



Office of the Secretary

UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

December 19, 2007

David A. Schwartz, Esq.  
Wachtell, Lipton, Rosen & Katz  
51 West 52<sup>nd</sup> Street  
New York, NY 10019-6150

Re: *In the Matter of Service Corporation International/Alderwoods*  
*File No. 061-0156, Docket No. C-4174*

Dear Mr. Schwartz:

This is in reference to the Petition for Approval of Proposed Divestitures to Kent Care, LLC ("Kent Care") filed by Service Corporation International ("SCI") and received on May 29, 2007 ("Petition"). Pursuant to the Decision and Order in Docket No. C-4174, SCI requests prior Commission approval of its proposal to divest certain assets to Kent Care.

After consideration of SCI's Petitions and other available information, the Commission has determined to approve the proposed divestitures as set forth in the Petition. In according its approval, the Commission has relied upon the information submitted and the representations made by SCI and Kent Care in connection with SCI's Petition and has assumed them to be accurate and complete.

By direction of the Commission.

Donald S. Clark  
Secretary

cc: Mr. Art Kimbrough  
Kent Care, LLC  
2910 Russ Street  
Marianna, FL 32446