STONEMOR PARTNERS LP
Form 10-Q
May 09, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2012

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: 001-32270

STONEMOR PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware	**80-0103159**
(State or other jurisdiction of	**(I.R.S. Employer**
incorporation or organization)	**Identification No.)**
311 Veterans Highway, Suite B	
Levittown, Pennsylvania	**19056**
(Address of principal executive offices)	**(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 x 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 x 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	x
Non-accelerated filer	¨ (Do not check if smaller reporting company)	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

The number of the registrant s outstanding common units at May 1, 2012 was 19,370,373.

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Part I Financial Information

Item 1. Financial Statements

StoneMor Partners L.P.

Condensed Consolidated Balance Sheet

(in thousands)

(unaudited)

	March 31, 2012	December 31, 2011
Assets		
Current assets:		
Cash and cash equivalents	$ 8,778	$ 12,058
Accounts receivable, net of allowance	49,370	48,837
Prepaid expenses	5,737	4,266
Other current assets	15,120	16,336
Total current assets	79,005	81,497
Long-term accounts receivable, net of allowance	68,634	68,354
Cemetery property	301,605	298,938
Property and equipment, net of accumulated depreciation	73,049	73,777
Merchandise trusts, restricted, at fair value	355,027	344,515
Perpetual care trusts, restricted, at fair value	267,503	254,679
Deferred financing costs, net of accumulated amortization	10,244	8,817
Deferred selling and obtaining costs	70,730	68,542
Deferred tax assets	417	415
Goodwill	36,639	36,439
Other assets	12,108	13,152
Total assets	$ 1,274,961	$ 1,249,125
Liabilities and partners capital		
Current liabilities:		
Accounts payable and accrued liabilities	$ 22,332	$ 26,428
Accrued interest	5,517	1,632
Current portion, long-term debt	2,235	1,487
Total current liabilities	30,084	29,547
Other long-term liabilities	2,265	2,830
Long-term debt	200,891	193,835
Deferred cemetery revenues, net	458,349	441,878
Deferred tax liabilities	17,001	16,968
Merchandise liability	128,220	129,109
Perpetual care trust corpus	267,503	254,679
Total liabilities	1,104,313	1,068,846

Commitments and contingencies		
Partners capital		
General partner	1,783	2,192
Common partners	168,865	178,087
Total partners capital	170,648	180,279
Total liabilities and partners capital	$ 1,274,961	$ 1,249,125

See Accompanying Notes to the Unaudited Condensed Consolidated Financial Statements.

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StoneMor Partners L.P.

Condensed Consolidated Statement of Operations

(in thousands, except unit data)

(unaudited)

	Three months ended March 31, 2012	Three months ended March 31, 2011
Revenues:		
Cemetery		
Merchandise	$ 27,144	$ 21,435
Services	12,082	10,798
Investment and other	11,424	9,666
Funeral home		
Merchandise	4,018	3,139
Services	4,919	4,193
Total revenues	59,587	49,231
Costs and Expenses:		
Cost of goods sold (exclusive of depreciation shown separately below):		
Perpetual care	1,367	1,325
Merchandise	5,053	3,668
Cemetery expense	12,792	12,086
Selling expense	11,787	9,544
General and administrative expense	7,193	6,427
Corporate overhead (including $198 and $189 in unit-based compensation for the three months ended March 31, 2012 and 2011, respectively)	6,603	5,958
Depreciation and amortization	2,330	2,446
Funeral home expense		
Merchandise	1,423	1,206
Services	3,405	2,546
Other	1,928	1,557
Acquisition related costs	331	933
Total cost and expenses	54,212	47,696
Operating profit	5,375	1,535
Expenses related to refinancing		453
Gain on termination of operating agreement	1,820	
Early extinguishment of debt		4,010
Interest expense	4,966	5,090
Net income (loss) before income taxes	2,229	(8,018)
Income tax expense (benefit)		
State	145	4
Federal	54	(808)
Total income tax expense (benefit)	199	(804)

Net income (loss)	$ 2,030	$ (7,214)
General partner s interest in net income (loss) for the period	$ 41	$ (144)
Limited partners interest in net income (loss) for the period	$ 1,989	$ (7,070)
Net income (loss) per limited partner unit (basic and diluted)	$ .10	$ (.40)
Weighted average number of limited partners units outstanding (basic)	19,369	17,709
Weighted average number of limited partners units outstanding (diluted)	20,391	17,709
Distributions declared per unit	$ .585	$ .585

See Accompanying Notes to the Unaudited Condensed Consolidated Financial Statements.

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StoneMor Partners L.P.

Condensed Consolidated Statement of

Partners Capital

(in thousands)

(unaudited)

	Partners Capital		
	Common Unit Holders	General Partner	Total
Balance, December 31, 2011	$ 178,087	$ 2,192	$ 180,279
Compensation related to UARs	119		119
Net income	1,989	41	2,030
Cash distribution	(11,330)	(450)	(11,780)
Balance, March 31, 2012	$ 168,865	$ 1,783	$ 170,648

See Accompanying Notes to the Unaudited Condensed Consolidated Financial Statements.

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StoneMor Partners L.P.

Condensed Consolidated Statement of Cash Flows

(in thousands)

(unaudited)

	For the three months ended March 31, 2012	2011
Operating activities:		
Net income (loss)	$ 2,030	$ (7,214)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Cost of lots sold	1,833	1,478
Depreciation and amortization	2,330	2,446
Unit-based compensation	198	189
Accretion of debt discounts	436	383
Gain on termination of operating agreement	(1,820)	
Write-off of deferred financing fees		453
Fees paid related to early extinguishment of debt		4,010
Changes in assets and liabilities that provided (used) cash:		
Accounts receivable	(1,374)	(2,835)
Allowance for doubtful accounts	1,363	671
Merchandise trust fund	(2,690)	(8,612)
Prepaid expenses	(1,471)	671
Other current assets	1,181	(110)
Other assets	(1,828)	197
Accounts payable and accrued and other liabilities	1,277	(2,510)
Deferred selling and obtaining costs	(2,188)	(3,279)
Deferred cemetery revenue	11,618	16,319
Deferred taxes (net)	31	(880)
Merchandise liability	(2,736)	(739)
Net cash provided by operating activities	8,190	638
Investing activities:		
Cash paid for cemetery property	(1,217)	(706)
Purchase of subsidiaries	(1,652)	(1,700)
Cash paid for property and equipment	(898)	(1,759)
Net cash used in investing activities	(3,767)	(4,165)
Financing activities:		
Cash distribution	(11,780)	(9,293)
Additional borrowings on long-term debt	7,350	4,300
Repayments of long-term debt	(1,286)	(73,317)
Proceeds from public offering		103,564
Proceeds from general partner contribution		2,242
Fees paid related to early extinguishment of debt		(4,010)
Cost of financing activities	(1,987)	
Net cash provided by (used in) financing activities	(7,703)	23,486

Net increase (decrease) in cash and cash equivalents		(3,280)		19,959
Cash and cash equivalents - Beginning of period		12,058		7,535
Cash and cash equivalents - End of period	$	8,778	$	27,494
Supplemental disclosure of cash flow information				
Cash paid during the period for interest	$	623	$	1,472
Cash paid during the period for income taxes	$	103	$	87
Non-cash investing and financing activities				
Acquisition of assets by financing	$	28	$	

See Accompanying Notes to the Unaudited 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. (StoneMor , the Company or the Partnership) is a provider of funeral and cemetery products and services in the death care industry in the United States. 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 March 31, 2012, the Partnership operated 271 cemeteries, 253 of which are owned, in 26 states and Puerto Rico and owned and operated 69 funeral homes in 18 states and Puerto Rico.

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 March 31, 2012 and for the three months ended March 31, 2012 and 2011 include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results for the interim periods. The results of operations for interim periods are not necessarily indicative of the results of operations to be expected for a full year. The December 31, 2011 condensed consolidated balance sheet data was derived from audited financial statements included in the Company s 2011 Annual Report on Form 10-K (2011 Form 10-K), but does not include all disclosures required by GAAP, which are presented in the Company s 2011 Form 10-K.

Principles of Consolidation

The unaudited condensed 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 Company operates 18 cemeteries under long-term operating or management contracts. The operations of 16 of these managed cemeteries have been consolidated in accordance with the provisions of Accounting Standards Codification (ASC) 810.

The Company operates 2 cemeteries under long-term operating agreements that do not qualify as acquisitions for accounting purposes. As a result, the Company did not consolidate all of the existing assets and liabilities related to these cemeteries. The Company has consolidated the existing assets and liabilities of each of these cemeteries merchandise and perpetual care trusts as variable interest entities since the Company controls and receives the benefits and absorbs any losses from operating these trusts. Under these long-term operating agreements, which are subject to certain termination provisions, the Company is the exclusive operator of these cemeteries. The Company earns revenues related to sales of merchandise, services, and interment rights and incurs expenses related to such sales and the maintenance and upkeep of these cemeteries. Upon termination of these contracts, the Company will retain all of the benefits and related contractual obligations incurred from sales generated during the contract period. The Company has also recognized the existing merchandise liabilities that it assumed as part of these agreements.

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 sheet.

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2. LONG-TERM ACCOUNTS RECEIVABLE, NET OF ALLOWANCE

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

	As of March 31, 2012	As of December 31, 2011
	(in thousands)	
Customer receivables	$ 153,352	$ 151,500
Unearned finance income	(17,264)	(16,727)
Allowance for contract cancellations	(18,084)	(17,582)
	118,004	117,191
Less: current portion, net of allowance	49,370	48,837
Long-term portion, net of allowance	$ 68,634	$ 68,354

Activity in the allowance for contract cancellations is as follows:

	For the three months ended March 31, 2012	For the three months ended March 31, 2011
	(in thousands)	
Balance - Beginning of period	$ 17,582	$ 15,832
Provision for cancellations	4,671	4,250
Charge-offs - net	(4,169)	(3,580)
Balance - End of period	$ 18,084	$ 16,502

3. CEMETERY PROPERTY

Cemetery property consists of the following:

	As of March 31, 2012	As of December 31, 2011
	(in thousands)	
Developed land	$ 66,780	$ 64,266
Undeveloped land	165,647	164,723
Mausoleum crypts and lawn crypts	69,178	69,949
Total	$ 301,605	$ 298,938

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4. PROPERTY AND EQUIPMENT

Major classes of property and equipment follow:

	As of March 31, 2012	As of December 31, 2011
	(in thousands)	
Building and improvements	$ 74,882	$ 75,076
Furniture and equipment	38,038	36,863
	112,920	111,939
Less: accumulated depreciation	(39,871)	(38,162)
Property and equipment - net	$ 73,049	$ 73,777

Depreciation expense was $1.8 million and $1.4 million during the three months ended March 31, 2012 and 2011, respectively.

5. MERCHANDISE TRUSTS

At March 31, 2012, the Company s merchandise trusts 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;
- Fixed maturity debt securities issued by the U.S. Government and U.S. Government agencies; 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 the Investments in Debt and Equity topic of the ASC. 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 the Fair Value Measurements and Disclosures topic of the ASC. See Note 15 for further details. There were no Level 3 assets.

The merchandise trusts are variable interest entities (VIE) for which the Company is the primary beneficiary. The assets held in the merchandise trusts 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 may be required to fund this shortfall.

The Company has included $7.2 million and $6.9 million of investments held in trust by the West Virginia Funeral Directors Association at March 31, 2012 and December 31, 2011, respectively, in its merchandise trust assets. As required by law, the Company deposits a portion of certain funeral merchandise sales in West Virginia into a trust that is held by the West Virginia Funeral Directors Association. These trusts are recorded at their account value, which approximates fair value.

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The cost and market value associated with the assets held in merchandise trusts at March 31, 2012 and December 31, 2011 were as follows:

As of March 31, 2012	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(in thousands)		
Short-term investments	$ 33,340	$	$	$ 33,340
Fixed maturities:				
U.S. Government and federal agency				
U.S. State and local government agency	23			23
Corporate debt securities	10,414	110	(403)	10,121
Other debt securities	1,100			1,100
Total fixed maturities	11,537	110	(403)	11,244
Mutual funds - debt securities	93,447	1,353	(1,314)	93,486
Mutual funds - equity securities	127,481	5,325	(5,662)	127,144
Equity securities	73,823	4,005	(2,836)	74,992
Other invested assets	7,054	542		7,596
Total managed investments	$ 346,682	$ 11,335	$ (10,215)	$ 347,802
West Virginia Trust Receivable	7,225			7,225
Total	$ 353,907	$ 11,335	$ (10,215)	$ 355,027

As of December 31, 2011	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(in thousands)		
Short-term investments	$ 38,312	$	$	$ 38,312
Fixed maturities:				
U.S. Government and federal agency				
U.S. State and local government agency	23			23
Corporate debt securities	10,537	19	(791)	9,765
Other debt securities	1,100			1,100
Total fixed maturities	11,660	19	(791)	10,888
Mutual funds - debt securities	68,291	1,711	(2,581)	67,421
Mutual funds - equity securities	148,209	1,939	(8,860)	141,288
Equity securities	71,760	3,723	(3,131)	72,352
Other invested assets	7,326	34		7,360
Total managed investments	$ 345,558	$ 7,426	$ (15,363)	$ 337,621
West Virginia Trust Receivable	6,894			6,894

Total	$ 352,452	$ 7,426	$ (15,363)	$ 344,515

The contractual maturities of debt securities as of March 31, 2012 are as follows:

As of March 31, 2012	**Less than 1 year**	**1 year through 5 years**	**6 years through 10 years**	**More than 10 years**
		(in thousands)		
U.S. Government and federal agency	$	$	$	$
U.S. State and local government agency	23			
Corporate debt securities		8,945	1,176	
Other debt securities	1,100			
Total fixed maturities	$ 1,123	$ 8,945	$ 1,176	$

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An aging of unrealized losses on the Company s investments in fixed maturities and equity securities at March 31, 2012 and December 31, 2011 is presented below:

As of March 31, 2012	Less than 12 months Fair Value	Less than 12 months Unrealized Losses	12 Months or more Fair Value	12 Months or more Unrealized Losses	Total Fair Value	Total Unrealized Losses
			(in thousands)			
Fixed maturities:						
U.S. Government and federal agency	$	$	$	$	$	$
U.S. State and local government agency						
Corporate debt securities	1,799	102	4,299	301	6,098	403
Other debt securities						
Total fixed maturities	1,799	102	4,299	301	6,098	403
Mutual funds - debt securites	29,666	482	36,687	832	66,353	1,314
Mutual funds - equity securites	11,049	1,301	61,383	4,361	72,432	5,662
Equity securities	21,862	1,283	9,158	1,553	31,020	2,836
Other invested assets						
Total	$ 64,376	$ 3,168	$ 111,527	$ 7,047	$ 175,903	$ 10,215

As of December 31, 2011	Less than 12 months Fair Value	Less than 12 months Unrealized Losses	12 Months or more Fair Value	12 Months or more Unrealized Losses	Total Fair Value	Total Unrealized Losses
			(in thousands)			
Fixed maturities:						
U.S. Government and federal agency	$	$	$	$	$	$
U.S. State and local government agency						
Corporate debt securities	4,007	351	4,459	440	8,466	791
Other debt securities						
Total fixed maturities	4,007	351	4,459	440	8,466	791
Mutual funds - debt securites	19,691	1,109	31,916	1,472	51,607	2,581
Mutual funds - equity securites	32,631	970	59,010	7,890	91,641	8,860
Equity securities	20,349	1,941	5,775	1,190	26,124	3,131
Other invested assets						
Total	$ 76,678	$ 4,371	$ 101,160	$ 10,992	$ 177,838	$ 15,363

A reconciliation of the Company s merchandise trust activities for the three months ended March 31, 2012 is presented below:

Fair Value @ 12/31/2011	Contributions	Distributions	Interest/ Dividends	Capital Gain Distributions	Realized Gain/ Loss	Taxes	Fees	Unrealized Change in Fair	Fair Value @ 3/31/2012

								Value	
				(in thousands)					
$ 344,515	13,516	(19,037)	3,977	88	3,388	64	(541)	9,057	$ 355,027

The Company made net distributions from the trusts of approximately $5.5 million during the three months ended March 31, 2012. During the three months ended March 31, 2012, purchases and sales of securities available for sale included in trust investments were approximately $104.6 million and $103.9 million, respectively. Distributions included $5.8 million of assets that were divested as a result of the termination of an operating agreement during the three months ended March 31, 2012.

Other-than-temporary Impairments of Trust Assets

During the three months ended March 31, 2012 and 2011, the Company determined that there were no other than temporary impairments to the investment portfolio in the merchandise trusts.

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6. PERPETUAL CARE TRUSTS

At March 31, 2012, the Company s perpetual care trusts 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 REIT s, Master Limited Partnerships;
- Fixed maturity debt securities issued by various corporate entities;
- Fixed maturity debt securities issued by the U.S. Government and U.S. Government agencies; and
- Fixed maturity debt securities issued by U.S. states and local agencies.

All of these investments are classified as Available for Sale as defined by the Investments in Debt and Equity topic of the ASC. 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 the Fair Value Measurements and Disclosures topic of the ASC. See Note 15 for further details. 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 March 31, 2012 and December 31, 2011 were as follows:

As of March 31, 2012	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(in thousands)		
Short-term investments	$ 24,901	$	$	$ 24,901
Fixed maturities:				
U.S. Government and federal agency	408	109		517
U.S. State and local government agency	66	81		147
Corporate debt securities	22,981	481	(638)	22,824
Other debt securities	371			371
Total fixed maturities	23,826	671	(638)	23,859
Mutual funds - debt securities	107,898	948	(431)	108,415
Mutual funds - equity securities	57,489	4,832	(1,674)	60,647
Equity Securities	40,035	9,203	(41)	49,197
Other invested assets	219	265		484
Total	$ 254,368	$ 15,919	$ (2,784)	$ 267,503

As of December 31, 2011	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(in thousands)		
Short-term investments	$ 22,607	$	$	$ 22,607
Fixed maturities:				
U.S. Government and federal agency	408	105		513
U.S. State and local government agency	66	81		147
Corporate debt securities	23,359	229	(1,434)	22,154
Other debt securities	371			371
Total fixed maturities	24,204	415	(1,434)	23,185
Mutual funds - debt securities	61,700	185	(1,079)	60,806
Mutual funds - equity securities	104,824	4,295	(9,621)	99,498
Equity Securities	39,199	9,326	(112)	48,413
Other invested assets	327	156	(313)	170
Total	$ 252,861	$ 14,377	$ (12,559)	$ 254,679

The contractual maturities of debt securities as of March 31, 2012 are as follows:

As of March 31, 2012	Less than 1 year	1 year through 5 years	6 years through 10 years	More than 10 years
		(in thousands)		

U.S. Government and federal agency	$	$	517	$		$	
U.S. State and local government agency	147						
Corporate debt securities	127		19,815		2,882		
Other debt securities	371						
Total fixed maturities	$ 645	$	20,332	$	2,882	$	

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An aging of unrealized losses on the Company s investments in fixed maturities and equity securities at March 31, 2012 and December 31, 2011 held in perpetual care trusts is presented below:

As of March 31, 2012	Less than 12 months Fair Value	Unrealized Losses	12 Months or more Fair Value	Unrealized Losses	Total Fair Value	Unrealized Losses
			(in thousands)			
Fixed maturities:						
U.S. Government and federal agency	$	$	$	$	$	$
U.S. State and local government agency						
Corporate debt securities	3,886	227	7,761	411	11,647	638
Other debt securities						
Total fixed maturities	3,886	227	7,761	411	11,647	638
Mutual funds - debt securites	105	1	3,966	430	4,071	431
Mutual funds - equity securites	8,528	1,674			8,528	1,674
Equity securities	2,430	39	269	2	2,699	41
Other invested assets						
Total	$ 14,949	$ 1,941	$ 11,996	$ 843	$ 26,945	$ 2,784

As of December 31, 2011	Less than 12 months Fair Value	Unrealized Losses	12 Months or more Fair Value	Unrealized Losses	Total Fair Value	Unrealized Losses
			(in thousands)			
Fixed maturities:						
U.S. Government and federal agency	$	$	$	$	$	$
U.S. State and local government agency						
Corporate debt securities	7,967	727	8,471	707	16,438	1,434
Other debt securities						
Total fixed maturities	7,967	727	8,471	707	16,438	1,434
Mutual funds - debt securites	37,956	772	1,675	307	39,631	1,079
Mutual funds - equity securites	21,483	3,023	44,416	6,598	65,899	9,621
Equity securities	2,978	106	351	6	3,329	112
Other invested assets	170	313			170	313
Total	$ 70,554	$ 4,941	$ 54,913	$ 7,618	$ 125,467	$ 12,559

A reconciliation of the Company s perpetual care trust activities for the three months ended March 31, 2012 is presented below:

Fair Value @ 12/31/2011	Contributions	Distributions	Interest/ Dividends	Capital Gain Distributions	Realized Gain/ Loss	Taxes	Fees	Unrealized Change in Fair Value	Fair Value @ 3/31/2012

(in thousands)									
$ 254,679	1,956	(3,293)	3,718	9	(353)	(96)	(434)	11,317	$ 267,503

The Company made net distributions from the trusts of approximately $1.3 million during the three months ended March 31, 2012. During the three months ended March 31, 2012, purchases and sales of securities available for sale included in trust investments were approximately $155.3 million and $156.1 million, respectively.

Other-than-temporary Impairments of Trust Assets

During the three months ended March 31, 2012 and 2011, the Company determined that there were no other than temporary impairments to the investment portfolio in the perpetual care trusts.

7. GOODWILL AND INTANGIBLE ASSETS

Goodwill

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets acquired in acquisitions.

A rollforward of goodwill by reportable segment is as follows:

	Southeast	Cemeteries Northeast	West	Funeral Homes	Total
			(in thousands)		
Balance as of December 31, 2011	$ 7,271	$	$ 11,948	$ 17,220	$ 36,439
Goodwill acquired from acquisitions during the three months ended March 31, 2012	200				200
Balance as of March 31, 2012	$ 7,471	$	$ 11,948	$ 17,220	$ 36,639

Other Acquired Intangible Assets

The Company has other acquired intangible assets, most of which have been recognized as a result of acquisitions and long-term operating agreements. These amounts are included within other assets on the condensed consolidated balance sheet. All of the intangible assets are subject to amortization. The major classes of intangible assets are as follows:

	As of March 31, 2012			As of December 31, 2011		
	Gross Carrying Amount	Accumulated Amortization	Net Intangible Asset	Gross Carrying Amount	Accumulated Amortization	Net Intangible Asset
			(in thousands)			
Amortized Intangible Assets:						
Underlying contract value	$ 6,151	$ (487)	$ 5,664	$ 8,484	$ (546)	$ 7,938
Non-compete agreements	3,820	(1,641)	2,179	3,820	(1,413)	2,407
Other intangible assets	205	(70)	135	205	(67)	138
Total Intangible Assets	$ 10,176	$ (2,198)	$ 7,978	$ 12,509	$ (2,026)	$ 10,483

The decrease in the underlying contract value is mostly the result of the Company entering into an amended operating agreement with Kingwood Memorial Park Association. See Note 13 for further details.

8. LONG-TERM DEBT

The Company had the following outstanding debt:

	As of March 31, 2012	As of December 31, 2011
	(in thousands)	
Insurance premium financing	$ 984	$ 211
Vehicle Financing	1,046	1,147
Acquisition Credit Facility, due January 2017		10,750
Revolving Credit Facility, due January 2017	51,100	33,000
Note Payable - Greenlawn acquisition	1,286	1,321
Note Payable - Nelms acquisition (net of discount)	525	623
Note Payable - acquisition non-competes (net of discounts)	1,304	1,490
10.25% senior notes, due 2017	150,000	150,000
Total	206,245	198,542
Less current portion	2,235	1,487
Less unamortized bond discount	3,119	3,220
Long-term portion	$ 200,891	$ 193,835

This note includes a summary of material terms of the Company s senior notes, senior secured notes, credit facilities and other debt obligations. For a more detailed description of the Company s long-term debt agreements, see the Company s 2011 Form 10-K.

10.25% Senior Notes due 2017

The Company has outstanding a $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. The Company pays 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. The Senior Notes mature on December 1, 2017.

Credit Facility

On January 19, 2012, the Company entered into the Third Amended and Restated Credit Agreement (the Credit Agreement). The terms of the Credit Agreement are substantially the same as the terms of the prior agreement. Capitalized terms which are not defined in the following description shall have the meaning assigned to such terms in the Credit Agreement.

The Credit Agreement provides for a total Revolving Credit Facility of $130.0 million (the Credit Facility). Previously, the agreement had an Acquisition Credit Facility and a Revolving Credit Facility with different borrowing limits. The proceeds of the Credit Facility may be used to finance working capital requirements, Permitted Acquisitions and the purchase and construction of mausoleums. The maturity date of the Credit Facility is January 19, 2017.

At March 31, 2012, amounts outstanding under the Credit Facility bear interest at a rate of 3.8%. Amounts borrowed may be either Base Rate Loans or Eurodollar Rate Loans and amounts repaid or prepaid during the term may be reborrowed. Depending on the type of loan, borrowings bear interest at the Base Rate or Eurodollar Rate, plus applicable margins ranging from 1.25% to 2.75% and 2.25% to 3.75%, respectively, depending on the Company s Consolidated Leverage Ratio. The Base Rate is the highest of the Prime Rate, the Federal Funds Rate plus 0.50%, or the Eurodollar Rate plus 1.0%. The Eurodollar rate is the British Bankers Association LIBOR Rate.

The Credit Agreement requires the Company to pay an unused Commitment Fee, which is calculated based on the amount by which the commitments under the Credit Agreement exceed the usage of such commitments. The Commitment Fee under the Credit Agreement ranges from 0.375% to 0.75% depending on the Company s Consolidated Leverage Ratio.

The Credit Agreement 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 revenues could cause the Company to breach certain of its financial covenants. Any such breach could allow the Lenders to accelerate the Company s debt which would have a material adverse effect on the Company s business, financial condition or results of operations. The Company s covenants include a Consolidated Leverage Ratio and a Consolidated Debt Service Coverage Ratio. As of March 31, 2012, the Company was in compliance with all applicable financial covenants.

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9. INCOME TAXES

As of March 31, 2012, the Company s taxable corporate subsidiaries had a federal net operating loss carryforwards of approximately $152.8 million, which will begin to expire in 2019 and $184.1 million in state net operating losses, a portion of which expires annually.

The Partnership is not 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 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 months ended March 31, 2012 and 2011 is based upon the estimated annual effective tax rates expected to be applicable to the Company for 2012 and 2011, respectively. The Company s effective tax rate differs from its statutory tax rate primarily because the Company s legal entity structure includes different tax filing entities, including a significant number of partnerships that are not subject to paying tax.

The Company is not currently under examination by any federal or state jurisdictions. The federal statute of limitations and certain state statutes of limitations are open from 2008 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 effect on the Company s unaudited condensed consolidated financial statements over the next twelve months.

10. DEFERRED CEMETERY REVENUES, NET

At March 31, 2012 and December 31, 2011, deferred cemetery revenues, net, consisted of the following:

	As of	
	March 31, 2012	December 31, 2011
	(in thousands)	
Deferred cemetery revenue	$ 313,249	$ 306,488
Deferred merchandise trust revenue	55,425	50,419
Deferred merchandise trust unrealized gains (losses)	1,120	(7,937)
Deferred pre-acquisition margin	131,083	135,243
Deferred cost of goods sold	(42,528)	(42,335)
Deferred cemetery revenues, net	$ 458,349	$ 441,878
Deferred selling and obtaining costs	$ 70,730	$ 68,542

Deferred selling and obtaining costs are carried as an asset on the unaudited condensed consolidated balance sheet in accordance with the Financial Services Insurance topic of the ASC.

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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 effect on the Company s financial position, results of operations or liquidity.

Leases

At March 31, 2012, 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 for the three months ended March 31, 2012 and 2011.

At March 31, 2012, operating leases will result in future payments in the following approximate amounts:

	(in thousands)
2013	$ 1,670
2014	1,043
2015	694
2016	668
2017	626
Thereafter	1,242
Total	$ 5,943

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.

Compensation expense recognized related to unit appreciation rights and restricted phantom unit awards for the three months ended March 31, 2012 and 2011 are summarized in the table below:

	Three months ended March 31,	
	2012	2011
	(in thousands)	
Unit appreciation rights	$ 119	$ 119
Restricted phantom units	79	70
Total unit-based compensation expense	$ 198	$ 189

As of March 31, 2012, there was approximately $0.8 million in non-vested unit appreciation rights outstanding. These unit appreciation rights will be expensed through the first quarter of 2014.

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13. ACQUISITIONS

First Quarter 2012 Acquisition

In second quarter of 2009, the Company entered into a long-term operating agreement (the Operating Agreement) with Kingwood Memorial Park Association (Kingwood) wherein the Company became the exclusive operator of the cemetery. At that time, the Operating Agreement did not qualify as an acquisition for accounting purposes. However, the existing merchandise and perpetual care trusts were consolidated as variable interest entities. In addition, merchandise and other liabilities assumed by the Company were also recorded as of the initial contract date. The consideration paid for this transaction, including cash and an assumed liability, exceeded the net assets recorded as of the initial contract date and an intangible asset was recorded for this amount.

In January of 2012, the Company entered into an amended and restated operating agreement (the Amended Operating Agreement), that supersedes the Operating Agreement. The Amended Operating Agreement has a term of 40 years and the Company remains the exclusive operator of the cemetery. As consideration for entering into the Amended Operating Agreement, the Company paid $1.7 million in cash and was relieved of a note payable to Kingwood. In addition, the prior trustees of Kingwood have resigned in favor of new trustees appointed by the Company. As a result of the changes in the Amended Operating Agreement, for accounting purposes, the Company has gained control of Kingwood, and acquisition accounting is now applicable.

The table below reflects the Company s preliminary assessment of the fair value of net assets acquired, the elimination of debt and other assets and the purchase price, which results in the recognition of goodwill. These amounts may be retrospectively adjusted as additional information is received.

	Preliminary Assessment (in thousands)
Net Assets Acquired:	
Accounts receivable	$ 66
Cemetery property	3,001
Property and equipment	102
Total net assets acquired	3,169
Assets and Liabilities divested:	
Note payable to Kingwood	519
Intangible asset representing underlying contract value	(2,236)
Fair value of net assets acquired and divested	1,452
Consideration paid	1,652
Goodwill from purchase	$ 200

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First Quarter 2011 Acquisition

On January 5, 2011, the Operating Company, StoneMor North Carolina LLC, a North Carolina limited liability company and StoneMor North Carolina Subsidiary LLC, a North Carolina limited liability company, each a wholly-owned subsidiary of the Company (collectively the Buyer), entered into an Asset Purchase and Sale Agreement (the 1st Quarter Purchase Agreement) with Heritage Family Services, Inc., a North Carolina corporation and an individual (collectively the Seller).

Pursuant to the 1st Quarter Purchase Agreement, the Buyer acquired three cemeteries in North Carolina, including certain related assets, and assumed certain related liabilities. In consideration for the net assets acquired, the Buyer paid the Seller $1.7 million in cash.

The table below reflects the Company s final assessment of the fair value of net assets acquired, the purchase price and the resulting goodwill from the purchase.

	Final Assessment
Assets:	
Accounts receivable	$ 97
Cemetery property	1,710
Merchandise trusts, restricted, at fair value	880
Perpetual care trusts, restricted, at fair value	344
Property and equipment	332
Other assets	100
Total assets	3,463
Liabilities:	
Deferred margin	795
Merchandise liabilities	734
Deferred tax liabilities	64
Perpetual care trust corpus	344
Total liabilities	1,937
Fair value of net assets acquired	1,526
Consideration paid	1,700
Goodwill from purchase	$ 174

The results of operations and pro forma results related to the acquisitions made in 2012 and 2011 are not material to the unaudited condensed consolidated financial statements taken as a whole.

First Quarter 2012 Contract Termination

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 became the exclusive operator of certain cemeteries in Michigan owned by the Archdiocese. The Operating Agreement did not qualify as an acquisition for accounting purposes. However, the existing merchandise trust had been consolidated as a variable interest entity as the Company controlled and directly benefited from the operations of the merchandise trust. In addition, liabilities assumed were also recorded as of the contract date. As no consideration was paid in this transaction, the Company had recorded a deferred gain of approximately $3.1 million within deferred cemetery revenues, net, which represented the excess of the value of the merchandise trust over the liabilities assumed.

Effective March 31, 2012, the Company and the Archdiocese agreed to terminate the Operating Agreement. As of the termination date, the Company no longer operated these properties. All activity occurring after March 31, 2012 is the responsibility of the Archdiocese and the Company has no remaining obligation to fulfill any merchandise liabilities or responsibility to perform any obligations of the properties.

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As part of the termination, the Company will receive a payment of approximately $2.1 million from the Archdiocese. Of this payment, 25% is due in April of 2012 and the remainder is due in quarterly installments over the next three years on the first day of July, October, January and April beginning July 1, 2012. The payment is subject to adjustment for expenses incurred by the Archdiocese for the period prior to March 31, 2012. Upon termination, the Company recognized a gain of $1.8 million, which is the amount by which the receivable from the Archdiocese exceeded the value of the net assets transferred to the Archdiocese.

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.

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 the Company s chief decision makers and other senior management evaluate performance.

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

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Segment information is as follows:

As of and for the three months ended March 31, 2012:

	Southeast	Cemeteries Northeast	West	Funeral Homes (in thousands)	Corporate	Adjustment	Total
Revenues							
Sales	$ 20,880	$ 8,458	$ 10,031	$	$	$ (8,347)	$ 31,022
Service and other	9,528	6,575	7,523			(3,998)	19,628
Funeral home				9,273		(336)	8,937
Total revenues	30,408	15,033	17,554	9,273		(12,681)	59,587
Costs and expenses							
Cost of sales	4,290	1,674	1,664		3	(1,211)	6,420
Cemetery	5,704	3,065	4,023				12,792
Selling	7,025	3,136	3,212		461	(2,047)	11,787
General and administrative	3,623	1,526	2,044				7,193
Corporate overhead					6,603		6,603
Depreciation and amortization	536	224	568	620	382		2,330
Funeral home				6,799		(43)	6,756
Acquisition related costs					331		331
Total costs and expenses	21,178	9,625	11,511	7,419	7,780	(3,301)	54,212
Operating profit	$ 9,230	$ 5,408	$ 6,043	$ 1,854	$ (7,780)	$ (9,380)	$ 5,375
Total assets	$ 487,479	$ 294,230	$ 386,786	$ 79,211	$ 27,255	$	$ 1,274,961
Amortization of cemetery property	$ 979	$ 560	$ 294	$	$	$ 18	$ 1,851
Long lived asset additions	$ 3,963	$ 549	$ 470	$ 59	$ 412	$	$ 5,453
Goodwill	$ 7,471	$	$ 11,948	$ 17,220	$	$	$ 36,639

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As of and for the three months ended March 31, 2011:

	Southeast	Cemeteries Northeast	West	Funeral Homes (in thousands)	Corporate	Adjustment	Total
Revenues							
Sales	$ 18,743	$ 7,969	$ 10,091	$	$ 2	$ (12,277)	$ 24,528
Service and other	8,360	5,962	8,815			(5,766)	17,371
Funeral home				7,480		(148)	7,332
Total revenues	27,103	13,931	18,906	7,480	2	(18,191)	49,231
Costs and expenses							
Cost of sales	3,718	1,600	1,554			(1,879)	4,993
Cemetery	4,951	3,070	4,065				12,086
Selling	6,416	2,818	2,931		583	(3,204)	9,544
General and administrative	2,976	1,527	1,927		(3)		6,427
Corporate overhead					5,958		5,958
Depreciation and amortization	331	214	509	397	995		2,446
Funeral home				5,309			5,309
Acquisition related costs					933		933
Total costs and expenses	18,392	9,229	10,986	5,706	8,466	(5,083)	47,696
Operating profit	$ 8,711	$ 4,702	$ 7,920	$ 1,774	$ (8,464)	$ (13,108)	$ 1,535
Total assets	$ 429,736	$ 290,298	$ 377,936	$ 48,354	$ 45,712	$	$ 1,192,036
Amortization of cemetery property	$ 753	$ 549	$ 179	$	$	$ (98)	$ 1,383
Long lived asset additions	$ 2,940	$ 263	$ 1,263	$ 46	$ 112	$	$ 4,624
Goodwill	$ 629	$	$ 11,801	$ 5,897	$	$	$ 18,327

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 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

The Fair Value Measurements and Disclosures topic of the ASC 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. This topic also 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 this topic are described below.

Level 1: Quoted market prices available in active markets for identical assets or liabilities. The Company includes short-term investments, consisting primarily of money market funds, U.S. Government debt securities and publicly traded equity securities and mutual funds in its level 1 investments.

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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.

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

The following table allocates the Company s assets measured at fair value as of March 31, 2012 and December 31, 2011.

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As of March 31, 2012

Merchandise Trust

Description	Level 1	Level 2 (in thousands)	Total
Assets			
Short-term investments	$ 33,340	$	$ 33,340
Fixed maturities:			
U.S. government and federal agency			
U.S. state and local government agency		23	23
Corporate debt securities		10,121	10,121
Other debt securities		1,100	1,100
Total fixed maturity investments		11,244	11,244
Mutual funds - debt securities	93,486		93,486
Mutual funds - equity securities - real estate sector	26,503		26,503
Mutual funds - equity securities - energy sector	6,265		6,265
Mutual funds - equity securities - MLP s	21,057		21,057
Mutual funds - equity securities - other	73,319		73,319
Equity securities			
Preferred REIT s	9,471		9,471
Master limited partnerships	41,819		41,819
Global equity securities	23,702		23,702
Other invested assets		7,596	7,596
Total	$ 328,962	$ 18,840	$ 347,802

Perpetual Care Trust

Description	Level 1	Level 2 (in thousands)	Total
Assets			
Short-term investments	$ 24,901	$	$ 24,901
Fixed maturities:			
U.S. government and federal agency	517		517
U.S. state and local government agency		147	147
Corporate debt securities		22,824	22,824
Other debt securities		371	371
Total fixed maturity investments	517	23,342	23,859
Mutual funds - debt securities	108,415		108,415
Mutual funds - equity securities - real estate sector	16,661		16,661
Mutual funds - equity securities - energy sector	15,331		15,331
Mutual funds - equity securities - MLP s	14,374		14,374

Mutual funds - equity securities - other	14,281		14,281
Equity securities			
Preferred REIT s	20,202		20,202
Master limited partnerships	28,247		28,247
Global equity securities	748		748
Other invested assets		484	484
Total	$ 243,677	$ 23,826	$ 267,503

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As of December 31, 2011

Merchandise Trust

Description	Level 1	Level 2 (in thousands)	Total
Assets			
Short-term investments	$ 38,312	$	$ 38,312
Fixed maturities:			
U.S. government and federal agency			
U.S. state and local government agency		23	23
Corporate debt securities		9,765	9,765
Other debt securities		1,100	1,100
Total fixed maturity investments		10,888	10,888
Mutual funds - debt securities	67,421		67,421
Mutual funds - equity securities - real estate sector	22,847		22,847
Mutual funds - equity securities - energy sector	28,057		28,057
Mutual funds - equity securities - MLP s	20,308		20,308
Mutual funds - equity securities - other	70,076		70,076
Equity securities			
Preferred REIT s	9,001		9,001
Master limited partnerships	41,469		41,469
Global equity securities	21,882		21,882
Other invested assets		7,360	7,360
Total	$ 319,373	$ 18,248	$ 337,621

Perpetual Care Trust

Description	Level 1	Level 2 (in thousands)	Total
Assets			
Short-term investments	$ 22,607	$	$ 22,607
Fixed maturities:			
U.S. government and federal agency	513		513
U.S. state and local government agency		147	147
Corporate debt securities		22,154	22,154
Other debt securities		371	371
Total fixed maturity investments	513	22,672	23,185
Mutual funds - debt securities	60,806		60,806
Mutual funds - equity securities - real estate sector	24,580		24,580
Mutual funds - equity securities - energy sector	20,069		20,069
Mutual funds - equity securities - MLP s	13,515		13,515

Mutual funds - equity securities - other	41,334		41,334
Equity securities			
Preferred REIT s	19,720		19,720
Master limited partnerships	27,998		27,998
Global equity securities	695		695
Other invested assets		170	170
Total	$ 231,837	$ 22,842	$ 254,679

All level 2 assets are priced utilizing independent pricing services. There were no level 3 assets.

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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 of the Securities Act of 1933 and Section 21E 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 statement 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 our significant leverage on our operating plans; our ability to service our debt and pay distributions; the decline in the fair value of certain equity and debt securities held in our trusts; our 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 the death rate; changes in the political or regulatory environments, including potential changes in tax accounting and trusting policies; our ability to successfully implement a strategic plan relating to producing operating improvements, strong cash flows and further deleveraging; our ability to successfully compete in the cemetery and funeral home industry; uncertainties associated with the integration or anticipated benefits of our recent acquisitions or any future acquisitions; our ability to complete and fund additional acquisitions; our ability to maintain effective disclosure controls and procedures and internal control over financial reporting; the effects of cyber security attacks due to our significant reliance on information technology; uncertainties relating to the financial condition of third-party insurance companies that fund our pre-need funeral contracts; and various other uncertainties associated with the death care 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 Annual Report on Form 10-K for the fiscal year ended December 31, 2011, 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.

Cornerstone had been founded in 1999 by members of our management team and a private equity investment firm in order to acquire a group of 123 cemetery properties and 4 funeral homes. Since that time, Cornerstone, succeeded by us, has acquired additional cemeteries and funeral homes, entered into long term cemetery operating agreements, built funeral homes, and sold cemeteries and funeral homes, resulting in the operation of 271 cemeteries and 69 funeral homes.

Capitalization

On September 20, 2004, we completed our initial public offering. Since that time, we have completed additional follow on public offerings and debt offerings. Our most recent follow on public offering was on February 9, 2011.

Overview

Cemetery Operations

We are currently the second largest owner and operator of cemeteries in the United States. As of March 31, 2012, we operated 271 cemeteries in 26 states and Puerto Rico. We own 253 of these cemeteries, and we operate the remaining 18 under management or operating agreements with the nonprofit cemetery corporations that own the cemeteries. As a result of the agreements, other control arrangements and applicable accounting rules, as of March 31, 2012, we have treated 16 of these cemeteries as acquisitions for accounting purposes.

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We operate 2 cemeteries under long-term operating agreements that do not qualify as acquisitions for accounting purposes. As a result, we did not consolidate all of the existing assets and liabilities related to these cemeteries. We have consolidated the existing assets and liabilities of each of these cemeteries merchandise and perpetual care trusts as variable interest entities since we control and receive the benefits and absorb any losses from operating these trusts. Under these long-term operating agreements, which are subject to certain termination provisions, we are the exclusive operator of these cemeteries. We earn revenues related to sales of merchandise, services, and interment rights and incur expenses related to such sales and the maintenance and upkeep of these cemeteries. Upon termination of these contracts, we will retain all of the benefits and related contractual obligations incurred from sales generated during the contract period. We have also recognized the existing merchandise liabilities assumed as part of these agreements.

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 85.0% and 85.1% of our revenues during the three months ended March 31, 2012 and 2011, respectively.

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, which we recognize as revenue when we have delivered the related merchandise or performed the service;
- 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 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

As previously noted, we do not recognize revenue on pre-need sales of merchandise and services until we have delivered the merchandise or performed the services. Accordingly, deferred revenues from pre-need sales and related merchandise trust earnings are reflected as a liability on our balance sheet in deferred cemetery revenues, net.

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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 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.

Contracts related to pre-need installment sales are usually for a period not to exceed 60 months, with payments of principal and interest required. Pre-need sales contracts normally contain provisions for both principal and interest. For those contracts that do not bear a market rate of interest, we impute such interest based upon the prime rate plus 150 basis points, which resulted in a rate of 4.75% for the three months ended March 31, 2012 and 2011.

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 have 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.

In certain cases, pre-need contracts will be cancelled before they are fully paid. In these circumstances, we are generally permitted to retain amounts already paid to us, including any amounts that were required to be deposited into trust. In certain other cases, the products and services purchased under a pre-need contract are needed for interment before payment has been made in full. In these cases, we are generally entitled to be immediately paid in full for any amounts still outstanding.

At-need Sales

Revenue on at-need merchandise sales is deferred until the time that such merchandise is delivered. The lag between the contract origination and delivery is normally minimal. At-need sales of products and services are generally required to be paid for in full at the time of sale. At that time, we will deposit amounts, as legally required, into our perpetual care trusts. We are not required to deposit any amounts into merchandise trusts for products or services that have already been delivered.

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, respectively 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.

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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

Acquisition related costs which include legal fees and other third party costs incurred in acquisition related activities are expensed as incurred.

Funeral Home Operations

As of March 31, 2012, we owned and operated 69 funeral homes. These properties are located in eighteen states and Puerto Rico. Thirty-nine of our 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 almost exclusively at the time of need utilizing salaried licensed funeral directors. Funeral home revenues accounted for approximately 15.0% of our revenues during the three months ended March 31, 2012 as compared to 14.9% during the same periods last year.

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.

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, day to day costs of managing the business and the cost of caskets.

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.

2012 Developments

Significant business developments for the three months ended March 31, 2012 include the following:

- Effective March 31, 2012, we and the Archdiocese of Detroit terminated an operating agreement where we had been the exclusive operator of three cemeteries in Michigan. All activity occurring after March 31, 2012 is the responsibility of the Archdiocese and we have no remaining obligations under this agreement. Upon termination, we recognized a gain of $1.8 million which is the amount by which payments owed to us from the Archdiocese exceeded the value of the net assets transferred back to the Archdiocese.

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On January 19, 2012, we amended our Credit Agreement. See Liquidity and Capital Resources for further discussion.

Current Market Conditions and Economic Developments

In the third quarter of 2011, the markets took a downturn over fears of a European debt crisis. During the fourth quarter of 2011, there was some improvement in the markets and this improvement continued into the first quarter of 2012. As a result, as of March 31, 2012, the aggregate market value of our investments exceeded their amortized cost in both our merchandise and perpetual care trusts. As of March 31, 2012 the market value of the assets in our merchandise trust exceeded their amortized cost by 0.3%, an improvement from December 31, 2011 when the ratio of market value to the amortized cost of these assets was 97.7%. As of March 31, 2012 and December 31, 2011, the market value of the assets in our perpetual care trust exceeded their amortized cost by 5.2% and 0.7%, respectively.

As of March 31, 2012, the majority of our long-term debt consists of $150.0 million in Senior Notes due in 2017 and $51.1 million of borrowings on our Credit Facility which expires in 2017. We also have an unused line of $78.9 million under our Credit Facility.

The value of pre-need and at-need contracts written has not deteriorated and the aggregate values of contracts written were $61.0 million for the three months ended March 31, 2012 as compared to $56.9 million during the same period last year.

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 as defined in the Credit Agreement described below.

The Profitability Measure is primarily related to the current period value of contracts written, investment income from the merchandise and perpetual care trusts, and current expenses incurred. The revenue recognition rules that we must follow for GAAP purposes is not considered.

We have two primary debt covenants that are dependent upon our financial results, the leverage ratio and the consolidated debt service coverage ratio. The leverage ratio relates to the ratio of consolidated debt to the Profitability Measure. Our leverage ratio was 3.13 at March 31, 2012 as opposed to a maximum allowed ratio of 3.65. The consolidated debt service coverage ratio relates to the ratio of Consolidated EBITDA to Consolidated Debt Service. Our consolidated debt service coverage ratio was 3.54 at March 31, 2012 as opposed to a minimum allowed ratio of 2.50.

Segment Reporting and Related 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.

We chose this level of organization 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.

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 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.

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

The unaudited condensed consolidated financial statements are prepared 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 (see Note 1 to the unaudited condensed consolidated financial statements). Our critical accounting policies are those that are both important to the portrayal of our financial condition and results of operations and require management s most difficult, subjective and complex judgment. These critical accounting policies are discussed in the Management s Discussion and Analysis of Financial Condition and Results of Operations section of our 2011 Form 10-K. There have been no significant changes to our critical accounting policies since the filing of our 2011 Form 10-K.

Results of Operations Segments

Three Months Ended March 31, 2012 Compared to Three Months Ended March 31, 2011

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 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.

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. 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 unaudited condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.

The method of accounting we utilize to analyze our overall results of operations, including segment results, provides for a production based view of our business. Under the production based view, we recognize revenues at their contract value at the point in time in which the contract is written, less a historic cancellation reserve. All related costs are expensed in the period the contract is recognized as revenue. In contrast, GAAP requires that we defer all revenues, and the direct costs associated with these revenues, until we meet certain delivery and performance requirements. The nature of our business is such that there is no meaningful relationship between the time that elapses from the date a contract is executed and the date the underlying merchandise is delivered or the service, delivery and performance requirements are met. Further, certain factors affecting this time period, such as weather and supplier issues, are out of our control. As a result, during a period of growth, operating profits as defined by GAAP will tend to lag behind operating profits on a production based view because of the required deferral of revenues. Our performance based view ignores these delays and presents results based upon the underlying value of contracts written. We believe this is the most reliable indicator of our performance for a given period as the value of contracts written less a historical cancellation reserve reflects the economic value added during a given period of time. Accordingly, the ensuing segment discussion is on a basis of accounting that differs from generally accepted accounting principles. See Note 1 to the consolidated financial statements included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2011 for a more detailed discussion of our accounting policies under GAAP.

Cemetery Operations Southeast

In 2011 we made several acquisitions in our Cemetery Operations Southeast segment. Of these acquisitions, 6 occurred during the third quarter of 2011 and 5 occurred during the fourth quarter of 2011. Therefore, the results of operations for these properties have no impact on the three months ended March 31, 2011, but are included in the three months ended March 31, 2012. These additions are contributing the majority of the increase in revenues and costs and expenses for this segment.

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The table below compares the results of operations for our Cemetery Operations Southeast for the three months ended March 31, 2012 to the same period last year:

	Three months ended March 31,			
	2012	2011	Change ($)	Change (%)
		(in thousands) (non-GAAP)		
Total revenues	$ 30,408	$ 27,103	$ 3,305	12.2%
Total costs and expenses	21,178	18,392	2,786	15.1%
Operating profit	$ 9,230	$ 8,711	$ 519	6.0%

Revenues

Revenues for Cemetery Operations Southeast were $30.4 million for the three months ended March 31, 2012, an increase of $3.3 million, or 12.2%, compared to $27.1 million during the same period last year.

The increase was related to an overall increase in the value of contracts written, with an increase of $1.6 million in the value of pre-need contracts and $0.8 million in the value of at-need contracts. In addition, we had an increase of $0.4 million in income from our trusts.

Total costs and expenses

Total costs and expenses for Cemetery Operations Southeast were $21.2 million for the three months ended March 31, 2012, an increase of $2.8 million, or 15.1%, compared to $18.4 million during the same period last year.

The increase was primarily related to:

A $0.6 million increase in cost of goods sold. This was attributable to the corresponding increase in the value of contracts written.

A $0.6 million increase in selling expenses. This was primarily attributable to an increase of $0.4 million in labor costs and $0.3 million in commission related expenses, offset by a decrease of $0.1 million in advertising costs.

A $0.8 million increase in cemetery expenses. The increase was primarily due to increases of $0.6 million in labor costs, $0.1 million in repair and maintenance costs and $0.1 million in utility and fuel costs.

A $0.6 million increase in general and administrative expense primarily due to increases of $0.4 million in labor costs, $0.1 million in insurance costs and $0.1 million in professional fees.

A $0.2 million increase in depreciation.

Cemetery Operations Northeast

The table below compares the results of operations for our Cemetery Operations Northeast for the three months ended March 31, 2012 to the same period last year:

	Three months ended March 31, 2012	2011	Change ($)	Change (%)
	(in thousands) (non-GAAP)			
Total revenues	$ 15,033	$ 13,931	$ 1,102	7.9%
Total costs and expenses	9,625	9,229	396	4.3%
Operating profit	$ 5,408	$ 4,702	$ 706	15.0%

Revenues

Revenues for Cemetery Operations Northeast were $15.0 million for the three months ended March 31, 2012, an increase of $1.1 million, or 7.9%, compared to $13.9 million during the same period last year.

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The increase was related in part to an overall increase in the value of contracts written, with an increase of $0.7 million in the value of pre-need contracts being offset with a decrease in of $0.3 million in the value of at-need contracts written. In addition, we had an increase of $0.7 million in income from our trusts.

Total costs and expenses

Total costs and expenses for Cemetery Operations Northeast were $9.6 million for the three months ended March 31, 2012, an increase of $0.4 million, or 4.3%, compared to $9.2 million during the same period last year.

The increase was primarily related to:

- A $0.1 million increase in cost of goods sold. This was attributable to the corresponding increase in the value of contracts written.

- A $0.3 million increase in selling expenses. This was primarily attributable to increases of $0.1 million in labor costs, $0.1 million in commission related expenses and $0.1 million in advertising costs.

Cemetery Operations West

In 2011 we made 3 acquisitions in our Cemetery Operations West segment. These acquisitions occurred during the second quarter of 2011. Therefore, the results of operations for these properties have no impact on the three months ended March 31, 2011, but are included in the three months ended March 31, 2012. These additions are contributing an increase of approximately $0.2 million to revenues and $0.2 million to costs and expenses for this segment.

The table below compares the results of operations for our Cemetery Operations West for the three months ended March 31, 2012 to the same period last year:

	Three months ended March 31,			
	2012	2011	Change ($)	Change (%)
	(in thousands) (non-GAAP)			
Total revenues	$ 17,554	$ 18,906	$ (1,352)	-7.2%
Total costs and expenses	11,511	10,986	525	4.8%
Operating profit	$ 6,043	$ 7,920	$ (1,877)	-23.7%

Revenues

Revenues for Cemetery Operations West were $17.6 million for the three months ended March 31, 2012, a decrease of $1.3 million, or 7.2%, compared to $18.9 million during the same period last year.

Almost all of the decrease was driven by a decrease in income from our trusts. There was a small increase in the value of contracts written with an increase of $0.3 million in the value of at-need contracts written being offset by a decrease of $0.2 million in the value of pre-need contracts written.

Total costs and expenses

Total costs and expenses for Cemetery Operations West were $11.5 million for the three months ended March 31, 2012, an increase of $0.5 million, or 4.8%, compared to $11.0 million during the same period last year.

The increase was primarily related to:

A $0.1 million increase in the cost of goods sold.

A $0.3 million increase in selling expense. This was primarily attributable to increases of $0.1 million in commission related expenses and $0.2 million in advertising, telephone and telemarketing costs.

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A $0.1 million increase in general and administrative expenses. The increase was primarily due to increases in insurance costs and general office costs.

Funeral Home Segment

In 2011 we acquired 12 funeral homes. Of these acquisitions, 4 occurred during the second quarter of 2011, 4 occurred during the third quarter of 2011 and 4 occurred during the fourth quarter of 2011. Therefore, the results of operations for these properties have no impact on the three months ended March 31, 2011, but are included in the three months ended March 31, 2012. These additions are contributing just over 90% of the increase to revenues and 80% of the increase to costs and expenses for this segment.

The table below compares the results of operations for our Funeral Home segment for the three months ended March 31, 2012 as compared to the same period last year:

	Three months ended March 31,			
	2012	2011	Change ($)	Change (%)
	(in thousands) (non-GAAP)			
Total revenues	$ 9,273	$ 7,480	$ 1,793	24.0%
Total costs and expenses	7,419	5,706	1,713	30.0%
Operating profit	$ 1,854	$ 1,774	$ 80	4.5%

Revenues

Revenues for the Funeral Home segment were $9.3 million for the three months ended March 31, 2012, an increase of $1.8 million, or 24.0%, compared to $7.5 million during the same period last year.

The increase was primarily attributable to a $0.6 million increase in pre-need revenues, a $0.8 million increase in at-need revenues and a $0.4 million increase in other revenues.

Total costs and expenses

Total costs and expenses for the Funeral Home segment were $7.4 million for the three months ended March 31, 2012, an increase of $1.7 million, or 30.0%, compared to $5.7 million during the same period last year.

The increase was primarily attributable to an increase of $0.9 million in personnel expenses, $0.2 in merchandise costs, $0.2 million in facility costs and $0.1 million in depreciation expense, with the remainder attributable to various increases in general and administrative and other expense categories.

Corporate Segment

Amounts allocated to the Corporate segment include each of the following:

Miscellaneous selling, cemetery and general administrative expenses that are not allocable to other operating segments.

Various home office and other expenses. These expenses equal the total corporate expenses as shown on the face of the income statement.

Certain depreciation and amortization expenses.

Acquisition related costs.

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The table below details expenses incurred by the Corporate segment for the three months ended March 31, 2012 and for the same period last year:

	Three months ended March 31, 2012	2011	Change ($)	Change (%)
	(in thousands) (non-GAAP)			
Selling, cemetery and general and administrative expenses	$ 464	$ 580	$ (116)	-20.0%
Depreciation and amortization	382	995	(613)	-61.6%
Acquisition related costs	331	933	(602)	-64.5%
Corporate expenses				
Corporate personnel expenses	3,148	2,764	384	13.9%
Other corporate expenses	3,455	3,194	261	8.2%
Total corporate overhead	6,603	5,958	645	10.8%
Total corporate expenses	$ 7,780	$ 8,466	$ (686)	-8.1%

Selling, cemetery and general administrative expenses allocated to the Corporate segment were $0.5 million for the three months ended March 31, 2012, a decrease of $0.1 million, or 20.0% compared to $0.6 million during the same period last year.

Total corporate overhead was $6.6 million for the three months ended March 31, 2012, an increase of $0.6 million, or 10.8% compared to $6.0 million during the same period last year. The increase was primarily attributable to an increase of $0.4 million in labor costs, $0.1 million in advertising and $0.1 million in other corporate expenses.

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 not 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 March 31, 2012 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 March 31, 2012 (in thousands)			Three months ended March 31, 2011 (in thousands)				
Revenues	Segment Results (non-GAAP)	Non-segment Results	GAAP Results	Segment Results (non-GAAP)	Non-segment Results	GAAP Results	Change in GAAP results ($)	Change in GAAP results (%)
Pre-need cemetery revenues	$ 29,842	$ (7,096)	$ 22,746	$ 27,820	$ (10,408)	$ 17,412	$ 5,334	30.6%
At-need cemetery revenues	20,432	(1,128)	19,304	19,645	(2,328)	17,317	1,987	11.5%
Investment income from trusts	9,864	(4,383)	5,481	10,290	(5,521)	4,769	712	14.9%
Interest income	1,938		1,938	1,543		1,543	395	25.6%
Funeral home revenues	9,273	(336)	8,937	7,480	(148)	7,332	1,605	21.9%
Other cemetery revenues	919	262	1,181	644	214	858	323	37.6%
Total revenues	72,268	(12,681)	59,587	67,422	(18,191)	49,231	10,356	21.0%
Costs and expenses								
Cost of goods sold	7,631	(1,211)	6,420	6,872	(1,879)	4,993	1,427	28.6%
Cemetery expense	12,792		12,792	12,086		12,086	706	5.8%
Selling expense	13,834	(2,047)	11,787	12,748	(3,204)	9,544	2,243	23.5%
General and administrative expense	7,193		7,193	6,427		6,427	766	11.9%
Corporate overhead	6,603		6,603	5,958		5,958	645	10.8%
Depreciation and amortization	2,330		2,330	2,446		2,446	(116)	-4.7%
Funeral home expense	6,799	(43)	6,756	5,309		5,309	1,447	27.3%
Acquisition related costs	331		331	933		933	(602)	-64.5%
Total costs and expenses	57,513	(3,301)	54,212	52,779	(5,083)	47,696	6,516	13.7%
Operating profit	$ 14,755	$ (9,380)	$ 5,375	$ 14,643	$ (13,108)	$ 1,535	$ 3,840	250.2%

Revenues

Pre-need cemetery revenues were $22.7 million for the three months ended March 31, 2012, an increase of $5.3 million, or 30.6%, as compared to $17.4 million during the same period last year. The increase was primarily caused by an increase of $2.0 million in the value of cemetery contracts written and a decrease of $3.3 million in deferred revenue.

At-need cemetery revenues were $19.3 million for the three months ended March 31, 2012, an increase of $2.0 million, or 11.5%, as compared to $17.3 million during the same period last year. The increase was primarily caused by an increase of $0.8 million in the value of cemetery contracts written and a decrease of $1.2 million in deferred revenue.

The majority of the increase in the value of pre-need and at-need contracts was driven by our Cemetery Operations - Southeast segment where we acquired 6 cemeteries during the third quarter of 2011 and 5 cemeteries during the fourth quarter of 2011. Therefore, the results of operations for these cemeteries are included in the three months ended March 31, 2012, but have no impact on the three months ended March 31, 2011.

Investment income from trusts was $5.5 million for the three months ended March 31, 2012, an increase of $0.7 million, or 14.9%, as compared to $4.8 million during the same period last year. On a segment basis, we had a decrease of $0.4 million, which was offset by an adjustment of $1.1 million related to funds for which we have met the requirements that allow us to recognize them as revenue.

Interest income on accounts receivable was $1.9 million for the three months ended March 31, 2012, an increase of $0.4 million, or 25.6%, as compared to $1.5 million during the same period last year.

Revenues for the Funeral Home segment were $8.9 million for the three months ended March 31, 2012, an increase of $1.6 million, or 21.9%, compared to $7.3 million during the same period last year. The majority of the increase was driven by the 12 funeral homes we acquired subsequent to the first quarter of 2011, and was primarily attributable to a $0.6 million increase in at-need revenues, a $0.5 million increase in pre-need revenues and a $0.5 million increase in other revenues.

Other cemetery revenues were $1.2 million for the three months ended March 31, 2012, an increase of $0.3 million, or 37.6%, as compared to $0.9 million during the same period last year.

Costs and Expenses

Cost of goods sold were $6.4 million during the three months ended March 31, 2012, an increase of $1.4 million, or 28.6%, as compared to $5.0 million during the same period last year. The ratio of cost of goods sold to pre-need and at-need cemetery revenues increased to 15.3% during the three months ended March 31, 2012 as compared to 14.4% during the same period last year. The change in the ratio primarily relates to changes in product mix.

Cemetery expenses were $12.8 million during the three months ended March 31, 2012, an increase of $0.7 million, or 5.8%, compared to $12.1 million during the same period last year. The major components of the overall expense increase were

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$0.6 million in labor costs and $0.1 million in repairs and maintenance expenditures. 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. Changes in this ratio give an indication of our ability to manage and control our operating costs relative to our overall cemetery operations. An increase in the ratio indicates that expense increases related to the operation and maintenance of our cemetery properties exceeded increases in the value of contracts written, while a decrease in the ratio indicates that expense growth did not exceed increases in the value of contracts written. In the short-term, this ratio can be positively or negatively impacted by our acquisitions, including such factors as how long it takes us to fully implement our pre-need sales programs and whether there are any unanticipated costs. Over the long-term, we would expect this ratio to slightly decline as many of the expenses in this category are fixed in nature. The ratio of cemetery expenses to segment level pre-need and at-need cemetery revenues was 25.4% during the three months ended March 31, 2012 as compared to 25.5% during the same period last year.

Selling expenses were $11.8 million during the three months ended March 31, 2012, an increase of $2.3 million, or 23.5%, as compared to $9.5 million during the same period last year. The major components of the overall expense increase were $0.5 million in commissions, $0.5 million in salaries and benefits, $0.1 million in telephone and telemarketing costs and a reduction in deferred selling expenses of $1.2 million. The ratio of selling expenses to cemetery revenues was 28.0% during the three months ended March 31, 2012 as compared to 27.5% during the same period last year. This ratio gives some indication of how effectively the money we invest in selling efforts is translating into sales. However, the majority of our selling expenses are sales commissions and bonuses which are based on a percentage of the value of actual contracts written. As a result, we would expect this ratio to remain fairly consistent.

General and administrative expenses were $7.2 million during the three months ended March 31, 2012, an increase of $0.8 million, or 11.9%, compared to $6.4 million during the same period last year. The majority of the increase was primarily due to an increase of $0.5 million in labor costs, $0.2 million in insurance costs, and $0.1 professional fees, general office supplies and other miscellaneous expenses. 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. Changes in this ratio give an indication of our ability to manage and control our general and administrative costs relative to our overall cemetery operations. An increase in the ratio indicates that general and administrative percentage expense increases related to our cemetery properties exceeded percent increases in the value of contracts written, while a decrease in the ratio indicates that expense growth on a percentage basis did not exceed percentage increases in the value of contracts written. In the short-term, this ratio can be positively or negatively impacted by our acquisitions, including such factors as how long it takes us to fully implement our pre-need sales programs and whether there are any unanticipated costs. Over the long-term, we would expect this ratio to slightly decrease as many of the expenses in this category are fixed in nature. The ratio of general and administrative expenses to segment level pre-need and at-need cemetery revenues was 14.3% during the three months ended March 31, 2012 compared to 13.5% during the same period last year.

Total corporate overhead was $6.6 million for the three months ended March 31, 2012, an increase of $0.6 million, or 10.8% compared to $6.0 million during the same period last year. The increase was primarily attributable to an increase of $0.4 million in labor costs, $0.1 million in advertising and $0.1 million in other corporate expenses.

Depreciation and amortization was $2.3 million during the three months ended March 31, 2012, a decrease of $0.1 million, or 4.7%, as compared to $2.4 million during the period last year. The decrease was primarily due to reduced amortization of debt financing fees.

Funeral home expenses were $6.8 million for the three months ended March 31, 2012, an increase of $1.5 million, or 27.3%, compared to $5.3 million during the same period last year. The increase was primarily attributable to an increase of $0.9 million in personnel expenses, $0.2 in merchandise costs and $0.2 million in facility costs, with the remainder attributable to various increases in general and administrative and other expense categories.

Acquisition related costs were $0.3 million for the three months ended March 31, 2012, a decrease of $0.6 million, or 64.5%, as compared to $0.9 million during the same period last year. These costs will vary from period to period depending on the amount of acquisition activity that takes place.

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.

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The table below summarizes these items and the changes between the three months ended March 31, 2012 and 2011:

	Three months ended March 31, 2012	2011	Change ($) (in thousands) (non-GAAP)	Change (%)
Expenses related to refinancing	$	$ 453	$ (453)	n/a
Gain on termination of operating agreement	1,820		1,820	n/a
Early extinguishment of debt		4,010	(4,010)	n/a
Interest expense	4,966	5,090	(124)	-2.4%
Income tax expense (benefit)	$ 199	$ (804)	$ 1,003	-124.8%

During the three months ended March 31, 2011, we incurred $0.5 million of expenses when we amended our credit facilities in January of 2011 and incurred an early extinguishment of debt charge of $4.0 million related to a one-time make-whole premium we paid in connection with the early repayment of our $35.0 million in Class B and Class C Senior Secured Notes.

During the three months ended March 31, 2012, we recognized a gain of $1.8 million related to the termination of an operating agreement.

Interest expense has decreased slightly during the three months ended March 31, 2012 as compared to the same period last year. This decrease is caused by a change in our debt mix and reduced interest rates. Average amounts outstanding under our credit facility were $48.0 million and $14.9 million at March 31, 2012 and 2011, respectively. However, amendments that we made to our credit facility in 2011 and January of 2012 have reduced our interest rate and the rate was approximately 2.7 basis points lower during the three months ended March 31, 2012 as opposed to the same period last year. In addition, we had $35.0 million of Senior Secured Notes which bore interest at 12.5% outstanding at the beginning of 2011. The Senior Secured Notes were repaid in February of 2011.

Income tax expense was $0.2 million for the three months ended March 31, 2012, as compared to a benefit of $0.8 million during the same period last year. Our effective tax rate differs from our statutory tax rate primarily because our legal entity structure includes different tax filing entities, including a significant number of partnerships that are not subject to paying tax.

Supplemental data

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

	Three months ended March 31, 2012	Three months ended March 31, 2011
Operating Data:		
Interments performed	11,801	11,684
Interment rights sold:		
Lots	6,230	5,905
Mausoleum crypts (including pre-construction)	577	608
Niches	274	262
Total interment rights sold	7,081	6,775
Number of contracts written	24,406	23,987
Aggregate contract amount, in thousands (excluding interest)	$ 61,025	$ 56,903
Average amount per contract (excluding interest)	$ 2,500	$ 2,372
Number of pre-need contracts written	11,586	11,562

Aggregate pre-need contract amount, in thousands (excluding interest)	$	38,687	$	35,411
Average amount per pre-need contract (excluding interest)	$	3,339	$	3,063
Number of at-need contracts written		12,820		12,425
Aggregate at-need contract amount, in thousands	$	22,338	$	21,492
Average amount per at-need contract	$	1,742	$	1,730

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, make routine maintenance capital improvements and pay distributions. 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 facility, 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 perpetual care trusts and the timing and amount of collections on our pre-need installment contracts.

Long-term Debt

10.25% Senior Notes due 2017

We have outstanding $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. We 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. The Senior Notes mature on December 1, 2017.

Credit Facility

On January 19, 2012, we entered into the Third Amended and Restated Credit Agreement (the Credit Agreement). The terms of the Credit Agreement are substantially the same as the terms of the prior agreement which was amended numerous times prior to entering into the Credit Agreement. Capitalized terms which are not defined in the following description shall have the meaning assigned to such terms in the Credit Agreement.

The Credit Agreement provides for a total revolving credit facility of $130.0 million (the Credit Facility). Previously, the agreement had an Acquisition Credit Facility and a Revolving Credit Facility with different borrowing limits. The proceeds of the Credit Facility may be used to finance working capital requirements, Permitted Acquisitions and the purchase and construction of mausoleums. The maturity date of the Credit Facility is January 19, 2017.

At March 31, 2012, amounts outstanding under the Credit Facility bear interest at a rate of 3.8%. Amounts borrowed may be either Base Rate Loans or Eurodollar Rate Loans and amounts repaid or prepaid during the term may be reborrowed. Depending on the type of loan, borrowings bear interest at the Base Rate or Eurodollar Rate, plus applicable margins ranging from 1.25% to 2.75% and 2.25% to 3.75%, respectively, depending on our Consolidated Leverage Ratio. The Base Rate is the highest of the Prime Rate, the Federal Funds Rate plus 0.50%, or the Eurodollar Rate plus 1.0%. The Eurodollar rate is the British Bankers Association LIBOR Rate.

The Credit Agreement requires us to pay an unused Commitment Fee, which is calculated based on the amount by which the commitments under the Credit Agreement exceed the usage of such commitments. The Commitment Fee under the New Credit Agreement ranges from 0.375% to 0.75% depending on our Consolidated Leverage Ratio.

The Credit Agreement 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 revenues could cause us to breach certain financial covenants. Any such breach could allow the Lenders to accelerate our debt which would have a material adverse effect on our business, financial condition or results of operations. As of March 31, 2012 we were in compliance with all applicable financial covenants.

Amounts outstanding under our credit facility fluctuated during the three months ended March 31, 2012 and 2011. At the beginning of 2012, we had $43.8 million outstanding on our credit facilities. These amounts were combined into one facility in January of 2012. We borrowed an additional $7.3 million during the first quarter of 2012 and have outstanding borrowings of $51.1 million on our credit facility at March 31, 2012. At the beginning of 2011, we had $33.5 million outstanding on our credit facilities which we repaid in February of 2011. We did not have any additional borrowings on our credit facilities from this point through the end of our first quarter ended March 31, 2011. The average amounts borrowed under our credit facilities were $48.0 million and $14.9 million for the three months ended March 31, 2012 and 2011, respectively.

For a more detailed description of the Company s long-term debt agreements, see the Company s 2011 Form 10-K.

Cash Flow from Operating Activities

Cash flows provided by operating activities were $8.2 million during the three months ended March 31, 2012, an increase of $7.6 million compared to cash provided by operating activities of $0.6 million during the same period last year. The increase is primarily due to a decrease in cash used for payables of $3.8 million, a decrease in interest paid of $0.8 million and a decrease in acquisition related costs of $0.6 million, combined with increased cash flows of $1.5 million from our accounts receivable.

Cash Flow from Investing Activities

Net cash used in investing activities was $3.8 million during the three months ended March 31, 2012 as compared to $4.2 million during the same period last year. Cash flows used for investing activities during the three months ended March 31, 2012 were $1.7 million paid upon the execution of a revised operating agreement and $2.1 million for other capital expenditures. Cash flows used for investing activities during the three months ended March 31, 2011 were $1.7 million for the acquisition of three cemetery properties and $2.5 million for other capital expenditures.

Cash Flow from Financing Activities

Cash flows used in financing activities were $7.7 million during the three months ended March 31, 2012 as compared to cash provided by financing activities of $23.5 million during the same period last year. Cash flows used in financing activities for the three months ended March 31, 2012 were cash distributions to unit holders of $11.8 million and financing costs related to our amended credit facility of $2.0 million, offset by net borrowings of $6.1 million. Cash flows provided by financing activities for the three months ended March 31, 2011 were $103.6 million of proceeds from our public offering and contribution from our general partner of $2.2 million offset by net repayments of long-term debt of $69.0 million, cash distributions to unit holders of $9.3 million and the payment of a $4.0 million make-whole premium related to the pay-off of $35.0 million in Senior Secured Notes.

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 March 31,	
	2012	2011
	(in thousands)	
Maintenance capital expenditures	$ 898	$ 1,759
Expansion capital expenditures	2,869	2,406
Total capital expenditures	$ 3,767	$ 4,165

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

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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 are 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

Our fixed-income securities subject to market risk consist primarily of investments in our merchandise trusts and perpetual care trusts. As of March 31, 2012, the fair value of fixed-income securities in our merchandise trusts represented 3.2% of the fair value of total trust assets while the fair value of fixed-income securities in our perpetual care trusts represented 8.9% of the fair value of total trust assets. The aggregate quoted fair value of these fixed-income securities was $11.2 million and $23.9 million in merchandise trusts and perpetual care trusts, respectively, as of March 31, 2012. Each 1% change in interest rates on these fixed-income securities would result in changes of approximately $112,000 and $239,000 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.

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 March 31, 2012, the fair value of money market and short-term investments in our merchandise trusts represented 9.4% of the fair value of total trust assets while the fair value of money market and short-term investments in our perpetual care trusts represented 9.3% of the fair value of total trust assets. The aggregate quoted fair value of these money market and short-term investments was $33.3 million and $24.9 million in merchandise trusts and perpetual care trusts, respectively, as of March 31, 2012. Each 1% change in interest rates on these money market and short-term investments would result in changes of approximately $333,000 and $249,000 in the fair market value of the assets in our merchandise trusts and perpetual care trusts, respectively, based on discounted expected future cash flows.

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 March 31, 2012, the fair value of marketable individual equity securities in our merchandise trusts represented 21.1% of the fair value of total trust assets while the fair value of marketable individual equity securities in our perpetual care trusts represented 18.4% of total trust assets. The aggregate quoted fair market value of these marketable individual equity securities was $75.0 million and $49.2 million in merchandise trusts and perpetual care trusts, respectively, as of March 31, 2012, based on final quoted sales prices. Each 10% change in the average market prices of the individual equity securities would result in a change of approximately $7.5 million and $4.9 million in the fair market value of securities held in merchandise trusts and perpetual care trusts, respectively. As of March 31, 2012, the fair value of marketable closed and open ended mutual funds in our merchandise trusts represented 62.1% of the fair value of total trust assets while the fair value of closed and open ended mutual funds in our perpetual care trusts represented 63.2% of total trust assets. The aggregate quoted fair market value of these closed and open ended mutual funds was $220.6 million and $169.1 million in merchandise trusts and perpetual care trusts, respectively, as of March 31, 2012, based on final quoted sales prices. Each 10% change in the average market prices of the closed and open ended mutual funds would result in a change of approximately $22.1 million and $16.9 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.

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.

Debt Instruments

Our Credit Facility bears interest at a floating rate, based on LIBOR, which is adjusted quarterly. This subjects us to increases in interest expense resulting from movements in interest rates. As of March 31, 2012, we had $51.1 million of borrowings outstanding under our Credit Facility. After borrowings, our unused line of credit under the Credit Facility is $78.9 million. The interest rate on amounts outstanding under the Credit Facility was approximately 3.8% at March 31, 2012.

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.

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Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during our fiscal quarter ended March 31, 2012 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 are parties to legal proceedings that have arisen in the ordinary course of business. We do not expect these matters to have a material adverse effect on our consolidated financial position, results of operations or cash flows. We carry insurance with coverage and coverage limits that we believe to be customary in the funeral home and cemetery industries. Although there can be no assurance that such insurance will be sufficient to protect us against all contingencies, we believe 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 risk factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, 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, 2011 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, 2011 and in other reports filed with the SEC.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

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Item 6. Exhibits

Exhibit Number	Description
10.1	Third Amended and Restated Credit Agreement, dated January 19, 2012, among StoneMor Operating LLC, each of its Subsidiaries, StoneMor GP LLC, StoneMor Partners L.P., the Lenders party thereto and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer (incorporated by reference to Exhibit 10.1 to the Registrant s Current Report on Form 8-K filed on January 24, 2012).
10.2	Confirmation and Amendment Agreement, dated January 19, 2012, among StoneMor Operating LLC, each of its Subsidiaries, StoneMor GP LLC, StoneMor Partners L.P. and Bank of America, N.A., as Collateral Agent (incorporated by reference to Exhibit 10.2 to the Registrant s Current Report on Form 8-K filed on January 24, 2012).
31.1	Certification pursuant to Exchange Act Rule 13a-14(a) of Lawrence Miller, Chief Executive Officer, President and Chairman of the Board of Directors.
31.2	Certification pursuant to Exchange Act Rule 13a-14(a) of Timothy K. Yost, Chief Financial Officer and Secretary.
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350) and Exchange Act Rule 13a-14(b) of Lawrence Miller, Chief Executive Officer, President and Chairman of the Board of Directors (furnished herewith).
32.2	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350) and Exchange Act Rule 13a-14(b) of Timothy K. Yost, Chief Financial Officer and Secretary (furnished herewith).
101	Attached as Exhibit 101 to this report are the following Interactive Data Files formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets as of March 31, 2012, and December 31, 2011; (ii) Condensed Consolidated Statements of Operations for the three months ended March 31, 2012 and 2011; (iii) Condensed Consolidated Statement of Partners Capital; (iv) Condensed Consolidated Statement of Cash Flows for the three months ended March 31, 2012 and 2011; and (v) Notes to the Condensed Consolidated Financial Statements. Users of this data are advised pursuant to Rule 401 of Regulation S-T that the information contained in the XBRL documents is unaudited and these are not the official publicly filed financial statements of StoneMor Partners, L.P.

Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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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
May 9, 2012	/s/ Lawrence Miller Lawrence Miller Chief Executive Officer, President and Chairman of the Board of Directors (Principal Executive Officer)
May 9, 2012	/s/ Timothy K. Yost Timothy K. Yost Chief Financial Officer and Secretary (Principal Financial Officer)

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Exhibit Index

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10.2	Confirmation and Amendment Agreement, dated January 19, 2012, among StoneMor Operating LLC, each of its Subsidiaries, StoneMor GP LLC, StoneMor Partners L.P. and Bank of America, N.A., as Collateral Agent (incorporated by reference to Exhibit 10.2 to the Registrant s Current Report on Form 8-K filed on January 24, 2012).
31.1	Certification pursuant to Exchange Act Rule 13a-14(a) of Lawrence Miller, Chief Executive Officer, President and Chairman of the Board of Directors.
31.2	Certification pursuant to Exchange Act Rule 13a-14(a) of Timothy K. Yost, Chief Financial Officer and Secretary.
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350) and Exchange Act Rule 13a-14(b) of Lawrence Miller, Chief Executive Officer, President and Chairman of the Board of Directors (furnished herewith).
32.2	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350) and Exchange Act Rule 13a-14(b) of Timothy K. Yost, Chief Financial Officer and Secretary (furnished herewith).
101	Attached as Exhibit 101 to this report are the following Interactive Data Files formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets as of March 31, 2012, and December 31, 2011; (ii) Condensed Consolidated Statements of Operations for the three months ended March 31, 2012 and 2011; (iii) Condensed Consolidated Statement of Partners Capital; (iv) Condensed Consolidated Statement of Cash Flows for the three months ended March 31, 2012 and 2011; and (v) Notes to the Condensed Consolidated Financial Statements. Users of this data are advised pursuant to Rule 401 of Regulation S-T that the information contained in the XBRL documents is unaudited and these are not the official publicly filed financial statements of StoneMor Partners, L.P.

Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.