

**BEFORE THE ARKANSAS CEMETERY BOARD
CASE NO. C-13-0151**

IN THE MATTER OF:

**REST HILLS MEMORIAL PARK;
NORTH LITTLE ROCK, ARKANSAS**

ORDER NO. C-13-0151-13-OR01

ORDER APPROVING APPLICATION FOR TRANSFER OF OWNERSHIP

The Arkansas Cemetery Board ("Board") held its quarterly meeting on November 13, 2013, pursuant to Ark. Code Ann. § 20-17-1005 and Rule 5 of the Rules of the Arkansas Cemetery Board. Among the matters considered was an application for transfer of ownership from Stewart Enterprises, Inc. ("Seller"), the parent company that indirectly owns and operates Rest Hills Memorial Park, to Service Corporation International ("Purchaser"). Upon consideration of the testimony of the witnesses, the exhibits, and all other matters presented, the Board hereby finds and concludes:

FINDINGS OF FACT

1. Rest Hills Memorial Park is a perpetual care cemetery located in North Little Rock, Arkansas and is owned and operated by Rest Hills Memorial Park, Inc. Rest Hills Memorial Park is licensed by the Board as a perpetual care cemetery as defined by the Cemetery Act for Perpetually Maintained Cemeteries, Ark. Code Ann. §§ 20-17-1001 through 20-17-1029 ("Act").

2. On May 31, 2013, the Seller and Purchaser submitted an application to the Board proposing a change in the controlling interest of Rest Hills Memorial Park, Inc. The original application has since been supplemented to include

documents and information requested by the Staff of the Arkansas Securities Department (“Staff”).

3. Pursuant to a merger agreement, Stewart Enterprises, Inc. proposes to become the wholly-owned subsidiary of Service Corporation International (the “merger”). Service Corporation International will then indirectly own a controlling interest in Rest Hills Memorial Park.

4. The Seller and Purchaser have submitted all documents and information required for a transfer of ownership of a perpetual care cemetery, pursuant to Ark. Code Ann. §§ 20-17-1012(b)(2)(A)—(M) and Rule 12 of the Rules of the Arkansas Cemetery Board and meet all statutory and regulatory requirements necessary for approval of the proposed transfer of ownership.

CONCLUSIONS OF LAW

5. Ark. Code Ann. § 20-17-1012(b)(1)(A) states that when a change is proposed in the controlling interest or ownership of a perpetual care cemetery or any cemetery company, the cemetery that holds the current permit and the individual or organization proposing to obtain ownership or gain control of the cemetery shall file an application for the issuance of a new permit.

6. An application for transfer of ownership of a perpetual care cemetery must contain certain specified fees, documents, statements, and accountings. Ark. Code Ann. § 20-17-1012(b)(2) and Rule 12 of the Rules of the Arkansas Cemetery Board.

7. If the Board finds that the seller and purchaser have complied with the Act and the Rules of the Arkansas Cemetery Board, the Board shall order the

issuance of a new permit to the purchaser. Rule 12.07 of the Rules of the Arkansas Cemetery Board.

ORDER

IT IS HEREBY ORDERED that the transfer of ownership application for Rest Hills Memorial Park be approved conditionally. This approval is conditioned upon approval before the next quarterly meeting of the Board by any other governing body of the Purchaser or Seller, including the Federal Trade Commission that may have the authority to approve the merger with no material change in fact from the application presented by the Purchaser or Seller. The Staff is authorized to issue a new permit to the Purchasers for the operation of Rest Hills Memorial Park under the name of Rest Hills Memorial Park, Inc. Rest Hills Memorial Park, Inc. is ordered to record the permit with the Pulaski County Clerk's office, and mail a copy to the Arkansas Department of Health.

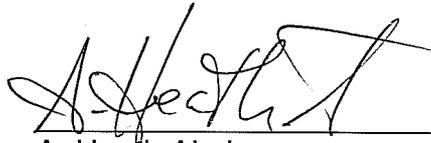
IT IS SO ORDERED.

Dated this 4th day of December, 2013.

ARKANSAS CEMETERY BOARD



G. William "Bill" Booker, II
Chairperson



A. Heath Abshure
Secretary