

UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION

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In the Matter of	)	
	)	
<b>Service Corporation International,</b>	)	
a corporation, and	)	Docket No. C-4174
	)	File No. 061-0156
<b>Alderwoods Group, Inc.,</b>	)	
a corporation	)	

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**PETITION FOR APPROVAL OF PROPOSED DIVESTITURES  
TO KAG, LLC**

Pursuant to Section 2.41(f) of the Federal Trade Commission (“Commission”) Rules of Practice and Procedure, 16 C.F.R. § 2.41(f) (2006), and Paragraph II.A. of the Decision and Order issued by the Commission in this matter (“Decision and Order”), Respondent Service Corporation International (“SCI”) hereby petitions the Commission to approve the divestiture to KAG, LLC (“KAG”), which prior to closing will be a subsidiary of NorthStar Memorial Group, LLC (“NorthStar” or, collectively with its subsidiaries and affiliates, the “NorthStar Group”), of the Divestiture Businesses (as defined in the Decision and Order, and hereinafter collectively referred to as the “KAG Divestiture Assets”) associated with certain funeral homes and cemeteries.

The KAG Divestiture Assets will be sold to the NorthStar Group pursuant to three Contingent Asset Sale Agreements, dated November 15, 2006 (the “Sale

Agreements”), by and among KAG and SCI Funeral Services, Inc. (“FSI”), an affiliate of SCI.<sup>1</sup> The executed Sale Agreements are attached hereto as Confidential Exhibit A.

The divestiture was structured using three separate agreements to simplify the state regulatory approval process for the transaction and to enable each acquisition to close as soon as possible. The First Sale Agreement includes the following facilities:

- Graceland Memorial Park North, 4420 SW 8<sup>th</sup> Street, Miami, FL 33134
- Graceland Memorial Park South, 13900 South West 117<sup>th</sup> Avenue, Miami, FL 33186

The Second Sale Agreement includes the following facilities:

- Memorial Park Cemetery, 5668 Poplar Avenue, Memphis, TN 38119<sup>2</sup>
- Memorial Park Funeral Home, 5668 Poplar Avenue, Memphis, TN 38119
- Spring Hill Funeral Home and Cemetery, 5110 Gallatin Road, Nashville, TN 37216<sup>3</sup>

The Third Sale Agreement includes all of the remaining facilities, those

being:

- Beth David Memorial Gardens and Chapel, 3201 North 72<sup>nd</sup> Avenue, Hollywood, FL 33024
- Levitt-Weinstein Memorial Chapel, 1921 Pembroke Road, Hollywood, FL 33020
- Levitt-Weinstein Memorial Chapel, 7500 North State Road 7, Coconut Creek, FL 33073
- Levitt-Weinstein Memorial Chapel, 3201 North 72 Avenue, Hollywood, FL 33024
- Levitt-Weinstein Memorial Chapel, 8135 West McNab Road, Tamarac, FL 33321
- Blasberg Rubin Zilbert Memorial Chapel, 720 71<sup>st</sup> Street, Miami Beach, FL 33141

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<sup>1</sup> The three Sale Agreements were initially “contingent” because, on the date that they were signed, SCI’s acquisition of Alderwoods had not yet been consummated, and certain subsidiaries of Alderwoods owned and operated several of the KAG Divestiture Assets. As a result, the Sale Agreements were subject to consummation of the SCI-Alderwoods Acquisition, and FSI was required to cause the subsidiaries that own the KAG Divestiture Assets to join in the execution of the Sale Agreement that included the assets owned by that subsidiary within ten days following the consummation date. Now that SCI has completed its acquisition of Alderwoods, the appropriate subsidiaries have joined the relevant Sale Agreements, as reflected in Confidential Exhibit A.

<sup>2</sup> The Second Sale Agreement also includes Memorial Park Southwoods, 1000 S. Yates Road, Memphis, Tennessee.

<sup>3</sup> The Second Sale Agreement includes both the cemetery and the co-located funeral home at this location.

- Eternal Light Funeral Chapel, 17250 West Dixie Highway, North Miami Beach, FL 33160
- Levitt-Weinstein Memorial Chapel, 18840 West Dixie Highway, North Miami Beach, FL 33180
- Cardwell & Maloney Funeral Home, 3571 Ridgewood Avenue, Port Orange, FL 32129
- Skyway Memorial Gardens, 5200 US Highway 19 North, Palmetto, FL 34221
- Fort Myers Memorial Gardens, 1589 Colonial Boulevard, Fort Myers, FL 33907
- Fort Myers Memorial Gardens Funeral Home, 1589 Colonial Boulevard, Fort Myers, FL 33907

### Background

On October 13, 2006, SCI and Respondent Alderwoods Group, Inc.

(“Alderwoods”) (collectively, the “Respondents”) executed an Agreement Containing Consent Orders that included the Decision and Order and an Order to Hold Separate and Maintain Assets (collectively, the “Consent Agreement”) to settle the Commission’s charges that the proposed acquisition by SCI of Alderwoods would violate Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45, and Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18. On November 22, 2006, the Commission accepted the Consent Agreement for public comment, and on November 28, 2006, SCI consummated its acquisition of Alderwoods. Alderwoods is now a wholly owned subsidiary of SCI. The Commission has accorded final approval to the Consent Agreement and has issued the Decision and Order contained therein.

Because this petition, including its attachments, contains confidential and competitively sensitive business information relating to the divestiture of the KAG Divestiture Assets — the disclosure of which may prejudice the Respondents and the NorthStar Group, cause harm to the ongoing competitiveness of the KAG Divestiture Assets, and impair the Respondents’ ability to comply with their obligations under the Consent Agreement — the Respondents have redacted such confidential information from

the public version of this petition. Pursuant to Sections 2.41(f)(4) and 4.9(c) of the Commission's Rules of Practice and Procedure, 16 C.F.R. § 2.41(f)(4) & 4.9(c) (2006), the Respondents request that the confidential version of this petition and the information contained herein be accorded confidential treatment under 5 U.S.C. § 552 and Section 4.10(a)(2) of the Commission's Rules of Practice and Procedure, 16 C.F.R. § 4.10(a)(2) (2006). The confidential version of this petition is also exempt from disclosure under Exemptions 4, 7(A), 7(B), and 7(C) of the Freedom of Information Act, 5 U.S.C. §§ 552(b)(4), 552(b)(7)(A), 552(b)(7)(B), & 552(b)(7)(C), and the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, 15 U.S.C. § 18a(h).

SCI desires to complete the proposed divestitures of the KAG Divestiture Assets as soon as possible, following Commission approval thereof. All conditions other than Commission approval and required state regulatory approvals have already been satisfied, so that SCI and KAG are in a position to close the divestiture within a few days of such approval.<sup>4</sup> Prompt consummation will further the purposes of the Decision and Order and is in the interests of the public, the NorthStar Group and the Respondents, because it will allow the NorthStar Group to move forward with its business plans for the competitive operation of the KAG Divestiture Assets. SCI accordingly requests that the Commission promptly commence the period of public comment pursuant to Section 2.41(f)(2) of the Commission's Rules of Practice and Procedure, 16 C.F.R. § 2.41(f)(2)

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<sup>4</sup> Purchaser must obtain approvals by the state regulatory agencies in Tennessee and Florida prior to a change of control of any cemetery in those states. The applications for the cemeteries in Memphis and Nashville were submitted for approval on December 18, 2006, and the applications for the five cemeteries in Florida were submitted on December 22, 2006. The Tennessee applications triggered a 30-day period during which the state must either approve or reject them. In Florida, KAG anticipates that its applications will be heard by the regulator at a meeting on February 7, 2007. In addition to these pre-closing approvals, KAG will submit a post-closing notice to the State of Florida in connection with the change of control of the funeral homes it is acquiring. In Tennessee, KAG will submit a post-closing notice and appear before the Funeral Service Board within 60 days following the closing of the purchase of the funeral homes. The Purchaser has had oral communication with each of the Tennessee and Florida regulatory offices and does not anticipate any issues with respect to the state approvals and notices.

(2006), limit the public comment period to the customary 30-day period, and grant this petition by approving the divestitures of the KAG Divestiture Assets to KAG pursuant to the above-referenced Sale Agreements as soon as practicable after the close of the public comment period.

**I. The Sale Agreements are Final and Consistent with the Decision and Order's Terms**

Paragraph II.A. of the Decision and Order requires the Respondents to divest the Divestiture Businesses (as defined in the Decision and Order) within 180 days of November 28, 2006, the date on which SCI consummated its acquisition of Alderwoods. Pursuant to this requirement, SCI has diligently sought a buyer that would be acceptable to the Commission, through an extensive auction process that produced great interest in the properties. On November 15, 2006, SCI caused FSI to enter into the three Sale Agreements with the highest bidder for each package of properties at issue, requiring FSI to sell the KAG Divestiture Assets to KAG.

The Sale Agreements with KAG comply with the requirements of Paragraph II of the Decision and Order:

A. Paragraph II.A. requires that Respondents divest the KAG Divestiture Assets, absolutely and in good faith. KAG will acquire the KAG Divestiture Assets pursuant to Section 1.1 of the Sale Agreements.

B. Paragraph II.B. requires that Respondents divest the divestiture assets in four geographic areas in Florida and Tennessee to no fewer than one buyer per group. The groups in question are as follows:

*The Miami-Dade group* consists of two cemeteries in Miami-Dade County,

Florida: (i) Graceland Memorial Park North, 4420 SW 8<sup>th</sup> Street, Miami, Florida,

and (ii) Graceland South Memorial Park, 13900 SW 117<sup>th</sup> Avenue, Miami, Florida.

*The Memphis group* consists of a funeral home and cemetery in Memphis, Tennessee: (i) Memorial Park Funeral Home, 5668 Poplar Avenue, Memphis, Tennessee, and (ii) Memorial Park, Inc. cemetery, 5668 Poplar Avenue, Memphis, Tennessee.

*The Broward County and Miami-Dade County group* consists of seven funeral homes and one cemetery in these two counties: (i) Levitt-Weinstein Memorial Chapel, 3201 NW 72<sup>nd</sup> Avenue, Hollywood, Florida, (ii) Levitt-Weinstein Memorial Chapel, 8135 W. McNab Road, Tamarac, Florida, (iii) Levitt-Weinstein Memorial Chapel, 1921 Pembroke Road, Hollywood, Florida, (iv) Levitt-Weinstein Memorial Chapel, 7500 North State Road 7, Coconut Creek, Florida, (v) Beth David Memorial Gardens & Chapel cemetery, 3201 NW 72<sup>nd</sup> Avenue, Hollywood, Florida, (vi) Blasberg-Rubin-Zilbert Funeral Chapel, 720 71<sup>st</sup> Street, Miami Beach, Florida, (vii) Eternal Light Funeral Directors, Inc., 17250 West Dixie Highway, North Miami Beach, Florida, and (viii) Levitt-Weinstein Memorial Chapels, 18840 West Dixie Highway, North Miami Beach, Florida.

*The Fort Myers group* consists of a funeral home and cemetery in Fort Myers, Florida: (i) Fort Myers Memorial Gardens Funeral Home, 1589 Colonial Blvd., Fort Myers, Florida, and (ii) Fort Myers Memorial Gardens cemetery, 1589 Colonial Blvd., Fort Myers, Florida.

The Sale Agreements contemplate that KAG will acquire each of these groups, satisfying this requirement; as noted, the First Sale Agreement covers the Miami-Dade group, the Second Sale Agreement covers the Memphis group, and the Third Sale Agreement covers both the Broward

County and Miami-Dade County group and the Fort Myers group. KAG will also acquire individual facilities in three other areas constituting the sole divestiture assets in those areas, including Spring Hill Funeral Home and Cemetery, 5110 Gallatin Road, Nashville, Tennessee 37216, as part of the Second Sale Agreement; and both Cardwell & Maloney Funeral Home, 3571 Ridgewood Avenue, Port Orange, Florida 32129, and Skyway Memorial Gardens, 5200 US Highway 19 North, Palmetto, Florida 34221, as part of the Third Sale Agreement.

\* \* \*

As demonstrated above and in the accompanying Sale Agreements, SCI has caused FSI to enter into agreements relating to the divestitures of the KAG Divestiture Assets that fully comply with the Commission's Decision and Order. Accordingly, the Respondents hereby seek Commission approval of the proposed divestitures pursuant to Paragraph II.A. of the Decision and Order.

## **II. The Proposed Acquirer Will Be a Strong and Effective Competitor**

The NorthStar Group, which will include KAG at or prior to the closing of the proposed divestitures, has extensive experience in acquiring and operating funeral homes and cemeteries, has the financial wherewithal to make this acquisition, and the acquisition of the businesses in question by the NorthStar Group will assure that those businesses remain strong and effective competitors in Fort Myers, Bradenton and Palmetto, Broward County, Miami-Dade County, and Port Orange, Florida; and in Memphis and Nashville, Tennessee. KAG is presently a separate company that is owned by William M. Hamilton, NorthStar's President and Chief Executive Officer, and will become a subsidiary of NorthStar Group immediately prior to completing the first of several acquisitions it has contracted to make. This may occur in the near future as KAG expects to complete shortly an acquisition of cemeteries in Michigan that is unrelated to the Consent Agreement, but if that transaction has not closed when anticipated,

KAG will become a subsidiary of NorthStar Group just prior to closing of any of the three Sale Agreements that are the subject of this petition.

### Background

NorthStar was organized in 2004 by Mr. Hamilton and Hugh Keatley, who are both former employees of SCI, in order to purchase cemetery and funeral operations in Decatur, Illinois. Mr. Hamilton acquired Mr. Keatley's interest in NorthStar earlier this year, and thus owned 100% of NorthStar. On November 28, 2006, NorthStar closed on a private placement with Evergreen Real Estate Partners LLC, a private real estate investment fund. In the private placement, Mr. Hamilton contributed all of his interest in NorthStar to NorthStar-Evergreen, LLC ("NorthStar Evergreen"), through entities that he controlled, and Evergreen Real Estate Partners LLC and its subsidiary Evergreen Memorial LLC (collectively, "Evergreen") committed to invest sufficient equity capital into NorthStar Evergreen to complete the acquisition of the KAG Divestiture Assets. Following consummation of the financing and completion of its initial capital commitment, Evergreen will own up to 87% of NorthStar Evergreen through Evergreen Memorial LLC, and the remaining 13% will be owned by entities controlled by Mr. Hamilton. NorthStar Memorial Group Investments, LLC ("Investments") serves as manager of NorthStar Evergreen, and Mr. Hamilton is the managing member of Investments.

Both NorthStar and NorthStar Evergreen have at all times been privately owned and are not companies registered or with a class of securities registered under the Securities Exchange Act of 1934, as amended.

NorthStar, through its wholly owned subsidiaries, NorthStar Cemetery Group, LLC and NorthStar Funeral Group, LLC, and their respective subsidiaries, own and operate eight cemeteries and eight funeral homes in three states. NorthStar acquired the operations in Illinois in 2004, in Ohio in 2005 and in Florida in 2006. In addition, NorthStar operates one cemetery in



Ohio, which is organized as a not-for-profit association, through a long-term management agreement. As of November 30, 2006, the NorthStar Group employed about 200 people, more than half of whom are based in Florida.

NorthStar, through KAG, has a pending acquisition of cemeteries in the State of Michigan. Pursuant to an asset purchase agreement dated October 13, 2006 (the “Michigan Purchase Agreement”) with Hillcrest Memorial Company, Christian Memorial Cultural Center, Inc., Flint Memorial Park Association and Sunrise Gardens Cemetery, Inc. (the “Michigan Acquisition”), KAG will purchase all of the assets of nine Michigan cemeteries. KAG expects to complete this transaction shortly after receiving regulatory approval, which is presently pending and may come at any time. Accordingly, it is expected that KAG will be a wholly-owned subsidiary of NorthStar by the time the Commission acts on this Petition, and if that transaction has not been closed, KAG will become a subsidiary of NorthStar just prior to closing any of the three Sale Agreements that are the subject of this petition.

A complete list of the companies NorthStar owns and operates as of November 30, 2006 is attached as Confidential Exhibit B. NorthStar’s senior management is described below under Operations Experience.

**ABSENCE OF REGULATORY ISSUES:**

The NorthStar Group has a good record with the regulators that supervise its funeral home and cemetery operations. In Illinois and Florida the cemeteries file annual reports and are subject to audit by the state each year. Similarly, the management of the NorthStar Group’s trust funds is reviewed by the state agency or department with the relevant oversight authority. These reports, audits and reviews have not resulted in any regulatory concerns or further inquiry. Indeed, the regulators have found that the company meets its legal obligations, and the company and its affiliates are not under investigation by any regulator.

Similarly, the company has successfully obtained approval for prior transactions.

In each of Illinois and Florida, the acquisitions made by the NorthStar Group required prior approval by the state regulatory agency. In Florida, this included comprehensive background and security checks on NorthStar's management. The same senior management team will be in place in the proposed acquisition of the KAG Divestiture Assets. As a result, the NorthStar Group does not expect to face any difficulty in obtaining the necessary regulatory approvals for this transaction.

The NorthStar Group has no operations in the State of Tennessee or in the areas around Memphis and Nashville. Its operations in the State of Florida are as follows:

None of the foregoing facilities compete in any of the relevant geographic markets defined by the Commission in the Complaint in this matter. Indeed, none of the NorthStar Group funeral homes and cemeteries listed above are located in the counties where the KAG Divestiture Assets have funeral homes or cemeteries, respectively. Thus, the proposed divestiture does not raise any competition concerns.

#### Financial Capability

As previously stated, the NorthStar Group recently closed on a financing transaction with Evergreen, whereby Evergreen committed to invest equity capital in NorthStar sufficient to fund the acquisition of the KAG Divestiture Assets. Following the financing transaction, all current funded debt of NorthStar was repaid in full. As part of the acquisition process, NorthStar has contemplated making certain expenditures to improve certain of the facilities being acquired. These expenditures will be funded either through the Evergreen equity or through a senior secured credit facility. NorthStar does not currently have such a credit facility in place, but it has begun the process of interviewing credit sources to obtain term sheets so that these additional funds will be available after completing this transaction.

At the current time, the NorthStar Group does not have any debt other than liabilities associated with its current ordinary business expenditures. Attached hereto as Confidential Exhibit C is a copy of the balance sheet of the NorthStar Group as of September 30, 2006, reflecting the pro forma adjustment to give effect to the Evergreen financing which closed on November 28, 2006, and the acquisition of the Florida properties, which took place in the fourth quarter of 2006. In addition, attached hereto as Confidential Exhibit D is summary financial information for the nine months ended as of September 30, 2006, again showing the pro forma adjustments for the Evergreen financing.

#### Operations Experience

NorthStar's senior management includes three individuals with extensive experience in the deathcare industry – William H. Hamilton, Brian Sullivan and Mark Shinder.

**William M. Hamilton, President and Chief Executive Officer**, has more than 16 years experience in the funeral and cemetery industry in a broad range of executive roles. Today, Mr. Hamilton serves as the President and Chief Executive Officer of NorthStar, the company he co-founded in 2004. From 1998 to 2002, he was responsible for North American Pre-need Sales for SCI with direct responsibility of more than 5,000 employees, including 700 sales managers, and annual sales in excess of \$1 billion. From 1993 to 1998, Mr. Hamilton served as Chief Financial Officer - International Operations for SCI, where he was responsible for all aspects of financial reporting of businesses with more than \$600 million in annual sales by 1998. Mr. Hamilton began his career with SCI in 1990 as Director Corporate Development.

**Brian Sullivan, Executive Vice President and Chief Operating Officer**, has over 19 years experience in the death care industry in a wide variety of sales and operational management roles. Mr. Sullivan has managed small, individual cemeteries for sales and

marketing purposes, and he has also served as a Senior Vice President of Sales for the Florida region of SCI, managing over 200 individual funeral homes and cemeteries in the state in which many of the KAG Divestiture Assets are located. Over the years, Mr. Sullivan's responsibilities have included everything from one-on-one customer interactions to overseeing sales, funeral, administrative and operations staffs of as many as 1,500 employees. Mr. Sullivan is a 1986 graduate of the University of South Florida with a B.A. in Mass Communications.

**Mark Shinder, Executive Vice President and Chief Financial Officer**, recently joined NorthStar. Prior to joining NorthStar, Mr. Shinder served as a Director in Deutsche Bank's Valuation and Investment Strategy Group where he researched and designed investment strategies for institutional clients as well as structured and derivative products. Before joining Deutsche Bank, Mr. Shinder served as a senior advisor to corporate executives for over ten years, specializing in business strategy, corporate finance and valuation. Mr. Shinder served as a Senior Vice President and Principal at Stern Stewart & Co. and Senior Manager at Marakon Associates. While at Stern Stewart, Mr. Shinder advised senior management of SCI on a variety of strategic, organizational and financial issues from 1997 to 1999. He was involved in design and implementation of the EVA (Economic Value Added) financial management system and innovative compensation plans at SCI, and he assisted financial officers at SCI in using EVA to measure financial performance, set goals and allocate capital. Mr. Shinder graduated magna cum laude from New York University's Stern School of Business with dual B.S. degree in accounting and Finance and earned his MBA degree at Columbia Business School.

None of NorthStar's senior managers have any present employment or business relationship with SCI.

The NorthStar Group has hired many individuals at positions that report to senior management who have extensive experience in the funeral and cemetery industries. As a result of senior management's extensive experience in the industry, the NorthStar Group continues to attract high quality, experienced members to its management team at all levels.

In each of its acquisitions completed to date, the NorthStar Group has offered employment to each of the employees of the acquisition target, and the vast majority of those employees have accepted such employment. The NorthStar Group has been presented a list of employees by location for each of the subject properties. The NorthStar Group anticipates offering employment to most if not all of the employees listed on the schedules, but the NorthStar Group has not completed its due diligence in this regard.

The NorthStar Group has instituted numerous initiatives and policies in its existing locations designed to help the NorthStar Group remain competitive and increase market share. It has emphasized maintaining the highest professional standards in the industry while focusing on preneed sales and marketing with the intent to re-image acquired firms as modern, flexible and committed to responding to ever changing customer preferences regarding products and services related to death care. As a part of this strategy, the NorthStar Group has also committed to improving the quality of its facilities and vehicles in the marketplace. The NorthStar Group continues to invest in its properties through the construction of multiple tiers of burial, mausoleum, and cremation products, as well as purchasing and maintaining vehicles while renovating its funeral homes. The NorthStar Group's strategy is to grow internally by providing better service to its families at competitive pricing and by offering superior employment opportunities for its employees. Its goal is one of long term sustained internal growth which may be augmented by strategic acquisitions. The NorthStar Group continues to review acquisition proposals which fit its criteria for investment. The NorthStar Group intends

to implement its operating philosophy and strategy at each of the acquired entities immediately following the closing of the respective transaction.

The NorthStar Group expects to utilize its significant operating expertise to not only ensure the continued competitiveness of the KAG Divestiture Assets, but to enhance their competitiveness to increase their profitability and market share.

**III. The Sale Agreements Will Achieve the Purposes of the Decision and Order and Result in No Harm to Competition**

The proposed divestiture of the KAG Divestiture Assets, as embodied in the Sale Agreements, will achieve the purposes of the Decision and Order. The NorthStar Group is an experienced operator of funeral homes and cemeteries, with a proven track record of successfully operating and enhancing the funeral homes and cemeteries that it has acquired in the past. The NorthStar Group enjoys a strong financial position that will enable it to complete this acquisition, continue the operation of the KAG Divestiture Assets and enhance their competitiveness in the market for funeral and cemetery services. Combining the KAG Divestiture Assets with The NorthStar Group's experience and financial wherewithal will ensure that the objectives of the Commission's Decision and Order will be realized.

The proposed divestiture will result in no harm to competition. The NorthStar Group does not currently compete in any market, as defined in the Commission's Complaint, in which the KAG Divestiture Assets operate. Consequently, there is no overlap between the operations of The NorthStar Group and the KAG Divestiture Assets, and the proposed divestiture does not raise any competitive issue.

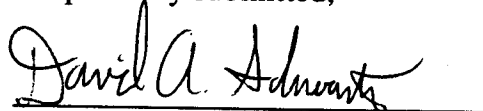
In sum, the proposed divestiture will remedy any anticompetitive effects that could result from the Acquisition. The Sale Agreements will achieve the Commission's stated purposes of ensuring the continued use of the KAG Divestiture Assets in the same business in

which they were engaged at the time of the announcement of the proposed Acquisition and remedying the lessening of competition alleged in the Commission's Complaint.

Conclusion

For the foregoing reasons, the Respondents respectfully request that the Commission approve the proposed divestiture of the KAG Divestiture Assets to The NorthStar Group, as embodied in the Sale Agreements with KAG, as soon as practicable after expiration of the public comment period.

Respectfully submitted,

A handwritten signature in cursive script that reads "David A. Schwartz". The signature is written in black ink and is positioned above a solid horizontal line.

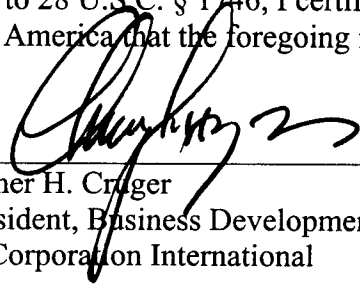
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Counsel for Respondents  
Dated: January 8, 2007



CERTIFICATION OF SERVICE CORPORATION INTERNATIONAL

The facts and information related in the foregoing Petition, insofar as they pertain to Service Corporation International, its subsidiaries, and its assets, are, to the best of my knowledge, true, correct, and complete.

Pursuant to 28 U.S.C. § 1746, I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



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Christopher H. Cruger  
Vice President, Business Development  
Service Corporation International

CERTIFICATION OF NORTHSTAR MEMORIAL GROUP, LLC

The facts and information related in the foregoing Petition, insofar as they pertain to NorthStar Memorial Group, LLC, its subsidiaries and affiliates, and their assets, are, to the best of my knowledge, true, correct, and complete.

Pursuant to 28 U.S.C. § 1746, I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

/s/ William M. Hamilton  
William M. Hamilton  
President and Chief Executive Officer  
NorthStar Memorial Group, LLC

**EXHIBIT A**

**[REDACTED FROM THE PUBLIC RECORD VERSION]**

**EXHIBIT B**

**[REDACTED FROM THE PUBLIC RECORD VERSION]**

**EXHIBIT C**

**[REDACTED FROM THE PUBLIC RECORD VERSION]**

**EXHIBIT D**

**[REDACTED FROM THE PUBLIC RECORD VERSION]**