\$ 29,175</b>  | <b>\$ (18,221)</b>     | <b>\$ 10,949</b> | <b>\$ (6,920)</b>         | <b>-63.2%</b>       |

**Revenues**

Pre-need cemetery revenues were \$55.9 million for the nine months ended September 30, 2010, an increase of \$2.7 million, or 5.1%, as compared to \$53.2 million during the same period last year. The increase was primarily caused by an increase in the value of contracts written (\$9.2 million) offset by an increase in the amount of cemetery revenues deferred year to date over year to date (\$6.5 million).

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At-need cemetery revenues were \$48.4 million for the nine months ended September 30, 2010, an increase of \$3.1 million, or 6.9%, as compared to \$45.3 million during the same period last year. There was a \$3.3 million increase in the value of contracts written offset by a \$0.2 million increase in the amount of revenue deferred year to date over year to date.

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Investment income from trusts was \$12.9 million for the nine months ended September 30, 2010, a decrease of \$1.6 million, or 11.2%, compared to \$14.5 million during the same period last year. The decrease was primarily related to the write down of trust assets due to the determination that such assets were other than temporarily impaired. While the majority of this \$13.1 million write-down is deferred until such time that we deliver the underlying merchandise or service, a portion of it has been recognized due to such delivery.

Interest income on accounts receivable was down slightly to \$4.4 million during the nine months ended September 30, 2010 as compared to \$4.6 million during the same period last year.

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Other cemetery revenues were \$1.7 million for the nine months ended September 30, 2010, a decrease of \$0.2 million, or 7.3%, as compared to \$1.9 million during the same period last year. There were a number of small increases that by themselves were not material.

Revenues for the Funeral Home segment were \$18.2 million for the nine months ended September 30, 2010, an increase of \$0.8 million, or 4.3%, compared to \$17.4 million during the same period last year. The increase was primarily related to the acquisition of five funeral homes during the first quarter of 2010.

**Costs and Expenses**

Cost of goods sold were \$16.3 million during the nine months ended September 30, 2010, a decrease of \$0.4 million, or 2.3%, as compared to the same period last year. The decrease was primarily caused by an improvement in the ratio of cost of goods sold to pre-need and at-need cemetery revenues (15.6% during the nine months ended September 30, 2010 as compared to 16.9% during the same period last year), as opposed to any decrease in sales.

Cemetery expenses were \$34.8 million during the nine months ended September 30, 2010, an increase of \$4.4 million, or 14.4%, compared to \$30.4 million during the same period last year. Cemetery expenses relate to the current costs of managing and maintaining our cemetery properties. These costs are expensed as incurred and are not deferred. Accordingly, from a margin standpoint, the most effective gauge of measuring cemetery expenses is as a ratio of segment level pre-need and at-need cemetery revenues. The ratio of cemetery expenses to segment level pre-need and at-need cemetery revenues was 25.4% during the nine months ended September 30, 2010 compared to 24.4% during the same period last year.

Selling expenses were \$27.4 million during the nine months ended September 30, 2010, an increase of \$2.2 million, or 8.8%, compared to \$25.2 million during the same period last year. The increase was primarily caused by the increase in pre-need and at-need revenue. There was a slight degradation (26.2% during the nine months ended September 30, 2010 as compared to 25.5% during the same period last year) in the ratio of selling expenses to pre-need and at-need cemetery revenues.

General and administrative expenses were \$18.1 million during the nine months ended September 30, 2010, an increase of \$1.4 million, or 8.4%, compared to \$16.7 million during the same period last year. General and administrative expenses are expensed as incurred and are not deferred. Accordingly, from a margin standpoint, the most effective gauge of measuring general and administrative expenses is as a ratio of segment level pre-need and at-need cemetery revenues. The ratio of general and administrative expenses to segment level pre-need and at-need cemetery revenues was 13.2% during the nine months ended September 30, 2010 compared to 13.4% during the same period last year.

Total corporate overhead was \$16.1 million during the nine months ended September 30, 2010, a slight decrease of \$0.2 million, or 1.5%, compared to \$16.3 million during the same period last year.

Depreciation and amortization was \$5.9 million during the nine months ended September 30, 2010, an increase of \$1.2 million, or 25.4%, as compared to \$4.7 million during the period last year. The increase was primarily attributable to an increase in amortized deferred financing fees.

Funeral home expenses were \$14.1 million for the nine months ended September 30, 2010, an increase of \$0.2 million, or 1.2%, as compared to \$13.9 million during the same period last year. There were no material changes to the components of the expense base.

Acquisition related costs were \$4.8 million during the nine months ended September 30, 2010, an increase of \$2.7 million, or 129.8%, compared to \$2.1 million during the same period last year. This was due to the increased acquisition activity during the nine months ended September 30, 2010 as compared to the same period last year.

**Table of Contents****Non-segment Allocated Results**

The table below summarizes non-segment allocated amounts and the changes between the nine months ended September 30, 2010 and the same period last year:

|  | Nine months ended<br>September 30,<br>(in thousand \$) |            | Change<br>(\$) | Change<br>(%) |
|--|--|------------|----------------|---------------|
|  | 2010   | 2009       |                |               |
| Gain on sale of funeral homes                | \$   | \$ 475     | \$ (475)       | n/a           |
| Gain on acquisition                          | 29,968   | 5,334      | 24,634         | 461.8%        |
| Increase in fair value of interest rate swap | 4,637  |            | 4,637          | n/a           |
| Interest expense                             | 15,991   | 10,269     | 5,722          | 55.7%         |
| Income tax (benefit)                         | \$ (2,683)   | \$ (1,052) | \$ (1,631)     | 155.0%        |

The 2010 gains on acquisition relates primarily to our first quarter 2010 acquisition of eight cemeteries and five funeral home (\$23.0 million), an operating agreement we entered into with the Archdiocese of Detroit (\$6.4 million) that is treated as an acquisition and the acquisition of a single cemetery (\$0.3 million). Refer to Note 13 for a more detailed discussion.

The increase in the fair value of the interest rate swap is due to the flat interest rate environment wherein rates remain stable. Our swap exchanged a fixed rate of interest for a variable rate of interest. The continued positive arbitrage created by this swap and the market's anticipation that such arbitrage is likely to continue has caused the value of the swap to increase substantially since the beginning of the year.

The increase in interest expense was primarily due to an overall increase in the average amount of debt outstanding and a higher average interest rate. At December 31, 2009, we had approximately \$183.2 million in debt outstanding. At September 30, 2010, we had increased this amount to \$207.3 million. Interim amounts had been higher. At December 31, 2008, we had approximately \$160.9 million in debt outstanding. At September 30, 2009, we had increased this amount to \$184.7 million. In addition, during the nine months ended September 30, 2010, approximately \$185 million of total debt outstanding paid interest at a rate of 10.25% or above while the remainder averaged between 6% to 7%. During the nine months ended September 30, 2009, approximately \$52.5 million of total debt outstanding paid interest at a rate of 11% while the remainder averaged between 6% and 7%.

The increase in the income tax benefit was primarily related to increased pre-tax losses at our corporate subsidiaries that are subject to corporate taxes.

**Supplemental data**

The following table presents supplemental operating data for the periods presented:

|   | Three months<br>Ended<br>30-Sep-10 | Three months<br>Ended<br>30-Sep-09 | Nine months<br>Ended<br>30-Sep-10 | Nine months<br>Ended<br>30-Sep-09 |
|---|------------------------------------|------------------------------------|-----------------------------------|-----------------------------------|
| <b>Operating Data:</b>                        |                                    |                                    |                                   |                                   |
| Interments performed                          | 10,451                             | 9,163                              | 29,852                            | 28,226                            |
| <b>Interment rights sold:</b>                 |                                    |                                    |                                   |                                   |
| Lots  | 5,791                              | 5,320                              | 18,155                            | 17,587                            |
| Mausoleum crypts (including pre-construction) | 684                                | 594                                | 1,836                             | 1,756                             |
| Niches  | 244                                | 226                                | 765                               | 683                               |

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|   |           |           |            |            |
|---|-----------|-----------|------------|------------|
| Total interment rights sold   | 6,719     | 6,140     | 20,756     | 20,026     |
| Number of contracts written   | 24,363    | 20,832    | 68,319     | 62,963     |
| Aggregate contract amount, in thousands (excluding interest)          | \$ 57,452 | \$ 49,366 | \$ 164,433 | \$ 150,073 |
| Average amount per contract (excluding interest)                      | \$ 2,358  | \$ 2,370  | \$ 2,407   | \$ 2,384   |
| Number of pre-need contracts written                                  | 11,676    | 9,971     | 33,440     | 29,679     |
| Aggregate pre-need contract amount, in thousands (excluding interest) | \$ 36,867 | \$ 31,957 | \$ 106,309 | \$ 95,100  |
| Average amount per pre-need contract (excluding interest)             | \$ 3,158  | \$ 3,205  | \$ 3,179   | \$ 3,204   |
| Number of at-need contracts written                                   | 12,687    | 10,861    | 34,879     | 33,284     |
| Aggregate at-need contract amount, in thousands                       | \$ 20,585 | \$ 17,409 | \$ 58,124  | \$ 54,973  |
| Average amount per at-need contract                                   | \$ 1,623  | \$ 1,603  | \$ 1,666   | \$ 1,652   |

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### **Liquidity and Capital Resources**

#### *Overview*

Our primary short-term liquidity needs are to fund general working capital requirements, repay our debt obligations, service our debt and make routine maintenance capital improvements. We will need additional liquidity to construct mausoleum and lawn crypts on the grounds of our cemetery properties.

Our primary sources of liquidity are cash flow from operations and amounts available under our credit facilities as described below. In the past, we have been able to increase our liquidity through long-term bank borrowings and the issuance of additional common units and other partnership securities, including debt, subject to the restrictions in our credit facility and under our senior secured notes.

We believe that cash generated from operations and our borrowing capacity under our Credit Agreement, which is discussed below, will be sufficient to meet our working capital requirements as well as our anticipated capital expenditures for the foreseeable future.

In addition to macroeconomic conditions, our ability to satisfy our debt service obligations, fund planned capital expenditures, make acquisitions and pay distributions to partners will depend upon our future operating performance. Our operating performance is primarily dependent on the sales volume of customer contracts, the cost of purchasing cemetery merchandise that we have sold, the amount of funds withdrawn from merchandise trusts and income withdrawn from perpetual care trusts and the timing and amount of collections on our pre-need installment contracts.

#### *Offering of Comment Units*

On September 22, 2010, we completed a follow on public offering of 1,725,000 common units, including an option to purchase up to 225,000 common units to cover over-allotments which was exercised in full by the underwriters, at a price of \$24.00 per unit, representing a 10.9% interest in us. Total gross proceeds from these transactions were \$41.4 million, before offering costs and underwriting discounts. Net proceeds of the offering, including the related capital contribution of our General Partner, after deducting underwriting discounts and offering expenses, were \$39.6 million.

#### *Long-term Debt*

##### **10.25% Senior Notes due 2017**

#### *Purchase Agreement*

On November 18, 2009, we entered into a Purchase Agreement (the "Purchase Agreement") by and among StoneMor Operating LLC (the "Operating Company"), Cornerstone Family Services of West Virginia Subsidiary, Inc. ("CFS West Virginia"), Osiris Holding of Maryland Subsidiary, Inc. ("Osiris"), the Partnership, the subsidiary guarantors named in the Purchase Agreement (together with us, the "Note Guarantors") and Banc of America Securities LLC ("BAS"), acting on behalf of itself and as the representative for the other initial purchasers named in the Purchase Agreement (collectively, the "Initial Purchasers"). Pursuant to the Purchase Agreement, the Operating Company, CFS West Virginia and Osiris (collectively, the "Issuers"), each our wholly-owned subsidiary, as joint and several obligors, agreed to sell to the Initial Purchasers \$150.0 million aggregate principal amount of 10.25% Senior Notes due 2017 (the "Senior Notes"), with an original issue discount of approximately \$4.0 million, in a private placement exempt from the registration requirements under the Securities Act, for resale by the Initial Purchasers (i) to qualified institutional buyers pursuant to Rule 144A under the Securities Act or (ii) outside the United States to non-U.S. persons in compliance with Regulation S under the Securities Act (the "Notes Offering"). The Notes Offering closed on November 24, 2009.

The Purchase Agreement contains customary representations and warranties of the parties and indemnification and contribution provisions under which we, the Issuers, and other Note Guarantors, on one hand, and the Initial Purchasers, on the other, have agreed to indemnify each other against certain liabilities, including liabilities under the Securities Act. The Issuers, us and the other Note Guarantors also agreed to enter into a Registration Rights Agreement (described below) for the benefit of holders of the Senior Notes.

The net proceeds from the Notes Offering and Units Offering were used, in part, to:

repay approximately \$30.7 million of borrowings under the Revolving Facility (as defined below);

repay approximately \$104.7 million of borrowings under the Acquisition Credit Facility (as defined below); and

redeem \$17.5 million of outstanding 11.00% Series B Senior Secured Notes due 2012 (the Series B Notes ).



**Table of Contents***Indenture*

On November 24, 2009, the Issuers, us, the other Note Guarantors and Wilmington Trust FSB, as trustee (the Trustee) entered into an indenture (the Indenture) governing the Senior Notes.

The Issuers will pay 10.25% interest per annum on the principal amount of the Senior Notes, payable in cash semi-annually in arrears on June 1 and December 1 of each year, starting on June 1, 2010. The Senior Notes mature on December 1, 2017.

The Senior Notes are senior unsecured obligations of the Issuers and:

rank equally in right of payment with all existing and future senior unsecured debt of the Issuers;

rank senior in right of payment to all existing and future senior subordinated and subordinated debt of the Issuers;

are effectively subordinated in right of payment to existing and future secured debt of the Issuers, to the extent of the value of the assets securing such debt; and

are structurally subordinated to all of the existing and future liabilities of each subsidiary of the Issuers that does not guarantee the Senior Notes.

The Issuers' obligations under the Senior Notes and the Indenture are jointly and severally guaranteed (the Note Guarantees) by us and each subsidiary, other than the Issuers, that is a guarantor of any indebtedness under the Credit Agreement (as defined below), or is a borrower under the Credit Agreement and each other subsidiary that the Issuers shall otherwise cause to become a Note Guarantor pursuant to the terms of the Indenture (each, a Restricted Subsidiary).

At any time on or after December 1, 2013, the Issuers, at their option, may redeem the Senior Notes, in whole or in part, at the redemption prices (expressed as percentages of the principal amount) set forth below, together with accrued and unpaid interest, if any, to the redemption date, if redeemed during the 12-month period beginning December 1 of the years indicated:

| <b>Year</b>         | <b>Optional Redemption Price</b> |
|---------------------|----------------------------------|
| 2013                | 105.125%                         |
| 2014                | 102.563%                         |
| 2015 and thereafter | 100%                             |

At any time prior to December 1, 2013, the Issuers may, on one or more occasions, redeem all or any portion of the Senior Notes, upon not less than 30 nor more than 60 days' notice, at a redemption price equal to 100% of the principal amount of the Senior Notes redeemed, plus the Applicable Premium (as defined in the Indenture) as of the date of redemption, including accrued and unpaid interest to the redemption date.

In addition, at any time prior to December 1, 2012, the Issuers, at their option, may redeem up to 35% of the aggregate principal amount of the Senior Notes issued under the Indenture with the net cash proceeds of certain of our equity offerings described in the Indenture at a redemption price equal to 110.250% of the principal amount of the Senior Notes to be redeemed, plus accrued and unpaid interest to the redemption date provided, however, that (i) at least 65% of the aggregate principal amount of the Senior Notes issued under the Indenture remain outstanding immediately after the occurrence of such redemption and (ii) the redemption occurs within 90 days of the closing date of such offering.

Subject to certain exceptions, upon the occurrence of a Change of Control (as defined in the Indenture), each holder of Senior Notes will have the right to require the Issuers to purchase that holder's Senior Notes for a cash price equal to 101% of the principal amounts to be purchased,

plus accrued and unpaid interest to the date of purchase.

The Indenture requires us, the Issuers and/or the Note Guarantors, as applicable, to comply with various covenants including, but not limited to, covenants that, subject to certain exceptions, limit our and our subsidiaries' ability to (i) incur additional indebtedness; (ii) make certain dividends, distributions, redemptions or investments; (iii) enter into certain transactions with affiliates; (iv) create, incur, assume or permit to exist certain liens against their assets; (v) make certain sales of their assets; and (vi) engage in certain mergers, consolidations or sales of all or substantially all of their assets. The Indenture also contains various affirmative covenants regarding, among other things, delivery of certain reports filed with the SEC and materials required pursuant to Rule 144A under the Securities Act to holders of the Senior Notes and joinder of future subsidiaries as Note Guarantors under the Indenture. We were in compliance with all covenants at September 30, 2010.

Events of default under the Indenture that could, subject to certain conditions, cause all amounts owing under the Senior Notes to become immediately due and payable include, but are not limited to, the following:

1. failure by the Issuers to pay interest on any of the Senior Notes when it becomes due and the continuance of any such failure for 30 days;

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2. failure by the Issuers to pay the principal on any of the Senior Notes when it becomes due and payable, whether at stated maturity, upon redemption, upon purchase, upon acceleration or otherwise;
3. the Issuers' failure to comply with the agreements and covenants relating to limitations on entering into certain mergers, consolidations or sales of all or substantially all of their assets or in respect of their obligations to purchase the Senior Notes in connection with a Change of Control;
4. failure by us or the Issuers to comply with any other agreement or covenant in the Indenture and the continuance of this failure for 60 days after notice of the failure has been given us by the Trustee or holders of at least 25% of the aggregate principal amount of the Senior Notes then outstanding;
5. failure by us to comply with our covenant to deliver certain reports and the continuance of such failure to comply for a period of 120 days after written notice thereof has been given to us by the Trustee or by the holders of at least 25% in aggregate principal amount of the Senior Notes then outstanding;
6. certain defaults under mortgages, indentures or other instruments or agreements under which there may be issued or by which there may be secured or evidenced our indebtedness or indebtedness of any Restricted Subsidiary, whether such indebtedness now exists or is incurred after the date of the Indenture;
7. certain judgments or orders that exceed \$7.5 million for the payment of money have been entered by a court of competent jurisdiction against us or any Restricted Subsidiary and such judgments have not been satisfied, stayed, annulled or rescinded within 60 days of being entered;
8. certain events of bankruptcy of us, StoneMor GP LLC, our general partner (the *General Partner*), or any Significant Subsidiary; or
9. other than in accordance with the terms of the Note Guarantee and the Indenture, any Note Guarantee ceasing to be in full force and effect, being declared null and void and unenforceable, found to be invalid or any Guarantor denying its liability under its Note Guarantee.

*Registration Rights Agreement*

In connection with the sale of the Senior Notes, on November 24, 2009, the Issuers, us, the other Note Guarantors and BAS, as representative of the Initial Purchasers, entered into a Registration Rights Agreement (the *Registration Rights Agreement*), pursuant to which the Issuers, us and the other Note Guarantors agreed, for the benefit of the holders of the Senior Notes, to use their commercially reasonable efforts to file a registration statement with the SEC with respect to a registered offer to exchange the Senior Notes for new *exchange* notes having terms substantially identical in all material respects to the Senior Notes, with certain exceptions (the *Exchange Offer*). The Issuers, us and the other Note Guarantors agreed to use their commercially reasonable efforts to consummate such Exchange Offer on or before the 366<sup>th</sup> day after the issuance of the Senior Notes.

In addition, upon the occurrence of certain events described in the Registration Rights Agreement which result in the inability to consummate the Exchange Offer, the Issuers, us and the other Note Guarantors agreed to file a shelf registration statement with the SEC covering resales of the Senior Notes and to use their commercially reasonable efforts to cause such shelf registration statement to be declared effective.

The Issuers are required to pay additional interest to the holders of the Senior Notes under certain circumstances if they fail to comply with their obligations under the Registration Rights Agreement.

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In October of 2010, we determined, along with our attorneys, that we were not required to file a registration statement, and that such non-filing would not result in any penalty or additional interest.

### **Note Purchase Agreement**

On August 15, 2007, we entered into, along with the General Partner and certain of our subsidiaries, (collectively, the **Note Issuers** ) the Amended and Restated Note Purchase Agreement (the **NPA** ) with Prudential Investment Management Inc., The Prudential Insurance Company of America, Prudential Retirement Insurance and Annuity Company, certain Affiliates of Prudential Investment Management Inc., iStar Financial Inc., SFT I, Inc., and certain Affiliates of iStar Financial Inc. (collectively, the **Note Purchasers** ). Capitalized terms which are not defined in this Quarterly Report on Form 10-Q shall have the same meaning assigned to such terms in the NPA, as amended.

Pursuant to the NPA, the Note Issuers and the Note Purchasers agreed to (a) exchange certain senior secured notes previously issued by the Note Issuers to the Note Purchasers on September 20, 2004, for new Series A Notes, due September 20, 2009, in the amount of \$80 million; and (b) issue Series B Notes, due August 15, 2012 in the aggregate amount of \$35 million, subject to the option, on an uncommitted basis, to issue/purchase additional secured Shelf Notes in the aggregate amount of up to \$35 million, and to issue/purchase additional secured Shelf Notes to refinance the Series A Notes.

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On November 2, 2007, we entered into the First Amendment to Amended and Restated Note Purchase Agreement (the First Amendment to NPA ) by and among us, the General Partner, certain of our subsidiaries and the noteholders, to among other things, amend the negative covenants of the NPA.

On December 21, 2007, we entered into the Joinder to Amended and Restated Note Purchase Agreement and Finance Documents pursuant to which we added certain issuers to the NPA. Pursuant to the NPA, as amended, certain of our subsidiaries issued Senior Secured Series C Notes (the Series C Notes and together with Series A Notes, Series B Notes and the Shelf Notes are referred to as the Notes ) in the aggregate principal amount of \$17.5 million, due December 21, 2012.

The Series A Notes bore an interest rate of 7.66% per annum, the Series B Notes bore an interest rate of 9.34% per annum and the Series C Notes bore an interest rate of 9.09% per annum.

On April 30, 2009, we entered into the Second Amendment to Amended and Restated Credit Agreement by and among us and certain of our subsidiaries, the lenders, and Bank of America, N.A., as Administrative Agent (the Second Amendment to Credit Agreement ), pursuant to which we borrowed \$63.0 million under the new Acquisition Credit Facility commitments, which, together with the \$17.0 million of the existing availability under the Acquisition Credit Facility, were used to repay the Series A Notes. In addition, we borrowed \$5.4 million under the Revolving Credit Facility, which was used to pay the accrued interest on the Series A Notes, fees to Bank of America, N.A., amendment fees to noteholders under the Second Amendment to NPA described below as well as various other fees and costs incurred in connection with these transactions. In connection with the Second Amendment to Credit Agreement, on April 30, 2009, we also entered into the Second Amendment to Amended and Restated Note Purchase Agreement by and among us, our General Partner and certain of our subsidiaries and the noteholders (the Second Amendment to NPA ).

The Second Amendment to NPA amended the NPA to, among other matters, amend and restate the Series B Notes and the Series C Notes. The Series B Notes were amended to increase the interest rate to 11.00% (the Amended Series B Notes ). The Series C Notes were amended not only to increase the interest rate to 11.00%, but also to change the maturity date from December 21, 2012 to August 15, 2012 (the Amended Series C Notes, and together with the Amended Series B Notes, the Amended NPA Notes ).

On July 1, 2009, we entered into the Third Amendment to Amended and Restated Note Purchase Agreement by and among us, our General Partner, certain of our subsidiaries and the noteholders, to among other things, amend certain negative covenants of the NPA.

In connection with the Fourth Amendment to Credit Agreement, as described below, on November 24, 2009, we entered into the Fourth Amendment to Amended and Restated Note Purchase Agreement by and among us, our General Partner, the Operating Company, certain of our subsidiaries and the noteholders (the Fourth Amendment to NPA ). The Fourth Amendment to NPA amended the NPA to, among other matters, amend certain restrictive covenants and other terms set forth in the NPA to permit us to incur the indebtedness evidenced by the Amended NPA Notes, enter into the restrictive covenants set forth in the Indenture, use the net proceeds of the Notes Offering as discussed above and amend the Consolidated Leverage Ratio in accordance with the Fourth Amendment to Credit Agreement.

Under the Fourth Amendment to NPA, we are permitted to incur indebtedness under the Credit Agreement not greater than \$80.0 million (the Aggregate Credit Facility Cap ), consisting of the Acquisition Credit Facility, as defined below, not to exceed \$45.0 million and the Revolving Credit Facility, as defined below, not to exceed \$35.0 million. The Aggregate Credit Facility Cap may be increased up to \$100.0 million, with the Acquisition Credit Facility cap to be increased up to \$55.0 million and the Revolving Credit Facility cap to be increased up to \$45.0 million with the approval of the holders of at least a majority principal amount of the Shelf Notes, which shall not be unreasonably withheld.

The Note Issuers under the NPA paid fees to the holders of the Amended NPA Notes in connection with the Fourth Amendment to NPA.

The Amended NPA Notes bore an interest rate of 11.00% per annum, payable quarterly. Under the Fourth Amendment to NPA, the interest rate on the Amended NPA Notes was to be increased by 1.5% per annum during any period in which (i) any holder of the Amended NPA Notes is required to maintain reserves in excess of 3.4% of the principal amount of such Amended NPA Notes, as a result of a decision of an insurance regulatory authority having responsibility for valuation of insurance company assets (an IR Authority ) or (ii) the Senior Notes issued pursuant to the Notes Offering are designated any rating below BB- (or its equivalent) by an IR Authority, provided that any Amended NPA Notes are not designated a separate rating of BB- or higher (or its equivalent) by such authority (each, a Reserve Event ).

On January 15, 2010, we entered into the Fifth Amendment to the NPA, to provide for further changes to the Consolidated Leverage Ratio similar to the changes under the Fifth Amendment to Credit Agreement, as defined below, and to clarify that



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the interest rate applicable to the Amended NPA Notes increased from 11% per annum to 12.5% per annum effective November 24, 2009, which increase will continue until the termination of the Reserve Event period in accordance with the NPA.

On May 4, 2010, we entered into the Sixth Amendment to Amended and Restated Note Purchase Agreement (the Sixth Amendment to Credit Agreement ), to, among other matters, provide for (i) changes to the Consolidated Leverage Ratio similar to the changes under the Sixth Amendment to Credit Agreement as described below, and (ii) the payment by the Partnership to each holder of Amended Series B Notes and Amended Series C Notes of additional interest at a rate of 0.25% per annum (the Additional Interest ) from May 4, 2010 until such time as each holder of Notes shall have received a Compliance Certificate for the most recently completed four fiscal quarters of the Partnership ending on or after December 31, 2010 evidencing that the Consolidated Leverage Ratio was less than 3.75 to 1.00 for such period. The Amended Series B Notes and Amended Series C Notes were amended and restated to provide for the payment of the Additional Interest as described in the Sixth Amendment to NPA.

The Sixth Amendment to NPA also included a consent by the Noteholders to an increase in the Aggregate Credit Facility Cap from \$80 million to \$100 million, an increase in the Acquisition Facility Cap from \$45 million to \$55 million and an increase in the Revolving Facility Cap from \$35 million to \$45 million.

On September 22, 2010, concurrently with the closing of a public offering of common units, we entered into the Seventh Amendment to Amended and Restated Note Purchase Agreement (the Seventh Amendment to NPA ) to, among other things, permit the reinstatement of the Acquisition Credit Facility under the Credit Agreement, as amended, as described below.

The Amended NPA Notes are guaranteed by both us and our General Partner. The Amended NPA Notes rank pari passu with all other senior secured debt, including the Revolving Credit Facility and the Acquisition Credit Facility described below. Obligations under the Amended NPA Notes are secured by a first priority lien and security interest covering substantially all of the assets of the Note Issuers, whether then owned or thereafter acquired, other than specified receivable rights and a second priority lien and security interest covering those specified receivable rights of the Note Issuers, whether then owned or thereafter acquired. These assets secure the Amended NPA Notes and the Acquisition Credit Facility described below. The priority of the liens and security interests securing the Amended NPA Notes is pari passu with the liens and security interests securing the Acquisition Credit Facility described below.

The NPA (as amended) contains restrictive covenants that, among other things, prohibit distributions upon defined events of default, restrict investments and sales of assets and require us to maintain certain financial covenants, including specified financial ratios. A material decrease in sales could cause us to breach certain of its financial covenants, such as the leverage ratio and the interest coverage ratio, under the NPA, as amended. Any such breach could allow the lenders to accelerate (or create cross-default under) our debt which would have a material adverse effect on our business, financial condition or results of operations. We were in compliance with all covenants at September 30, 2010.

### **Acquisition Credit Facility and Revolving Credit Facility**

On August 15, 2007, we, the General Partner, and the Operating Company and various subsidiaries of the Operating Company (collectively, the Borrowers ), entered into the Amended and Restated Credit Agreement (the Credit Agreement ) with Bank of America, N.A. ( Bank of America ), other lenders, and BAS (collectively, the Lenders ). The Credit Agreement provides for both an acquisition credit facility (the Acquisition Credit Facility ) and a revolving credit facility (the Revolving Credit Facility ). Capitalized terms which are not defined in the following description shall have the same meaning assigned to such terms in the Credit Agreement, as amended.

The Credit Agreement initially provided that: (1) the Acquisition Credit Facility would have a maximum principal amount of \$40.0 million (with an option to increase such facility by an additional \$15.0 million on an uncommitted basis) and the term of 5 years, and (2) the Revolving Credit Facility would have a maximum principal amount of \$25.0 million (with an option to increase such facility by up to \$10.0 million on an uncommitted basis) and a term of 5 years. Amounts borrowed under the Acquisition Credit Facility and repaid or prepaid may not be reborrowed and amounts borrowed under the Revolving Credit Facility and repaid or prepaid during the term may be reborrowed. In addition, Bank of America agreed to provide to the borrowers swing line loans ( Swing Line Loans ) with a maximum limit of \$5.0 million, which is a part of the Revolving Credit Facility. Loans outstanding under the Acquisition Credit Facility and the Revolving Credit Facility bear interest at rates set forth in the Credit Agreement, which have since been amended as described below.

On November 2, 2007, we, the General Partner and the Borrowers entered into the First Amendment to Amended and Restated Credit Agreement with certain lenders thereto and Bank of America, to among other things, amend certain negative covenants of the Credit Agreement.





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On April 30, 2009, we, our General Partner and the Borrowers entered into the Second Amendment to Credit Agreement with the lenders and Bank of America. The Second Amendment to Credit Agreement amended the Credit Agreement to, among other matters, increase (i) the Revolving Credit Facility to a maximum aggregate principal amount of \$35.0 million, with the ability to request further increases in a maximum aggregate principal amount of \$10.0 million, and (ii) the Acquisition Credit Facility to a maximum aggregate principal amount of \$102.85 million, with the ability to request further increases in a maximum aggregate principal amount of \$57.0 million, subject to a minimum increase amount of \$5.0 million. The maximum aggregate principal amount of the Acquisition Credit Facility was increased to \$107.85 million, with the ability to request further increases in a maximum aggregate principal amount of \$52.0 million, after giving effect to a \$5.0 million increase in the Acquisition Credit Facility implemented through the Lender Joinder to Amended and Restated Credit Agreement, dated June 24, 2009, among us, our General Partner, the Borrowers and other parties thereto.

On July 6, 2009, we, our General Partner, the Borrowers and Bank of America entered into the Third Amendment to Amended and Restated Credit Agreement to among other things, amend certain covenants of the Credit Agreement.

On November 24, 2009, concurrently with the closing of the Notes Offering and a common unit offering, we entered into the Fourth Amendment to Amended and Restated Credit Agreement (the Fourth Amendment to Credit Agreement ) by and among us, our General Partner, the Borrowers, the lenders, and Bank of America, as Administrative Agent for the benefit of the lenders. The Fourth Amendment to Credit Agreement amended the Credit Agreement to, among other matters, (i) amend certain restrictive covenants and other terms set forth in the Credit Agreement to permit us to incur the indebtedness evidenced by the Senior Notes, enter into the Indenture and use the net proceeds of the Notes Offering and Units Offering as discussed above; (ii) decrease the Acquisition Credit Facility to a maximum aggregate principal amount of \$45.0 million, with the ability to request further increases in a maximum aggregate principal amount of \$10.0 million; and (iii) amend the Consolidated Leverage Ratio (as defined in the Credit Agreement, as amended).

On January 15, 2010, we entered into the Fifth Amendment to the Amended and Restated Credit Agreement which further amended the Consolidated Leverage Ratio. Loans outstanding under the Acquisition Credit Facility and the Revolving Credit Facility bear interest at a per annum rate based upon a base rate (the Base Rate ) or a Eurodollar rate (the Eurodollar Rate ) plus a margin ranging from 2.25% to 3.25% over the Base Rate and 3.25% to 4.25% over the Eurodollar Rate, as selected by the Borrowers. The Base Rate is the highest of (a) the Federal Funds Rate plus 0.5% or (b) the Prime Rate, as defined in the Credit Agreement, as amended. The Eurodollar Rate equals the greater of: (i) the British Bankers Association LIBOR Rate or (ii) if such rate is not available, the rate determined by Bank of America, N.A., as the Administrative Agent, subject to certain conditions. Margin is determined by the ratio of consolidated funded debt to consolidated EBITDA.

On May 4, 2010, we entered into the Sixth Amendment to Amended and Restated Credit Agreement (the Sixth Amendment to Credit Agreement ) to, among other things, provide that the Consolidated Leverage Ratio shall not be greater than:

4.15 to 1.0, for the most recently completed four fiscal quarters ending prior to July 1, 2010;

4.00 to 1.0, for the most recently completed four fiscal quarters ending between July 1, 2010 and September 30, 2010;

3.75 to 1.0, for the most recently completed four fiscal quarters ending between October 1, 2010 and December 31, 2010; or

3.65 to 1.0, for the most recently completed four fiscal quarters ending after December 31, 2010.

The Consolidated Leverage Ratio was 3.22 at September 30, 2010.

Under the Credit Agreement, as amended, the interest rate on Base Rate Loans and Eurodollar Rate Loans is calculated based on the Base Rate or Eurodollar Rate, as applicable, plus the Applicable Rate. The Sixth Amendment to Credit Agreement amended the definition of Applicable Rate to provide that, commencing on May 4, 2010 until such time as the Agent shall have received a Compliance Certificate evidencing compliance with all financial covenants for our most recently completed four fiscal quarters ending on or after December 31, 2010, Pricing Level 3 of the Applicable Rate (the currently applicable pricing level) for (i) Eurodollar Rate Loans and Letter of Credit Fees shall be increased by 25 basis points to 4.50%, and (ii) Base Rate Loans shall be increased by 25 basis points to 3.50%.

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The Sixth Amendment to Credit Agreement also amended the definition of Consolidated EBITDA to provide that Consolidated EBITDA shall not be adjusted for any changes resulting from the sale by the credit parties of all of their investments held, as of May 4, 2010, in one of more Merchandise Trusts in the Highland Floating Rate Advantage Fund.

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Effective May 21, 2010, the Lenders increased each of the Revolving Credit Facility and the Acquisition Credit Facility by \$9.125 million. After giving effect to such increases, the maximum aggregate principal amount available under the Revolving Credit Facility is \$44.125 million and the maximum aggregate principal amount available under the Acquisition Credit Facility was \$54.125 million.

On September 22, 2010, concurrently with the closing of the common units offering from which we used \$22.5 million of net proceeds to prepay amounts on the Acquisition Credit Facility and used \$14.5 million of net proceeds to pay down amounts on the Revolving Credit Facility, we entered into the Seventh Amendment to Amended and Restated Credit Agreement to, among other things, reinstate the amount available on the Acquisition Credit Facility to a total of \$55.0 million and reinstate the amount available on the Revolving Credit Facility to \$45.0 million.

The Borrowers under the Credit Agreement, as amended, paid fees to Bank of America, as Administrative Agent, and BAS, as Arranger. In addition, the Credit Agreement, as amended, requires the Borrowers to pay an unused commitment fee, which is calculated based on the amount by which the commitments under the Credit Agreement, as amended, exceed the usage of such commitments.

The proceeds of the Acquisition Credit Facility may be used by the Borrowers to finance (i) Permitted Acquisitions and (ii) the purchase and construction of mausoleums. The proceeds of the Revolving Credit Facility and Swing Line Loans may be utilized to finance working capital requirements, Capital Expenditures, as defined in the Credit Agreement, as amended, and for other general corporate purposes.

Borrowings under the Credit Agreement, as amended, rank pari passu with all other senior secured debt of the Borrowers including the senior secured notes discussed above. The Borrowers' obligations under the Credit Agreement, as amended, are guaranteed by both us and our General Partner (collectively, the Guarantors).

The Borrowers' obligations under the Revolving Credit Facility are secured by a first priority lien and security interest in specified receivable rights, whether then owned or thereafter acquired, of the Borrowers and the Guarantors, and by a second priority lien and security interest in substantially all assets other than those receivable rights of the Borrowers and Guarantors, excluding trust accounts and certain proceeds required by law to be placed into such trust accounts and funds held in trust accounts, our General Partner's interest in us and our General Partner's incentive distribution rights under our partnership agreement. The specified receivable rights include all accounts and other rights to payment arising under customer contracts or agreements or management agreements, and all inventory, general intangibles and other rights reasonably related to the collection and performance of these accounts and rights to payment.

The Borrowers' obligations under the Acquisition Credit Facility are secured by a first priority lien and security interest in substantially all assets, whether then owned or thereafter acquired, other than specified receivable rights of the Borrowers and the Guarantors, excluding trust accounts and certain proceeds required by law to be placed into such trust accounts and funds held in trust accounts, our General Partner's interest in us and our General Partner's incentive distribution rights under our partnership agreement, and a secondary priority lien and security interest in those specified receivable rights. These assets secure the Acquisition Credit Facility and the senior secured notes described above. The priority of the liens and security interests securing the Acquisition Credit Facility is pari passu with the liens and security interests securing the senior secured notes described above.

The agreements governing the Revolving Credit Facility and the Acquisition Credit Facility contain restrictive covenants that, among other things, prohibit distributions upon defined events of default, restrict investments and sales of assets and require us to maintain certain financial covenants, including specified financial ratios. A material decrease in sales could cause us to breach certain of its financial covenants, such as the leverage ratio and the interest coverage ratio, under our Credit Agreement and NPA, as amended. Any such breach could allow the lenders to accelerate (or create cross-default under) our debt which would have a material adverse effect on our business, financial condition or results of operations. As of September 30, 2010, we had \$78.0 million outstanding under the Credit Agreement, as amended, and we were in compliance with all applicable covenants.

### **Green Lawn Note**

In July of 2009, certain of our subsidiaries entered into a \$1.4 million note purchase agreement in connection with an operating agreement in which we became the exclusive operator of Green Lawn Cemetery (the Green Lawn Note). The Green Lawn Note bears interest at a rate of 6.5% per year on unpaid principal. The note pays interest only from August 2009 through June 2011. Principal on the note is due in 96 equal installments beginning on July 1, 2011. We paid less than \$0.1 million on the note during the third quarter of 2010.



**Table of Contents****Nelms Note**

In June of 2010, certain of our subsidiaries issued two installment notes in the aggregate notional amount of approximately \$1.3 million in connection with the second quarter acquisition discussed in Note 13 of these financial statements. The notes are payable over four years. As the notes do not currently bear interest, we recorded the note net of a discount of approximately \$0.2 million. We paid approximately \$0.2 million in principal on the note during the three months ended September 30, 2010. At September 30, 2010, the liability related to the note was stated on our balance sheet at approximately \$0.9 million.

In June of 2010, certain of our subsidiaries also issued four notes in the aggregate principal amount of approximately \$5.8 million in connection with the acquisition referenced above. These notes were paid at the closing of the acquisition referenced above by: (i) the issuance by us of 293,947 unregistered common units representing limited partnership interests in us valued at approximately \$5.6 million and (ii) a cash payment of approximately \$0.2 million.

**Interest Rate Swaps**

On November 24, 2009, we entered into an interest rate swap (the First Interest Rate Swap ) wherein we agreed to pay the counterparty interest in the amount of three month LIBOR plus 888 basis points in consideration for the counterparties agreement to pay us a fixed rate of interest of 10.25% on a principal amount of \$108 million. Settlements are to be made net on a quarterly basis in February, May, August and November of each year. The First Interest Rate Swap expires on December 1<sup>st</sup>, 2012.

On December 4, 2009, we entered into an interest rate swap (the Second Interest Rate Swap , together with the First Interest Rate Swap, the Interest Rate Swaps ) wherein we agreed to pay the counterparty interest in the amount of three month LIBOR plus 869 basis points in consideration for the counterparties agreement to pay us a fixed rate of interest of 10.25% on a principal amount of \$27 million. Settlements are to be made net on a quarterly basis in February, May, August and November of each year. The Second Interest Rate Swap expires on December 1, 2012.

The Interest Rate Swaps do not qualify for hedge accounting. Accordingly, the fair values of the Interest Rate Swaps are reported on the balance sheet and periodic changes in the fair value of the Interest Rate Swaps are recorded in earnings. At September 30, 2010, we recorded an asset (the Fair value of interest rate swaps ) of approximately \$2.0 million, which represents the fair value of the Interest Rate Swaps at that date. We recognized a gain on the fair value of Interest Rate Swaps of approximately \$1.4 million and \$4.6 million during the three and nine months ended September 30, 2010.

We entered into the Interest Rate Swaps in an effort to manage our total interest expense. The Interest Rate Swaps reduced interest expense by approximately \$0.4 million and \$1.2 million during the three and nine months ended September 30, 2010.

The Interest Rate Swaps do not contain any credit risk contingent features. No collateral is required to be posted by either counterparty.

**Intercreditor and Collateral Agency Agreement**

In connection with the closing of the Credit Facility and the private placement of the notes we entered into, along with our general partner, certain of our subsidiaries, the lenders under the new Credit Facility, the holders of the notes and Bank of America, N.A., as collateral agent, an intercreditor and collateral agency agreement setting forth the rights and obligations of the parties to the agreement as they relate to the collateral securing the new Credit Facility and the Notes.

**Acquisitions During Nine months ended September 30, 2010 and 2009**

During the nine months ended September 30, 2010, we completed certain acquisitions which are described in the 2010 Developments section of this Management s Discussion and Analysis and Note 13 to the our Condensed Consolidated Financial Statements included in this Form 10-Q.

***Cash Flow from Operating Activities.***

Cash flows provided by operating activities were \$9.4 million during the nine months ended September 30, 2010, a decrease of \$5.3 million, or 36.1%, compared to \$14.7 million during the same period last year. The decrease is primarily related to cash flow timing differences rather than

operating results

***Cash Flow from Investing Activities***

Net cash used in investing activities was \$44.5 million during the nine months ended September 30, 2010 as compared to \$8.9 million during the same period last year. The primary reason for the increase was the \$38.4 million utilized on acquisitions during the nine months ended September 30, 2010.

**Table of Contents****Cash Flow from Financing Activities**

Cash flows provided by financing activities were \$39.5 million during the nine months ended September 30, 2010 as compared to a \$3.5 million use of financing cash flows during the same period last year. The primary reason for the excess provision of cash flows was the \$39.5 million in proceeds we received from the issuance of common units.

**Capital Expenditures**

The following table summarizes total maintenance capital expenditures and expansion capital expenditures, including expenditures for the construction of mausoleums and for acquisitions, for the periods presented:

|                                   | Three months ended<br>September 30, |                 | Nine months ended<br>September 30, |                 |
|-----------------------------------|-------------------------------------|-----------------|------------------------------------|-----------------|
|                                   | 2010                                | 2009            | 2010                               | 2009            |
|                                   | (In thousand's)                     |                 | (In thousand's)                    |                 |
| Maintenance capital expenditures  | \$ 1,482                            | \$ 474          | \$ 4,139                           | \$ 1,535        |
| Expansion capital expenditures    | 960                                 | 1,429           | 1,863                              | 3,669           |
| <b>Total capital expenditures</b> | <b>\$ 2,442</b>                     | <b>\$ 1,903</b> | <b>\$ 6,002</b>                    | <b>\$ 5,204</b> |

Pursuant to our partnership agreement, in connection with determining operating cash flows available for distribution, costs to construct mausoleum crypts and lawn crypts may be considered to be a combination of maintenance capital expenditures and expansion capital expenditures depending on the purposes for construction. Our general partner, with the concurrence of its conflicts committee, has the discretion to determine how to allocate a capital expenditure for the construction of a mausoleum crypt or a lawn crypt between maintenance capital expenditures and expansion capital expenditures. In addition, maintenance capital expenditures for the construction of a mausoleum crypt or a lawn crypt are not subtracted from operating surplus in the quarter incurred but rather is subtracted from operating surplus ratably during the estimated number of years it will take to sell all of the available spaces in the mausoleum or lawn crypt. Estimated life is determined by our general partner, with the concurrence of its conflicts committee.

**Seasonality**

The death care business is relatively stable and predictable. Although we experience seasonal increases in deaths due to extreme weather conditions and winter flu, these increases have not historically had any significant impact on our results of operations. In addition, we perform fewer initial openings and closings in the winter when the ground is frozen.

**Item 3. Quantitative and Qualitative Disclosure About Market Risk**

The information presented below should be read in conjunction with the notes to our unaudited condensed consolidated financial statements included under Part I Item 1 Financial Statements in this Quarterly Report on Form 10-Q.

The market risk inherent in our market risk sensitive instruments and positions is the potential change arising from increases or decreases in interest rates and the prices of marketable equity securities, as discussed below. Our exposure to market risk includes forward-looking statements and represents an estimate of possible changes in fair value or future earnings that would occur assuming hypothetical future movements in interest rates or debt and equity markets. Our views on market risk are not necessarily indicative of actual results that may occur and do not represent the maximum possible gains and losses that may occur, since actual gains and losses will differ from those estimated, based on actual fluctuations in interest rates, equity markets and the timing of transactions. We classify our market risk sensitive instruments and positions as other than trading.

**Interest-Bearing Investments**

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Our fixed-income securities subject to market risk consist primarily of investments in our merchandise trusts and perpetual care trusts. As of September 30, 2010, the fair value of fixed-income securities in our merchandise trusts represented 8.0% of the fair value of total trust assets while the fair value of fixed-income securities in our perpetual care trusts represented 13.1% of the fair value of total trust assets. The aggregate quoted fair value of these fixed-income securities was \$23.3 million and \$31.6 million in merchandise trusts and perpetual care trusts, respectively, as of September 30, 2010. Each 1% change in interest rates on these fixed-income securities would result in changes of approximately \$0.2 million and \$0.3 million in the fair market value of the assets in our merchandise trusts and perpetual care trusts, respectively, based on discounted expected future cash flows. If these securities are held to maturity, no change in fair market value will be realized.



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Our money market and other short-term investments subject to market risk consist primarily of investments in our merchandise trusts and perpetual care trusts. As of September 30, 2010, the fair value of money market and short-term investments in our merchandise trusts represented 11.6% of the fair value of total trust assets while the fair value of fixed-income securities in our perpetual care trusts represented 7.7% of the fair value of total trust assets. The aggregate quoted fair value of these fixed-income securities was \$33.9 million and \$18.5 million in merchandise trusts and perpetual care trusts, respectively, as of September 30, 2010. Each 1% change in interest rates on these fixed-income securities would result in changes of approximately \$0.3 million and \$0.2 million in the fair market value of the assets in our merchandise trusts and perpetual care trusts, respectively.

### **Marketable Equity Securities**

Our marketable equity securities subject to market risk consist primarily of investments held in our merchandise trusts and perpetual care trusts. These assets consist of both individual equity securities as well as closed and open ended mutual funds. As of September 30, 2010, the fair value of marketable equity securities in our merchandise trusts represented 80.1% of the fair value of total trust assets while the fair value of marketable equity securities in our perpetual care trusts represented 79.3% of total trust assets. The aggregate quoted fair market value of these marketable equity securities was \$234.8 million and \$191.7 million in merchandise trusts and perpetual care trusts, respectively, as of September 30, 2010, based on final quoted sales prices. Each 10% change in the average market prices of the equity securities would result in a change of approximately \$23.5 million and \$19.2 million in the fair market value of securities held in merchandise trusts and perpetual care trusts, respectively.

### **Investment Strategies and Objectives**

Our internal investment strategies and objectives for funds held in merchandise trusts and perpetual care trusts are specified in an Investment Policy Statement which requires us to do the following:

State in a written document our expectations, objectives, tolerances for risk and guidelines in the investment of our assets;

Set forth a disciplined and consistent structure for managing all trust assets. This structure is based on a long-term asset allocation strategy, which is diversified across asset classes, investment styles and strategies. We believe this structure is likely to meet our stated objectives within our tolerances for risk and variability. This structure also includes ranges around the target allocations allowing for adjustments when appropriate to reduce risk or enhance returns. It further includes guidelines for the selection of investment managers and vehicles through which to implement the investment strategy;

Provide specific guidelines for each investment manager. These guidelines control the level of overall risk and liquidity assumed in each portfolio;

Appoint third-party investment advisors to oversee the specific investment managers and advise our Trust and Compliance Committee; and

Establish criteria to monitor, evaluate and compare the performance results achieved by the overall trust portfolios and by our investment managers. This allows us to compare the performance results of the trusts to our objectives and other benchmarks, including peer performance, on a regular basis.

Our investment guidelines are based on relatively long investment horizons, which vary with the type of trust. Because of this, interim fluctuations should be viewed with appropriate perspective. The strategic asset allocation of the trust portfolios is also based on this longer-term perspective. However, in developing our investment policy, we have taken into account the potential negative impact on our operations and financial performance of significant short-term declines in market value.

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We recognize the challenges we face in achieving our investment objectives in light of the uncertainties and complexities of contemporary investment markets. Furthermore, we recognize that, in order to achieve the stated long-term objectives, we may have short-term declines in market value. Given the need to maintain consistent values in the portfolio, we have attempted to develop a strategy which is likely to maximize returns and earnings without experiencing overall declines in value in excess of 3% over any 12-month period.

In order to consistently achieve the stated return objectives within our tolerance for risk, we use a strategy of allocating appropriate portions of our portfolio to a variety of asset classes with attractive risk and return characteristics, and low to moderate correlations of returns. See the notes to our unaudited condensed consolidated financial statements for a breakdown of the assets held in our merchandise trusts and perpetual care trusts by asset class.

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### **Debt Instruments**

Our Acquisition Credit Facility and Revolving Credit Facility bear interest at a floating rate, based on LIBOR, which is adjusted quarterly. These credit facilities will subject us to increases in interest expense resulting from movements in interest rates. As of September 30, 2010, we had outstanding borrowings of \$15.0 million under our Acquisition Credit Facility and \$7.0 million under our Revolving Credit Facility. The interest rate on these facilities was 6.5% at September 30, 2010.

### **Item 4. Controls and Procedures Disclosure Controls and Procedures**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Disclosure Committee and management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b). Based upon, and as of the date of this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective to provide reasonable assurance that information we are required to disclose in our reports under the Securities Exchange Act of 1934 as amended is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

### **Material Weakness Identified in the Second Quarter of 2010**

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. In the second quarter of 2010, we identified the following material weakness in our assessment of the effectiveness of internal control over financial reporting:

We did not design and implement adequate controls related to the implementation of a new accounting standard relating to a material class of transactions, specifically in this instance, accounting for final adjustments to provisional amounts recorded in a business combination. Such adjustments should be recognized in the period in which the business combination took place and provisional amounts were recorded. We originally recorded final adjustments in the period in which such final adjustments became known.

This weakness resulted in the restatement of previously issued financial statements and material adjustments that were necessary to present the second quarter 2010 financial statements in accordance with generally accepted accounting principles.

### **Plan for Remediation**

To remediate the aforementioned material weakness, we implemented a series of controls designed to help ensure that all new accounting pronouncements are sufficiently researched and that our conclusions relative to the effect of such pronouncements on us are communicated to management, the Audit Committee of the Board of Directors of our General Partner (the Audit Committee) and our auditors. These controls include the following procedures:

1. Once it has been determined that a new accounting pronouncement that impacts us has been adopted, the Director of Financial Reporting will disseminate the relevant authoritative literature to the senior members of the accounting department, including the

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Vice President of Financial Reporting and Investor Relations and the Chief Financial Officer.

2. The pronouncement and its impact on the accounting policies and disclosure will be discussed amongst such senior members of the accounting department.
3. The Director of Financial reporting will prepare an analysis which will include an item by item assessment of the guidance and its potential impact on us and circulate this analysis to senior accounting management, the Audit Committee and the company's external auditor for discussion and review.
4. Once consensus has been formed as to the appropriate accounting treatment, the new standard will be adopted and implemented. During the third quarter of 2010, we executed our remediation plan. An analysis of all new accounting guidance issued during the quarter was completed. A detailed analysis of guidance that affects us was completed and presented to senior management, our audit committee and our external auditors.

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The Company's management believes that we have remediated this material weakness and that the continued execution of the process will serve to continue to remediate the material weakness in the future.

### **Changes in Internal Control over Financial Reporting**

Other than the remediation plan discussed above, there have been no changes in our internal control over financial reporting that occurred during our fiscal quarter ended September 30, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **Part II Other Information**

### **Item 1. Legal Proceedings**

We and certain of our subsidiaries may from time to time be parties to legal proceedings that have arisen in the ordinary course of business. While the outcome of these proceedings cannot be predicted with certainty, management does not expect these matters to have a material adverse effect on our consolidated financial position, results of operations or cash flows.

We carry insurance that we believe to be adequate. Although there can be no assurance that such insurance is sufficient to protect us against all contingencies, management believes that our insurance protection is reasonable in view of the nature and scope of our operations.

### **Item 1A. Risk Factors**

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, and in other reports filed with the SEC which could materially affect our business, financial condition or future results.

The risks described in the Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and in other reports filed with the SEC are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

This Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks faced by us described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None

### **Item 3. Defaults Upon Senior Securities.**

None.

### **Item 4. (Removed and Reserved).**

**Item 5. Other Information.**  
None.

**Table of Contents****Item 6. Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 4.1*                  | Form of Revolving Credit Note (incorporated by reference to Exhibit 4.1 of Registrant's Current Report on Form 8-K filed on September 27, 2010).   |
| 4.2*                  | Form of Acquisition Note (incorporated by reference to Exhibit 4.2 of Registrant's Current Report on Form 8-K filed on September 27, 2010).  |
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| 10.5*                 | Settlement Agreement by and among StoneMor Indiana LLC, StoneMor Operating LLC, StoneMor Partners L.P., Chapel Hill Associates, Inc., Chapel Hill Funeral Home, Inc., Covington Memorial Funeral Home, Inc., Covington Memorial Gardens, Inc., Forest Lawn Memorial Chapel Inc., Forest Lawn Memory Gardens Inc., Fred W. Meyer, Jr. by James R. Meyer as Special Administrator to the Estate of Fred W. Meyer, Jr., James R. Meyer, Thomas E. Meyer, Nancy Cade, and F.T.J. Meyer Associates, LLC dated June 21, 2010 (incorporated by reference to Exhibit 10.2 of Registrant's Current Report on Form 8-K filed on June 25, 2010).  |
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\* Incorporated by reference, as indicated.  
**Management contract, compensatory plan or arrangement.**

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**STONEMOR PARTNERS L.P.**

By: StoneMor GP LLC  
its general partner

November 9, 2010

/s/ Lawrence Miller  
Lawrence Miller  
Chief Executive Officer, President and Chairman of the Board of  
Directors (Principal Executive Officer)

November 9, 2010

/s/ William R. Shane  
William R. Shane  
Executive Vice President and Chief Financial Officer  
  
(Principal Financial Officer)

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