

CARRIAGE SERVICES INC

Form 10-Q

May 06, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

**(Mark One)**

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

**For the quarterly period ended March 31, 2011**

**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: 1-11961**

**CARRIAGE SERVICES, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of incorporation or  
organization)

**76-0423828**

(I.R.S. Employer Identification No.)

**3040 Post Oak Boulevard, Suite 300, Houston, TX**

(Address of principal executive offices)

**77056**

(Zip Code)

**Registrant's telephone number, including area code: (713) 332-8400**

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated  
filer

Accelerated filer

Non-accelerated filer   
(Do not check if a 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

The number of shares of the registrant's Common Stock, \$.01 par value per share, outstanding as of May 4, 2011 was 18,366,351.



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**CARRIAGE SERVICES, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share data)

|   | <b>December<br/>31,<br/>2010</b> | <b>March 31,<br/>2011<br/>(unaudited)</b> |
|---|----------------------------------|---|
| <b>ASSETS</b>   |                                  |   |
| Current assets:   |                                  |   |
| Cash and cash equivalents   | \$ 1,279                         | \$ 2,265                                  |
| Accounts receivable, net of allowance for bad debts of \$979 in 2010 and \$961 in 2011                  | 15,587                           | 15,213                                    |
| Inventories and other current assets  | 10,828                           | 10,850                                    |
| Total current assets  | 27,694                           | 28,328                                    |
| Preneed cemetery trust investments  | 79,691                           | 85,120                                    |
| Preneed funeral trust investments   | 81,143                           | 80,816                                    |
| Preneed receivables, net of allowance for bad debts of \$1,236 in 2010 and \$1,207 in 2011              | 24,099                           | 23,639                                    |
| Receivables from preneed funeral trusts   | 21,866                           | 21,815                                    |
| Property, plant and equipment, net of accumulated depreciation of \$71,700 in 2010 and \$73,078 in 2011 | 128,472                          | 127,998                                   |
| Cemetery property   | 71,128                           | 71,139                                    |
| Goodwill  | 183,324                          | 183,322                                   |
| Deferred charges and other non-current assets   | 7,860                            | 8,353                                     |
| Cemetery perpetual care trust investments   | 45,735                           | 46,458                                    |
| Total assets  | \$ 671,012                       | \$ 676,988                                |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>  |                                  |   |
| Current liabilities:  |                                  |   |
| Current portion of senior long-term debt and capital lease obligations                                  | \$ 563                           | \$ 574                                    |
| Accounts payable and other liabilities  | 9,700                            | 10,433                                    |
| Accrued liabilities   | 14,896                           | 11,376                                    |
| Total current liabilities   | 25,159                           | 22,383                                    |
| Senior long-term debt, net of current portion   | 132,416                          | 131,668                                   |
| Convertible junior subordinated debentures due in 2029 to an affiliate                                  | 92,858                           | 92,830                                    |
| Obligations under capital leases, net of current portion  | 4,289                            | 4,253                                     |
| Deferred preneed cemetery revenue   | 50,125                           | 50,375                                    |
| Deferred preneed funeral revenue  | 39,517                           | 39,671                                    |
| Deferred preneed cemetery receipts held in trust  | 79,691                           | 85,120                                    |
| Deferred preneed funeral receipts held in trust   | 81,143                           | 80,816                                    |
| Care trusts corpus  | 45,941                           | 46,364                                    |

|  |            |            |
|--|------------|------------|
| Total liabilities  | 551,139    | 553,480    |
| Commitments and contingencies  |            |            |
| Redeemable preferred stock   | 200        | 200        |
| Stockholders' equity:  |            |            |
| Common Stock, \$.01 par value; 80,000,000 shares authorized; 21,311,000 and 21,489,000 shares issued at December 31, 2010 and March 31, 2011, respectively | 213        | 215        |
| Additional paid-in capital   | 200,987    | 201,357    |
| Accumulated deficit  | (70,951)   | (67,669)   |
| Treasury stock, at cost; 3,153,000 and 3,154,000 shares at December 31, 2010 and March 31, 2011, respectively  | (10,576)   | (10,595)   |
| Total stockholders' equity   | 119,673    | 123,308    |
| Total liabilities and stockholders' equity   | \$ 671,012 | \$ 676,988 |

The accompanying condensed notes are an integral part of these Consolidated Financial Statements.

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**CARRIAGE SERVICES, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(unaudited and in thousands, except per share data)

|   | <b>For the three months<br/>ended March 31,</b> |             |
|---|---|-------------|
|   | <b>2010</b>                                     | <b>2011</b> |
| Revenues:   |   |             |
| Funeral   | \$ 36,090                                       | \$ 39,108   |
| Cemetery  | 10,757  | 11,750      |
|   | 46,847  | 50,858      |
| Field costs and expenses:                           |   |             |
| Funeral   | 22,335  | 24,466      |
| Cemetery  | 7,279   | 7,116       |
| Depreciation and amortization                       | 2,107   | 2,145       |
| Regional and unallocated funeral and cemetery costs | 1,609   | 2,009       |
|   | 33,330  | 35,736      |
| Gross profit  | 13,517  | 15,122      |
| Corporate costs and expenses:                       |   |             |
| General and administrative costs and expenses       | 4,157   | 4,821       |
| Home office depreciation and amortization           | 362   | 253         |
|   | 4,519   | 5,074       |
| Operating income                                    | 8,998   | 10,048      |
| Interest expense                                    | (4,554)   | (4,554)     |
| Interest income and other, net                      | 218   | 29          |
| Total interest and other                            | (4,336)   | (4,525)     |
| Income before income taxes                          | 4,662   | 5,523       |
| Provision for income taxes                          | (1,888)   | (2,237)     |
| Net income  | 2,774   | 3,286       |
| Preferred stock dividend                            | 4   | 4           |
| Net income available to common stockholders         | \$ 2,770  | \$ 3,282    |
| Basic earnings per common share:                    | \$ 0.16   | \$ 0.18     |



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|   |         |         |
|---|---------|---------|
| Diluted earnings per common share:  | \$ 0.16 | \$ 0.18 |
| Weighted average number of common and common equivalent shares outstanding: |         |         |
| Basic   | 17,379  | 18,230  |
| Diluted   | 17,600  | 18,268  |

The accompanying condensed notes are an integral part of these Consolidated Financial Statements.

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**CARRIAGE SERVICES, INC**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(unaudited and in thousands)**

|   | <b>For the three months ended March</b> |             |
|---|---|-------------|
|   | <b>31,</b>                              |             |
|   | <b>2010</b>                             | <b>2011</b> |
| Cash flows from operating activities:   |   |             |
| Net income  | \$ 2,774                                | \$ 3,286    |
| Adjustments to reconcile net income to net cash provided by operating activities: |   |             |
| Depreciation and amortization   | 2,469                                   | 2,398       |
| Amortization of deferred financing costs  | 180                                     | 183         |
| Provision for losses on accounts receivable                                       | 1,109                                   | 647         |
| Stock-based compensation expense  | 544                                     | 445         |
| Deferred income taxes   | 1,676                                   | 2,232       |
| Other   | (217)                                   | (27)        |
| Changes in operating assets and liabilities that provided (required) cash:        |   |             |
| Accounts and preneed receivables  | (908)                                   | 349         |
| Inventories and other current assets  | (215)                                   | (19)        |
| Deferred charges and other  |   | (38)        |
| Preneed funeral and cemetery trust investments                                    | (1,161)                                 | 1,904       |
| Accounts payable and accrued liabilities  | (5,032)                                 | (5,886)     |
| Deferred preneed funeral and cemetery revenue                                     | 541                                     | 296         |
| Deferred preneed funeral and cemetery receipts held in trust                      | 1,164                                   | (2,186)     |
| Net cash provided by operating activities   | 2,924                                   | 3,584       |
| Cash flows from investing activities:   |   |             |
| Capital expenditures  | (1,902)                                 | (1,907)     |
| Net cash used in investing activities   | (1,902)                                 | (1,907)     |
| Cash flows from financing activities:   |   |             |
| Payments against the bank credit facility   |   | (600)       |
| Payments on senior long-term debt and obligations under capital leases            | (110)                                   | (173)       |
| Proceeds from the exercise of stock options and employee stock purchase plan      | 87                                      | 105         |
| Purchase of convertible junior subordinated debentures                            |   | (19)        |
| Dividend on redeemable preferred stock  | (4)                                     | (4)         |
| Other financing costs   | (43)                                    |             |
| Net cash used in financing activities   | (70)                                    | (691)       |
| Net increase in cash and cash equivalents   | 952                                     | 986         |
| Cash and cash equivalents at beginning of period                                  | 3,616                                   | 1,279       |
| Cash and cash equivalents at end of period  | \$ 4,568                                | \$ 2,265    |

The accompanying condensed notes are an integral part of these Consolidated Financial Statements.

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**CARRIAGE SERVICES, INC.**  
**CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(unaudited)**

**1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*The Company*

Carriage Services, Inc. ( Carriage or the Company ) is a leading provider of deathcare services and merchandise in the United States. As of March 31, 2011, the Company owned and operated 147 funeral homes in 25 states and 33 cemeteries in 12 states.

*Principles of Consolidation*

The accompanying Consolidated Financial Statements include the Company and its subsidiaries. All significant intercompany balances and transactions have been eliminated.

*Interim Condensed Disclosures*

The information for the three month periods ended March 31, 2010 and 2011 is unaudited, but in the opinion of management, reflects all adjustments which are normal, recurring and necessary for a fair presentation of financial position and results of operations as of and for the interim periods presented. Certain information and footnote disclosures, normally included in annual financial statements, have been condensed or omitted. The accompanying Consolidated Financial Statements have been prepared consistent with the accounting policies described in our Annual Report on Form 10-K for the year ended December 31, 2010 and should be read in conjunction therewith.

*Cash and Cash Equivalents*

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

*Use of Estimates*

The preparation of the Consolidated Financial Statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an on-going basis, we evaluate our estimates and judgments, including those related to revenue recognition, realization of accounts receivable, goodwill, intangible assets, property and equipment and deferred tax assets. We base our estimates on historical experience, third party data and assumptions that we believe to be reasonable under the circumstances. The results of these considerations form the basis for making judgments about the amount and timing of revenues and expenses, the carrying value of assets and the recorded amounts of liabilities. Actual results may differ from these estimates and such estimates may change if the underlying conditions or assumptions change. Historical performance should not be viewed as indicative of future performance, as there can be no assurance the margins, operating income and net earnings as a percentage of revenues will be consistent from year to year.

*Business Combinations*

We recognize the assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree at the acquisition date, measured at the fair values as of that date. Goodwill is measured as a residual of the fair values at acquisition date. Acquisition related costs are recognized separately from the acquisition and are expensed as incurred. To the extent that information not available to us at the closing date subsequently becomes available during the allocation period, we may adjust goodwill, assets, or liabilities associated with the acquisition.

The Company did not acquire any businesses during the first quarters of 2010 and 2011. See Note 17 to the Consolidated Financial Statements herein for information on acquisitions subsequent to March 31, 2011.

*Stock Plans and Stock-Based Compensation*

The Company has stock-based employee and director compensation plans in the form of restricted stock, performance units, stock options and employee stock purchase plans, which are described in more detail in Note 17 to the Consolidated Financial Statements in our Form 10-K for the year ended December 31, 2010. The Company recognizes compensation expense in an amount equal to the fair value of the share-based awards issued over the period of vesting. Fair value is determined on the date of the grant. The fair value of options or awards containing options is determined using the Black-Scholes valuation model. See

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Note 12 to the Consolidated Financial Statements herein for additional information on the Company's stock-based compensation plans.

*Computation of Earnings Per Common Share*

Basic earnings per share are computed using the weighted average number of common shares outstanding during the period. Diluted earnings per share are computed using the weighted average number of common and dilutive common equivalent shares outstanding during the period. Dilutive common equivalent shares consist of stock options.

Share-based awards that contain nonforfeitable rights to dividends or dividend equivalents, whether paid or unpaid, are recognized as participating securities and included in the computation of both basic and diluted earnings per share. Our grants of restricted stock awards to our employees and directors are considered participating securities and we have prepared our earnings per share calculations to include outstanding unvested restricted stock awards in both the basic and diluted weighted average shares outstanding calculation. For the three month periods ended March 31, 2010 and 2011, the calculations for basic and diluted earnings per share are presented in Exhibit 11.1 to this Form 10-Q.

*Preneed Funeral and Cemetery Trust Funds*

The Company's preneed and perpetual care trust funds are reported in accordance with the principles of consolidating Variable Interest Entities (VIEs). In the case of preneed trusts, the customers are the legal beneficiaries. In the case of perpetual care trusts, the Company does not have a right to access the corpus in the perpetual care trusts. For these reasons, the Company has recognized financial interests of third parties in the trust funds in our financial statements as *Deferred preneed funeral and cemetery receipts held in trust* and *Care trusts' corpus*. The investments of such trust funds are classified as available-for-sale and are reported at fair market value; therefore, the unrealized gains and losses, as well as accumulated and undistributed income and realized gains and losses are recorded to *Deferred preneed funeral and cemetery receipts held in trust* and *Care trusts' corpus* in the Company's Consolidated Balance Sheets. The Company's future obligations to deliver merchandise and services are reported at estimated settlement amounts. Preneed funeral and cemetery trust investments are reduced by the trust investment earnings that we have been allowed to withdraw in certain states prior to maturity. These earnings, along with preneed contract collections not required to be placed in trust, are recorded in *Deferred preneed funeral revenue* and *Deferred preneed cemetery revenue* until the service is performed or the merchandise is delivered.

A noncontrolling interest in a subsidiary, which is sometimes referred to as an unconsolidated investment, is an ownership interest in the consolidated entity reported as a component of stockholder's equity in the Consolidated Financial Statements. Consolidated net income is reported at amounts that include the amounts attributable to both the parent and the noncontrolling interest. The disclosure, on the face of the Consolidated Statements of Operations, is of the amounts of consolidated net income attributable to the parent and to the noncontrolling interest. The Company currently does not have a noncontrolling interest in a subsidiary to be reported.

In accordance with respective state laws, the Company is required to deposit a specified amount into perpetual and memorial care trust funds for each interment/entombment right and memorial sold. Income from the trust funds is distributed to Carriage and used to provide care and maintenance for the cemeteries and mausoleums. Such trust fund income is recognized as revenue when realized by the trust and distributable to the Company. The Company is restricted from withdrawing any of the principal balances of these funds.

An enterprise is required to perform an analysis to determine whether the enterprise's variable interest(s) give it a controlling financial interest in a VIE. This analysis identifies the primary beneficiary of a VIE as the enterprise that has both the power to direct the activities of a VIE that most significantly impact the entity's economic performance and the obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE. Our analysis continues to support our position as the primary beneficiary in certain of our Funeral and Cemetery trust funds.

*Fair Value Measurements*

We define fair value as the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). We disclose the extent to which fair value is used to measure financial assets and liabilities, the inputs utilized in calculating valuation measurements, and the effect of the measurement of significant unobservable inputs on earnings, or changes in net assets, as of the

measurement date. Additional required disclosures are provided in Note 9 to the Consolidated Financial Statements. We have not elected to measure any additional financial instruments and certain other items at fair value that are not currently required to be measured at fair value.

To determine the fair value of assets and liabilities in an environment where the volume and level of activity for the asset or liability have significantly decreased, the exit price is used as the fair value measurement. We did not incur significant decreases in the volume or level of activity of any asset or liability. The Company considers an impairment of debt and equity securities

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other-than-temporary unless (a) the investor has the intent to hold an investment and (b) evidence indicating the cost of the investment is recoverable before the Company is more likely than not required to sell the investment. If impairment is indicated, then an adjustment will be made to reduce the carrying amount to fair value. As of March 31, 2011, no impairment has been identified.

The fair value disclosures regarding transfers in and out of Levels 1 and 2 and the gross presentation of purchases, sales, issuances and settlements in the Level 3 reconciliation of the three-tier fair value hierarchy are presented herein in Note 9 to the Consolidated Financial Statements. The Company currently does not have any assets that have fair values determined by Level 3 inputs and no liabilities measured at fair value.

In the ordinary course of business, we are typically exposed to a variety of market risks. Currently, these are primarily related to changes in fair market values related to outstanding debts and changes in the values of securities associated with the preneed and perpetual care trusts. Management is actively involved in monitoring exposure to market risk and developing and utilizing appropriate risk management techniques when appropriate and when available for a reasonable price. The 7<sup>7</sup>/<sub>8</sub>% Senior Notes were issued to the public at par and are carried at a cost of \$130 million. At March 31, 2011, these securities were typically trading at a price of approximately \$102.50, indicating a fair market value of approximately \$133 million. The convertible junior subordinated debentures, payable to Carriage Services Capital Trust, pay interest at the fixed rate of 7% and are carried on our Consolidated Balance Sheets at a cost of approximately \$92.8 million. The fair value of these securities is estimated to be approximately \$67 million at March 31, 2011 based on available broker quotes of the corresponding preferred securities issued by the Trust.

*Income Taxes*

The Company and its subsidiaries file a consolidated U.S. Federal income tax return and separate state income tax returns in the states in which we operate. We record deferred taxes for temporary differences between the tax basis and financial reporting basis of assets and liabilities. The Company records a valuation allowance to reflect the estimated amount of deferred tax assets for which realization is uncertain. Management reviews the valuation allowance at the end of each quarter and makes adjustments if it is determined that it is more likely than not that the tax benefits will be realized.

The Company analyzes tax benefits for uncertain tax positions and how they are to be recognized, measured, and derecognized in financial statements; provides certain disclosures of uncertain tax matters; and specifies how reserves for uncertain tax positions should be classified on the Consolidated Balance Sheets. The Company has reviewed its income tax positions and identified certain tax deductions, primarily related to business acquisitions that are not certain. Our policy with respect to potential penalties and interest is to record them as Other expense and Interest expense, respectively. The entire balance of unrecognized tax benefits, if recognized, would affect the Company's effective tax rate. The Company does not anticipate a significant increase or decrease in its unrecognized tax benefits during the next twelve months.

**2. RECENTLY ISSUED ACCOUNTING STANDARDS***Allowance for Credit Losses of Financing Receivables*

In July 2010, new guidance was issued which increased the disclosure requirements about the credit quality of financing receivables and the allowance for credit losses. The intent of the disclosure is to provide additional information about the nature of credit risks inherent in our financing receivables, how credit risk is analyzed and assessed when determining the allowance for credit losses, and the reasons for the change in the allowance for credit losses. The disclosures related to period-end information were required for annual reporting periods ending after December 15, 2010, and thus effective for the Company at December 31, 2010. Disclosures of activity that occurs during the reporting period are required for interim periods beginning after December 15, 2010, and thus effective for the Company for the period beginning January 1, 2011. The additional required disclosures are provided in Note 5 to the Consolidated Financial Statements.

*Goodwill Impairment Testing*

In December 2010, new guidance was issued as to when to perform Step 2 of the goodwill impairment test for reporting units with zero or negative carrying amounts. The guidance modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform

Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist. The qualitative factors are consistent with the existing guidance and examples, which require that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. The guidance is effective for fiscal years beginning after December 15, 2010, and thus effective for the Company for the period beginning January 1, 2011. Our goodwill impairment testing is described in more detail in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2010.

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In December 2010, new guidance was issued for disclosing supplementary pro forma information for business combinations that are material on an individual or aggregate basis. The guidance specifies that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The guidance also expands the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. This guidance is effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010, and thus effective for the Company for the period beginning January 1, 2011. The adoption of this accounting standard update will apply to future material business combinations and is not expected to have a material impact on our Consolidated Financial Statements.

**3. GOODWILL**

Many of the acquired funeral homes, former owners and staff have provided high quality service to families for generations. The resulting loyalty often represents a substantial portion of the value of a funeral business. The excess of the purchase price over the fair value of net identifiable assets acquired and liabilities assumed, as determined by management in business acquisition transactions accounted for as purchases, is recorded as goodwill. The following table presents the changes in goodwill in the accompanying Consolidated Balance Sheet (in thousands):

|                               | <b>March 31,<br/>2011</b> |
|-------------------------------|---------------------------|
| Goodwill at beginning of year | \$ 183,324                |
| Acquisitions                  |                           |
| Changes in previous estimates | (2)                       |
| Goodwill at end of period     | \$ 183,322                |

Changes in previous estimates are related to adjustments to inventory in 2010 acquisitions.

**4. PRENEED TRUST INVESTMENTS***Preneed Cemetery Trust Investments*

Preneed cemetery trust investments represent trust fund assets that the Company will withdraw when the merchandise or services are provided. The components of Preneed cemetery trust investments in our Consolidated Balance Sheets at December 31, 2010 and March 31, 2011 are as follows (in thousands):

|   | <b>December<br/>31,<br/>2010</b> | <b>March 31,<br/>2011</b> |
|---|----------------------------------|---------------------------|
| Preneed cemetery trust investments        | \$ 81,771                        | \$ 87,346                 |
| Less: allowance for contract cancellation | (2,080)                          | (2,226)                   |
|   | \$ 79,691                        | \$ 85,120                 |

Upon cancellation of a preneed cemetery contract, a customer is generally entitled to receive a refund of the corpus and some or all of the earnings held in trust. In certain jurisdictions, the Company is obligated to fund any shortfall if the amounts deposited by the customer exceed the funds in trust, including some or all investment income. As a result, when realized or unrealized losses of a trust result in the trust being under-funded, the Company assesses whether it is responsible for replenishing the corpus of the trust, in which case a loss provision would be recorded.

The cost and fair market values associated with preneed cemetery trust investments at March 31, 2011 are detailed below (in thousands). The Company determines whether or not the assets in the preneed cemetery trusts have an

other-than-temporary impairment on a security-by-security basis. This assessment is made based upon a number of criteria, including the length of time a security has been in a loss position, changes in market conditions and concerns related to the specific issuer. If a loss is considered to be other-than-temporary, the cost basis of the security is adjusted downward to its fair market value. Any reduction in the cost basis of the investment due to an other-than-temporary impairment is likewise recorded as a reduction in Deferred preneed cemetery receipts held in trust. There will be no impact on earnings unless and until such time that asset is withdrawn from the trust in accordance with state regulations at an amount that is less than its original basis.

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|   | <b>Cost</b> | <b>Unrealized<br/>Gains</b> | <b>Unrealized<br/>Losses</b> | <b>Fair<br/>Market<br/>Value</b> |
|---|-------------|-----------------------------|------------------------------|----------------------------------|
| Cash and money market accounts            | \$ 2,774    | \$                          | \$                           | \$ 2,774                         |
| Fixed income securities:                  |             |                             |                              |                                  |
| Corporate debt                            | 31,336      | 4,156                       | (205)                        | 35,287                           |
| Other                                     | 2           |                             |                              | 2                                |
| Common stock                              | 36,433      | 8,912                       | (813)                        | 44,532                           |
| Mutual funds:                             |             |                             |                              |                                  |
| Equity                                    | 3,632       | 289                         |                              | 3,921                            |
| Trust securities                          | \$ 74,177   | \$ 13,357                   | \$ (1,018)                   | \$ 86,516                        |
| Accrued investment income                 | \$ 830      |                             |                              | \$ 830                           |
| Preneed cemetery trust investments        |             |                             |                              | \$ 87,346                        |
| Fair market value as a percentage of cost |             |                             |                              | 117.8%                           |

The estimated maturities of the fixed income securities included above are as follows (in thousands):

|                          |           |
|--------------------------|-----------|
| Due in one year or less  | \$        |
| Due in one to five years | 3,189     |
| Due in five to ten years | 7,791     |
| Thereafter               | 24,309    |
|                          | \$ 35,289 |

Preneed cemetery trust investment security transactions recorded in Interest income and other, net in the Consolidated Statements of Operations (unaudited) for the three months ended March 31, 2010 and 2011 are as follows (in thousands):

|  | <b>For the three months<br/>ended March 31,</b> |             |
|--|---|-------------|
|  | <b>2010</b>                                     | <b>2011</b> |
| Investment income  | \$ 823  | \$ 899      |
| Realized gains   | 168   | 3,156       |
| Realized losses  | (10)  | (71)        |
| Expenses and taxes   | (123)   | (182)       |
| Increase in deferred preneed cemetery receipts held in trust | (858)   | (3,802)     |
|  | \$  | \$          |

Purchases and sales of investments in the preneed cemetery trusts were as follows (in thousands):

|           | <b>For the three months<br/>ended March 31,</b> |             |
|-----------|---|-------------|
|           | <b>2010</b>                                     | <b>2011</b> |
| Purchases | \$(1,500)                                       | \$(12,690)  |
| Sales     | 1,499   | 12,807      |

*Preneed Funeral Trust Investments*

Preneed funeral trust investments represent trust fund assets that the Company expects to withdraw when the services and merchandise are provided. Preneed funeral contracts are secured by funds paid by the customer to the Company. Preneed funeral trust investments are reduced by the trust earnings the Company has been allowed to withdraw prior to performance by the Company and amounts received from customers that are not required to be deposited into trust, pursuant to various state laws. The components of Preneed funeral trust investments in our Consolidated Balance Sheets at December 31, 2010 and March 31, 2011 are as follows (in thousands):

|   | <b>December<br/>31,<br/>2010</b> | <b>March 31,<br/>2011</b> |
|---|----------------------------------|---------------------------|
| Preneed funeral trust investments         | \$ 83,324                        | \$ 83,027                 |
| Less: allowance for contract cancellation | (2,181)                          | (2,211)                   |
|   | <b>\$ 81,143</b>                 | <b>\$ 80,816</b>          |

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Upon cancellation of a preneed funeral contract, a customer is generally entitled to receive a refund of the corpus and some or all of the earnings held in trust. In certain jurisdictions, the Company is obligated to fund any shortfall if the amounts deposited by the customer exceed the funds in trust, including some or all investment income. As a result, when realized or unrealized losses of a trust result in the trust being under-funded, the Company assesses whether it is responsible for replenishing the corpus of the trust, in which case a loss provision would be recorded.

The cost and fair market values associated with preneed funeral trust investments at March 31, 2011 are detailed below (in thousands). The Company determines whether or not the assets in the preneed funeral trusts have an other-than-temporary impairment on a security-by-security basis. This assessment is made based upon a number of criteria including the length of time a security has been in a loss position, changes in market conditions and concerns related to the specific issuer. If a loss is considered to be other-than-temporary, the cost basis of the security is adjusted downward to its fair market value. Any reduction in the cost basis of the investment due to an other-than-temporary impairment is likewise recorded as a reduction to Deferred preneed funeral receipts held in trust. There will be no impact on earnings unless and until such time that this asset is withdrawn from the trust in accordance with state regulations at an amount that is less than its original basis.

|   | <b>Cost</b> | <b>Unrealized<br/>Gains</b> | <b>Unrealized<br/>Losses</b> | <b>Fair<br/>Market<br/>Value</b> |
|---|-------------|-----------------------------|------------------------------|----------------------------------|
| Cash and money market accounts            | \$ 11,950   | \$                          | \$                           | \$ 11,950                        |
| Fixed income securities:                  |             |                             |                              |                                  |
| U.S. Treasury debt                        | 5,456       | 91                          | (43)                         | 5,504                            |
| Mortgage backed securities                | 694         | 24                          |                              | 718                              |
| Corporate debt                            | 21,250      | 3,690                       | (63)                         | 24,877                           |
| Common stock                              | 22,031      | 5,669                       | (552)                        | 27,148                           |
| Mutual funds:                             |             |                             |                              |                                  |
| Equity                                    | 9,193       | 206                         | (216)                        | 9,183                            |
| Fixed income                              | 3,118       |                             | (32)                         | 3,086                            |
| Trust securities                          | \$ 73,692   | \$ 9,680                    | \$ (906)                     | \$ 82,466                        |
| Accrued investment income                 | \$ 561      |                             |                              | \$ 561                           |
| Preneed funeral trust investments         |             |                             |                              | \$ 83,027                        |
| Fair market value as a percentage of cost |             |                             |                              | 112.7%                           |

The estimated maturities of the fixed income securities included above are as follows (in thousands):

|                          |           |
|--------------------------|-----------|
| Due in one year or less  | \$ 1,752  |
| Due in one to five years | 5,981     |
| Due in five to ten years | 5,240     |
| Thereafter               | 18,126    |
|                          | \$ 31,099 |

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Preneed funeral trust investment security transactions recorded in Interest income and other, net in the Consolidated Statements of Operations (unaudited) for the three months ended March 31, 2010 and 2011 are as follows (in thousands):

|   | <b>For the three months<br/>ended March 31,</b> |             |
|---|---|-------------|
|   | <b>2010</b>                                     | <b>2011</b> |
| Investment income   | \$ 764  | \$ 781      |
| Realized gains  | 338   | 3,324       |
| Realized losses   | (67)  | (113)       |
| Expenses and taxes  | (185)   | (254)       |
| Increase in deferred preneed funeral receipts held in trust | (850)   | (3,738)     |
|   | \$  | \$          |

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Purchases and sales of investments in the preneed funeral trusts were as follows (in thousands):

|           | <b>For the three months<br/>ended March 31,</b> |             |
|-----------|---|-------------|
|           | <b>2010</b>                                     | <b>2011</b> |
| Purchases | \$(2,146)                                       | \$(17,251)  |
| Sales     | 2,760   | 17,311      |

**5. PRENEED CEMETERY RECEIVABLES**

Preneed sales of cemetery interment rights are usually financed through interest-bearing installment sales contracts, generally with terms of up to five years with such interest earnings reflected as *Preneed Cemetery Finance Charges*. In substantially all cases, we receive an initial down payment at the time the contract is signed. The interest rates generally range between 9.5% and 12%. Occasionally, we have offered zero percent interest financing to promote sales for limited-time offers. Preneed sales of cemetery interment rights are generally recorded as revenue when 10% of the contract amount related to the interment right has been collected. For the three months ending March 31, 2011, 88% of sales of interment rights were recognized in the current period. Merchandise and services may similarly be sold on an installment basis, but revenue is recorded only when delivery has occurred. For all contracts, receivables are recorded at cost and finance charges are recorded upon receipt of payment. At March 31, 2011, the balance of preneed receivables for cemetery interment rights and for merchandise and services was \$17.6 million and \$9.9 million, respectively.

The Company determines an allowance for bad debts on contracts in which revenue has been recognized on sales of cemetery interment rights. A provision for bad debts is recorded at the date that the contract is executed based on historical experience and periodically adjusted thereafter based upon actual collection experience at the business level. For the three month period ending March 31, 2011, the change to the allowance for bad debts was as follows (in thousands):

|                   | <b>March 31,<br/>2011</b> |
|-------------------|---------------------------|
| Beginning balance | \$ 1,498                  |
| Provision         | (44)                      |
| Ending balance    | \$ 1,454                  |

The aging of past due financing receivables as of March 31, 2011 is as follows (in thousands):

|                    | 31-60<br>Past Due | 61-90<br>Past Due | 91-120<br>Past Due | >120<br>Past Due | Total Past<br>Due | Current  | Total<br>Financing<br>Receivables |
|--------------------|-------------------|-------------------|--------------------|------------------|-------------------|----------|-----------------------------------|
| Recognized revenue | \$701             | \$333             | \$192              | \$330            | \$1,556           | \$17,072 | \$ 18,628                         |
| Deferred revenue   | 295               | 140               | 75                 | 145              | 655               | 8,220    | 8,875                             |
| Total contracts    | \$996             | \$473             | \$267              | \$475            | \$2,211           | \$25,292 | \$ 27,503                         |

**6. RECEIVABLES FROM PRENEED FUNERAL TRUSTS**

The receivables from preneed funeral trusts represent assets in trusts which are controlled and operated by third parties in which the Company does not have a controlling financial interest (less than 50%) in the trust assets. The Company accounts for these investments at cost (in thousands).

**March 31,**

|   | <b>December<br/>31,<br/>2010</b> | <b>2011</b>      |
|---|----------------------------------|------------------|
| Preneed funeral trust funds               | \$ 22,542                        | \$ 22,489        |
| Less: allowance for contract cancellation | (676)                            | (674)            |
|   | <b>\$ 21,866</b>                 | <b>\$ 21,815</b> |

## **7. CONTRACTS SECURED BY INSURANCE**

Certain preneed funeral contracts are secured by life insurance contracts. Generally, the proceeds of the life insurance policies have been assigned to the Company and will be paid upon the death of the insured. The proceeds will be used to satisfy the beneficiary's obligations under the preneed contract for services and merchandise. Preneed funeral contracts secured by insurance totaled \$205.0 million and \$208.0 million at December 31, 2010 and March 31, 2011, respectively, and are not included in the Company's Consolidated Balance Sheets.

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Cemetery Care trusts corpus on the Consolidated Balance Sheets represent the corpus of those trusts plus undistributed income. The components of Cemetery Care trusts corpus as of December 31, 2010 and March 31, 2011 are as follows (in thousands):

|  | <b>December<br/>31,<br/>2010</b> | <b>March 31,<br/>2011</b> |
|--|----------------------------------|---------------------------|
| Trust assets, at fair value              | \$ 45,735                        | \$ 46,458                 |
| Pending withdrawals of income from trust |                                  | (94)                      |
| Obligations due to trust                 | 206                              |                           |
| Care trusts corpus                       | \$ 45,941                        | \$ 46,364                 |

The Company is required by various state laws to pay a portion of the proceeds from the sale of cemetery property interment rights into perpetual care trust funds. The following table reflects the cost and fair market values associated with the trust investments held in perpetual care trust funds at March 31, 2011 (in thousands). The Company determines whether or not the assets in the cemetery perpetual care trusts have an other-than-temporary impairment on a security-by-security basis. This assessment is made based upon a number of criteria, including the length of time a security has been in a loss position, changes in market conditions and concerns related to the specific issuer. If a loss is considered to be other-than-temporary, the cost basis of the security is adjusted downward to its fair market value. Any reduction in the cost basis due to an other-than-temporary impairment is also recorded as a reduction to Care trusts corpus.

|   | <b>Cost</b> | <b>Unrealized<br/>Gains</b> | <b>Unrealized<br/>Losses</b> | <b>Fair<br/>Market<br/>Value</b> |
|---|-------------|-----------------------------|------------------------------|----------------------------------|
| Cash and money market accounts            | \$ 959      | \$                          | \$                           | \$ 959                           |
| Fixed income securities:                  |             |                             |                              |                                  |
| Corporate debt                            | 21,844      | 2,858                       | (112)                        | 24,590                           |
| Common stock                              | 17,339      | 3,438                       | (474)                        | 20,303                           |
| Mutual funds:                             |             |                             |                              |                                  |
| Equity                                    | 35          |                             | (10)                         | 25                               |
| Trust securities                          | \$ 40,177   | \$ 6,296                    | \$ (596)                     | \$ 45,877                        |
| Accrued investment income                 | \$ 581      |                             |                              | \$ 581                           |
| Cemetery perpetual care trust investments |             |                             |                              | \$ 46,458                        |
| Fair market value as a percentage of cost |             |                             |                              | 115.6%                           |

The estimated maturities of the fixed income securities included above are as follows (in thousands):

|                          |       |
|--------------------------|-------|
| Due in one year or less  | \$    |
| Due in one to five years | 2,717 |

|                          |           |
|--------------------------|-----------|
| Due in five to ten years | 6,110     |
| Thereafter               | 15,763    |
|                          | \$ 24,590 |

Perpetual care trust investment security transactions recorded in Interest income and other, net in the Consolidated Statements of Operations (unaudited) for the three months ended March 31, 2010 and 2011 are as follows (in thousands):

|                                 | <b>For the three months<br/>ended March 31,</b> |             |
|---------------------------------|---|-------------|
|                                 | <b>2010</b>                                     | <b>2011</b> |
| Undistributable realized gains  | \$ 237  | \$ 2,249    |
| Undistributable realized losses | (16)  | (97)        |
| Increase in Care trusts corpus  | (221)   | (2,152)     |
|                                 | \$  | \$          |

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Perpetual care trust investment security transactions recorded in Cemetery revenue for the three months ended March 31, 2010 and 2011 are as follows (in thousands):

|                   | <b>For the three months<br/>ended March 31,</b> |                 |
|-------------------|---|-----------------|
|                   | <b>2010</b>                                     | <b>2011</b>     |
| Investment income | \$ 630  | \$ 579          |
| Realized gains    | 360   | 821             |
| Expenses          | (21)  |                 |
| <b>Total</b>      | <b>\$ 969</b>                                   | <b>\$ 1,400</b> |

Purchases and sales of investments in the perpetual care trusts were as follows (in thousands):

|           | <b>For the three months<br/>ended March 31,</b> |             |
|-----------|---|-------------|
|           | <b>2010</b>                                     | <b>2011</b> |
| Purchases | \$(3,646)                                       | \$(9,107)   |
| Sales     | 4,993   | 7,961       |

**9. FAIR VALUE MEASUREMENTS**

Fair value is defined as the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date applicable for items that are recognized or disclosed at fair value in the financial statements on a recurring basis. We disclose the extent to which fair value is used to measure financial assets and liabilities, the inputs utilized in calculating valuation measurements, and the effect of the measurement of significant unobservable inputs on earnings, or changes in net assets, as of the measurement date.

The Company evaluated its financial assets and liabilities for those financial assets and liabilities that met the criteria of the disclosure requirements and fair value framework. The Company identified investments in fixed income securities, common stock and mutual funds presented within the preneed and perpetual trust investments categories on the Consolidated Balance Sheets as having met such criteria. The following three-level valuation hierarchy based upon the transparency of inputs is utilized in the measurement and valuation of financial assets or liabilities as of the measurement date:

Level 1 Fair value of securities based on unadjusted quoted prices for identical assets or liabilities in active markets. Our investments classified as Level 1 securities include common stock, U.S. Treasury debt and mutual funds;

Level 2 Fair value of securities estimated based on quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs other than quoted market prices that are observable or that can be corroborated by observable market data by correlation. These inputs include interest rates, yield curves, credit risk, prepayment speeds, rating and tax-exempt status. Our investments classified as Level 2 securities include mortgage-backed fixed income securities and corporate debt; and

Level 3 Unobservable inputs based upon the reporting entity's internally developed assumptions which market participants would use in pricing the asset or liability. As of March 31, 2011, the Company did not have any assets that had fair values determined by Level 3 inputs and no liabilities measured at fair value.

The Company accounts for its investments as available-for-sale and measures them at fair value under standards of financial accounting and reporting for investments in equity instruments that have readily determinable fair values and for all investments in debt securities.



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The table below presents information about our assets measured at fair value on a recurring basis and summarizes the fair value hierarchy of the valuation techniques utilized by us to determine the fair values as of March 31, 2011 (in thousands). Certain fixed income and other securities are reported at fair value using Level 2 inputs. For these securities, the Company uses pricing services and dealer quotes. As of March 31, 2011, the Company did not have any liabilities measured at fair value.

|                            | Quoted Prices<br>in<br>Active<br>Markets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | March<br>31,<br>2011 |
|----------------------------|---|---|--|----------------------|
| Assets:                    |   |   |  |                      |
| Fixed income securities:   |   |   |  |                      |
| U.S. Treasury debt         | \$ 5,505  | \$  | \$   | \$ 5,505             |
| Mortgage-backed securities |   | 721   |  | 721                  |
| Corporate debt             |   | 84,755  |  | 84,755               |
| Common stock               | 91,982  |   |  | 91,982               |
| Mutual funds:              |   |   |  |                      |
| Equity                     | 13,127  |   |  | 13,127               |
| Fixed income               | 3,086   |   |  | 3,086                |
| Total Assets               | \$ 113,700  | \$ 85,476   | \$   | \$ 199,176           |

There were no significant transfers between Levels 1 and 2 for the three months ended March 31, 2011.

**10. LONG-TERM DEBT**

The Company has outstanding a principal amount of \$130 million of 7<sup>7</sup>/<sub>8</sub>% unsecured Senior Notes, due in 2015, with interest payable semi-annually. The Company also has a senior secured revolving credit facility (the credit facility) for which borrowings bear interest at prime or LIBOR options with the current LIBOR option set at LIBOR plus 350 basis points and is collateralized by all personal property and by funeral home real property in certain states. The credit facility was undrawn at March 31, 2011, except for letters of credit of \$0.1 million. Interest is payable quarterly. The credit facility matures in November 2012.

Carriage, the parent entity, has no material assets or operations independent of its subsidiaries. All assets and operations are held and conducted by subsidiaries, each of which (except for Carriage Services Capital Trust, which is a single purpose entity that holds our 7% debentures issued in connection with the issuance of the Trust's term income deferrable equity securities (TIDES) 7% convertible preferred securities) have fully and unconditionally guaranteed the Company's obligations under the 7<sup>7</sup>/<sub>8</sub>% Senior Notes. Additionally, the Company does not currently have any significant restrictions on its ability to receive dividends or loans from any subsidiary guarantor under the 7<sup>7</sup>/<sub>8</sub>% Senior Notes. In March 2011, the Company repurchased 550 shares of these TIDES for approximately \$19,000 and recorded a gain of \$7,500. The Company converted these preferred shares at the current conversion rate of 2.4465 into shares of common stock equal to 1,345 shares. Immediately upon the exchange, these common shares were cancelled and are held in Treasury. At March 31, 2011 the convertible junior subordinated debentures are carried on our Consolidated Balance Sheets at a cost of approximately \$92.8 million.

The Company was in compliance with the covenants contained in the credit facility and the Senior Notes as of March 31, 2010 and 2011.

**11. COMMITMENTS AND CONTINGENCIES***Litigation*

We are a party to various litigation matters and proceedings. For each of our outstanding legal matters, we evaluate the merits of the case, our exposure to the matter, possible legal or settlement strategies, and the likelihood of an unfavorable outcome. We intend to defend ourselves in the lawsuits described herein; however, if we determine that an unfavorable outcome is probable and can be reasonably estimated, we establish the necessary accruals. We hold certain insurance policies that may reduce cash outflows with respect to an adverse outcome of certain of these litigation matters.

*Leathermon, et al. v. Grandview Memorial Gardens, Inc., et al.*, United States District Court, Southern District of Indiana, Case No. 4:07-cv-137. On August 17, 2007, five plaintiffs filed a putative class action against the current and past owners of Grandview Cemetery in Madison, Indiana including the Carriage subsidiaries that owned the cemetery from January 1997 until February 2001 on behalf of all individuals who purchased cemetery and burial goods and services at Grandview Cemetery. Plaintiffs claim that the cemetery owners performed burials negligently, breached Plaintiffs' contracts, and made misrepresentations regarding the cemetery. The Plaintiffs also allege that the claims occurred prior, during and after the Company owned the cemetery. On October 15, 2007, the case was removed from Jefferson County Circuit Court, Indiana to the Southern District of Indiana. On April 24, 2009, shortly before Defendants had been scheduled to file their briefs in opposition to Plaintiffs' motion for class certification, Plaintiffs moved to amend their complaint to add new class representatives and claims,

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while also seeking to abandon other claims. The Company, as well as several other Defendants, opposed Plaintiffs motion to amend their complaint and add parties. In April 2009, two Defendants moved to disqualify Plaintiffs counsel from further representing Plaintiffs in this action. On March 31, 2010, the Court granted the Defendants motion to disqualify Plaintiffs counsel. In that order, the Court gave Plaintiffs sixty (60) days within which to retain new counsel. In addition, all discovery has been stayed and all pending motions including Plaintiffs motion for leave to file an amended complaint and Plaintiffs motion for class certification were dismissed without prejudice to re-file with leave of Court upon retention of new counsel. On May 6, 2010, Plaintiffs filed a petition for writ of mandamus with the Seventh Circuit Court of Appeals seeking relief from the trial court's order of disqualification of counsel. On May 19, 2010, the Defendants responded to the petition of mandamus. On July 8, 2010, the Seventh Circuit denied Plaintiffs petition for writ of mandamus. Thus, pursuant to the trial court's order, Plaintiffs were given sixty (60) days from July 8, 2010 in which to retain new counsel to prosecute this action on their behalf. Plaintiffs retained new counsel and the trial court granted the newly retained Plaintiffs counsel ninety (90) days to review the case and advise the Court whether or not Plaintiffs would seek leave to amend their complaint to add and/or change the allegations as are currently stated therein and whether or not they would seek leave to amend the proposed class representatives for class certification. Plaintiffs moved for leave to amend both the class representatives and the allegations stated within the complaint. Defendants filed oppositions to such amendments and are awaiting the Court's ruling on these motions. Carriage intends to defend this action vigorously. Because the lawsuit is in its preliminary stages, we are unable to evaluate the likelihood of an unfavorable outcome to the Company or to estimate the amount or range of any potential loss, if any, at this time.

*Kendall v. Carriage Funeral Holdings, Inc., et al.*, Indiana Circuit Court, Jefferson County, Indiana, Case No. 39C01-0707-CT-386 (filed July 27, 2007). In this individual action, Plaintiffs allege improper handling of remains and/or improper burial practices by Vail-Holt Funeral Home in Madison, Indiana and/or Grandview Memorial Gardens, Inc. Carriage has denied these allegations because these burials all occurred before Carriage owned Grandview Cemetery and Vail-Holt Funeral Home. Carriage has moved to dismiss Plaintiffs claims with respect to the funeral home because, among other reasons, Carriage purchased only Vail-Holt's assets under an asset purchase agreement and did not assume its liabilities. Carriage has also moved to dismiss certain claims with respect to Grandview Cemetery because Plaintiffs released Grandview Cemetery from contractual liability pursuant to an exculpatory clause. On May 3, 2010, the Court entered an order relieving Carriage from any liability and dismissing all of Plaintiffs funeral home claims against Carriage in the *Kendall v. Carriage Funeral Holdings, Inc.* matter. The Court has not yet ruled on the remaining cemetery allegations against Carriage in the *Kendall* matter which are the subject of its motion. The Company intends to defend this action vigorously. Pending the Court's ruling, we are unable to evaluate the likelihood of an unfavorable outcome to the Company or to estimate the amount or range of any potential loss, if any, at this time.

**12. STOCK-BASED COMPENSATION***Stock Options and Employee Stock Purchase Plan*

On February 28, 2011, a total of 207,549 stock options were awarded to officers and certain employees. These options will vest in 33<sup>1</sup>/<sub>3</sub>% increments over a three year period and will expire on February 28, 2021. The value of these stock options is approximately \$0.5 million. The fair value of the option grants are estimated on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions: risk-free interest rates of 1.25%; expected dividend yield of 0% for each year; expected termination rate of 3.16%; expected lives of 3 years; and expected volatility of 60.09%. As of March 31, 2011, 418,950 stock options are not vested. The Company had \$0.8 million of total unrecognized compensation costs related to unvested stock options as of March 31, 2011, which are expected to be recognized over a weighted average period of approximately 2.5 years.

For the first quarter of 2011, employees purchased a total of 21,598 shares of common stock through the employee stock purchase plan ( ESPP ) at a weighted average price of \$4.11 per share. The Company recorded pre-tax stock-based compensation expense for the ESPP and for stock options totaling \$58,000 and \$77,000 for the three months ended March 31, 2010 and 2011, respectively.

The fair value of the right (option) to purchase shares under the ESPP is estimated on the date of grant associated with the four quarterly purchase dates using the following assumptions:

|                         | <b>2010</b>                | <b>2011</b>                |
|-------------------------|----------------------------|----------------------------|
| Dividend yield          | 0%                         | 0%                         |
| Expected volatility     | 70%                        | 29%                        |
| Risk-free interest rate | 0.08%, 0.18%, 0.31%, 0.45% | 0.15%, 0.19%, 0.24%, 0.29% |
| Expected life (years)   | .25, .50, .75, 1           | .25, .50, .75, 1           |

Expected volatilities are based on the historical volatility during the previous twelve months of the underlying common stock. The risk-free rate for the quarterly purchase periods is based on the U.S. Treasury yields in effect at the time of grant (January 1). The expected life of the ESPP grants represents the calendar quarters from the grant date (January 1) to the purchase date (end of each quarter).



**Table of Contents***Common Stock Grants*

The Company, from time to time, issues shares of restricted common stock to certain officers, directors and key employees of the Company from its stock benefit plans. The restricted stock issued to officers and key employees vest in either 25% or 33<sup>1</sup>/<sub>3</sub>% increments over four or three year periods, respectively. The Company granted 206,051 shares of restricted stock to certain officers and employees during the first quarter of 2011 which vest in 33<sup>1</sup>/<sub>3</sub>% increments over three years. Related to the vesting of restricted stock awards previously awarded to our officers and employees, the Company recorded \$337,000 and \$382,000 in pre-tax compensation expense, which is included in general, administrative and other expenses, for the three months ended March 31, 2010 and 2011, respectively.

Effective March 22, 2010, and subsequently revised on July 14, 2010, the Board of Directors approved a new Director Compensation Policy in which the directors no longer have an option to elect to receive all or a portion of their fees in stock. Consequently, all meeting fees for the first quarter of 2011 were paid in cash. During the period from January 1, 2010 to March 22, 2010, two directors received a total of 702 shares of common stock for their attendance fees. The Company recorded \$207,000 and \$53,000 in pre-tax compensation expense, included in general, administrative and other expenses, for the three months ended March 31, 2010 and 2011, respectively, related to the director fees and deferred compensation amortization.

As of March 31, 2011, the Company had \$2.6 million of total unrecognized compensation costs related to unvested restricted stock awards, which are expected to be recognized over a weighted average period of approximately 2.2 years.

**13. RELATED PARTY TRANSACTIONS**

A member of the Company's Board of Directors is a key member of management and Chief Investment Officer of an otherwise unrelated company that holds \$7.3 million of the Company's 7.8% Senior Notes for investment purposes.

**14. MAJOR SEGMENTS OF BUSINESS**

Carriage conducts funeral and cemetery operations only in the United States. The following table presents revenue, pre-tax income and total assets by segment (in thousands):

|                                     | <b>Funeral</b> | <b>Cemetery</b> | <b>Corporate</b> | <b>Consolidated</b> |
|-------------------------------------|----------------|-----------------|------------------|---------------------|
| Revenues from operating activities: |                |                 |                  |                     |
| Three months ended March 31, 2011   | \$ 39,108      | \$ 11,750       | \$               | \$ 50,858           |
| Three months ended March 31, 2010   | \$ 36,090      | \$ 10,757       | \$               | \$ 46,847           |
| Income (loss) before income taxes:  |                |                 |                  |                     |
| Three months ended March 31, 2011   | \$ 11,817      | \$ 3,205        | \$ (9,499)       | \$ 5,523            |
| Three months ended March 31, 2010   | \$ 11,329      | \$ 2,083        | \$ (8,750)       | \$ 4,662            |
| Total assets:                       |                |                 |                  |                     |
| March 31, 2011                      | \$407,960      | \$248,025       | \$ 21,003        | \$ 676,988          |
| December 31, 2010                   | \$409,329      | \$242,461       | \$ 19,222        | \$ 671,012          |

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**Table of Contents****15. SUPPLEMENTAL DISCLOSURE OF STATEMENT OF OPERATIONS INFORMATION**

The following information is supplemental disclosure for the Consolidated Statements of Operations (in thousands):

|                                   | <b>For the three months<br/>ended March 31,</b> |             |
|-----------------------------------|---|-------------|
|                                   | <b>2010</b>                                     | <b>2011</b> |
| Revenues                          |   |             |
| Goods                             |   |             |
| Funeral                           | \$ 14,597                                       | \$ 15,604   |
| Cemetery                          | 6,980   | 7,213       |
| Total goods                       | \$ 21,577                                       | \$ 22,817   |
| Services                          |   |             |
| Funeral                           | \$ 19,242                                       | \$ 21,558   |
| Cemetery                          | 2,316   | 2,523       |
| Total services                    | \$ 21,558                                       | \$ 24,081   |
| Financial revenue                 |   |             |
| Preneed funeral commission income | \$ 688  | \$ 473      |
| Preneed funeral trust earnings    | 1,563   | 1,473       |
| Cemetery trust earnings           | 1,037   | 1,661       |
| Cemetery finance charges          | 424   | 353         |
| Total financial revenue           | \$ 3,712  | \$ 3,960    |
| Total revenues                    | \$ 46,847                                       | \$ 50,858   |
| Cost of revenues                  |   |             |
| Goods                             |   |             |
| Funeral                           | \$ 12,067                                       | \$ 12,869   |
| Cemetery                          | 5,648   | 5,470       |
| Total goods                       | \$ 17,715                                       | \$ 18,339   |
| Services                          |   |             |
| Funeral                           | \$ 9,922  | \$ 11,255   |
| Cemetery                          | 1,631   | 1,646       |
| Total services                    | \$ 11,553                                       | \$ 12,901   |
| Financial expenses                |   |             |
| Preneed funeral commissions       | \$ 346  | \$ 342      |
| Total financial expenses          | \$ 346  | \$ 342      |

|                        |           |           |
|------------------------|-----------|-----------|
| Total cost of revenues | \$ 29,614 | \$ 31,582 |
|------------------------|-----------|-----------|

The costs of revenues, for purposes of this supplemental disclosure, include only field costs and expenses that are directly allocable between the goods, services and financial categories in the funeral and cemetery segments. Depreciation and amortization and regional and unallocated funeral and cemetery costs are not included in this disclosure.

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**Table of Contents****16. SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION**

The following information is supplemental disclosure for the Consolidated Statements of Cash Flows (in thousands):

|   | <b>For the three months<br/>ended March 31,</b> |             |
|---|---|-------------|
|   | <b>2010</b>                                     | <b>2011</b> |
| Cash paid for interest and financing costs  | \$6,998   | \$ 6,919    |
| Cash paid for income taxes  | (63)  | (32)        |
| Fair value of stock issued to directors, officers and certain employees   | 287   | 1,169       |
| Restricted common stock withheld for payroll taxes  | 50  | 199         |
| Net withdrawals from preneed funeral trusts   | 599   | 1,477       |
| Net (deposits into) withdrawals from preneed cemetery trusts  | (822)   | 254         |
| Net (deposits into) withdrawals from perpetual care trusts  | (757)   | 155         |
| Net decrease in preneed funeral receivables   | 203   | 344         |
| Net (increase) decrease in preneed cemetery receivables   | (94)  | 258         |
| Net (withdrawals) deposits of receivables from preneed funeral trusts   | (181)   | 18          |
| Net change in preneed funeral receivables increasing deferred revenue   | 436   | 153         |
| Net change in preneed cemetery receivables increasing deferred revenue  | 105   | 143         |
| Net withdrawals from preneed funeral trust accounts decreasing deferred preneed funeral receipts                      | (600)   | (1,477)     |
| Net deposits in (withdrawals from) cemetery trust accounts increasing (decreasing) deferred cemetery receipts         | 822   | (254)       |
| Net deposits in (withdrawals from) perpetual care trust accounts increasing (decreasing) perpetual care trusts corpus | 942   | (455)       |

**17. SUBSEQUENT EVENTS**

On April 5, 2011 the Company acquired a funeral home business in Amarillo, Texas for \$3.3 million. Additionally, on April 12, 2011 the Company acquired another funeral home business in Miami, Florida for \$1.8 million. In both acquisitions, the Company acquired substantially all the assets and assumed certain operating liabilities, including obligations associated with existing preneed contracts. The Company is leasing the property at the business in Miami, Florida for an initial term of five years with an option for an additional 15 years for approximately \$115,000 annually.

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**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations****Forward-Looking Statements**

In addition to historical information, this Quarterly Report on Form 10-Q contains forward-looking statements within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements include any projections of earnings, revenues, asset sales, cash flow, debt levels or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. Forward-looking statements may include the words *may*, *will*, *estimate*, *intend*, *believe*, *expect*, *forecast*, *plan*, *anticipate* and other similar words. Forward-looking statements are not guarantees of performance. Important factors that could cause actual results to differ materially from our expectations reflected in our forward-looking statements include those risks related to our business and our industry set forth in Item 1A., *Risk Factors*, in our Annual Report on Form 10-K for the year ended December 31, 2010.

**Cautionary Statements**

We caution readers that important factors, in some cases have affected, and in the future could affect, our actual consolidated results and could cause our actual consolidated results in the future to differ materially from the goals and expectations expressed herein and in any other forward-looking statements made by or on behalf of us. Risks associated with our business and the deathcare business are presented in Item 1A., *Risk Factors*, in our Annual Report on Form 10-K for the year ended December 31, 2010.

**OVERVIEW***General*

We operate two types of businesses: funeral homes, which account for approximately 75% of our revenues, and cemeteries, which account for approximately 25% of our revenues. Funeral homes are principally service businesses that provide funeral services (traditional burial and cremation) and sell related merchandise, such as caskets and urns. Cemeteries are primarily a sales business that sells interment rights (grave sites and mausoleum spaces) and related merchandise, such as markers and outer burial containers. As of March 31, 2011, we operated 147 funeral homes in 25 states and 33 cemeteries in 12 states within the United States. Substantially all administrative activities are conducted in our home office in Houston, Texas.

We have implemented long-term initiatives in our operations designed to improve operating and financial results by growing market share and increasing profitability. We incorporate a decentralized, entrepreneurial and local operating model that includes operating and financial standards developed from our best operations, along with an incentive compensation plan to reward business managers for successfully meeting or exceeding the standards. The model essentially eliminates the use of line-item financial budgets in favor of the standards. The operating model and standards, which we refer to as the *Standards Operating Model* focus on the key drivers of a successful operation, organized around three primary areas—market share, people and operating and financial metrics. The model and standards are the measures by which we judge the success of each business. To date, the *Standards Operating Model* has driven significant changes in our organization, leadership and operating practices. Most importantly, the *Standards Operating Model* allowed us to measure the sustainable revenue growth and earning power of our portfolio of deathcare businesses, which then led to the development of a *Strategic Acquisition Model*, described below under *Acquisitions*, that guides our acquisition and disposition strategies. Both models, when executed effectively, should drive longer term, sustainable increases in market share, revenue, earnings and cash flow. The standards are not designed to produce maximum short-term earnings because we do not believe such performance is sustainable without ultimately stressing the business, which often leads to declining market share, revenues and earnings. Important elements of the *Standards Operating Model* include:

*Balanced Operating Model* We believe a decentralized structure works best in the deathcare industry. Successful execution of the *Standards Operating Model* is highly dependent on strong local leadership, intelligent risk taking, entrepreneurial drive and corporate support aligned with the key drivers.

*Incentives Aligned with Standards* Empowering Managing Partners to do the right things in their operations and local communities, and providing appropriate support with operating and financial practices, will enable

long-term growth and sustainable profitability. Each Managing Partner participates in a variable bonus plan whereby they earn a percentage of their business earnings based upon the actual standards achieved. Each Managing Partner has the opportunity to share in the earnings of the business as long as the performance exceeds our minimum standards.

*The Right Local Leadership* Successful execution of our operating model is highly dependent on strong local leadership as defined by our 4E Leadership Model, intelligent risk taking and entrepreneurial empowerment. Over time, a Managing Partner's performance is judged according to achievement of the Standards for that business.

**Table of Contents***Funeral and Cemetery Operations*

Factors affecting our funeral operating results include: demographic trends in terms of population growth and average age, which impact death rates and number of deaths; establishing and maintaining leading market share positions supported by strong local heritage and relationships; effectively responding to increasing cremation trends by packaging complementary services and merchandise; controlling salary and merchandise costs; and exercising pricing leverage related to our at-need business to increase average revenues per contract. In simple terms, volume and price are the two variables that affect funeral revenues. The average revenue per contract is influenced by the mix of traditional burial and cremation services because our average cremation service revenue is approximately one-third of the average revenue earned from a traditional burial service. Funeral homes have a relatively fixed cost structure. Thus, small changes in revenues, up or down, normally cause significant changes to our profitability.

Our funeral volumes have increased gradually from 23,366 in 2007 to 25,801 in 2010 (compound annual increase of 3.4%). Our funeral operating revenue has increased from \$119.2 million in 2007 to \$129.7 million in 2010 (compound annual increase of 2.9%). The increases are primarily because of businesses we acquired in 2007 through 2010. Additional funeral revenue from preneed commissions and preneed funeral trust earnings have grown from \$4.7 million in 2007 to \$8.4 million in 2010. We experienced an increase of 14.1% in volumes in comparing the first three months of 2011 to the first three months of 2010. Same store volumes grew 1.8% and the remaining came from our acquisitions. Funeral operating revenues for the three months ended March 31, 2011 were up 9.9% compared to the three months ended March 31, 2010.

The percentage of funeral services involving cremations has increased from 35.8% for the year ended 2007 to 44.1% for the year ended 2010 and was 45.9% for the first three months of 2011. A significant portion of that increase is the result of acquiring businesses in high cremation areas. On a same store basis, the cremation rate has risen to 41.0% for the three months ended March 31, 2011, up from 40.0% for the comparable period in 2010.

The cemetery operating results are affected by the size and success of our sales organization. Approximately 60% of our 2010 cemetery operating revenues related to preneed sales of interment rights and mausoleums and related merchandise and services. For the fiscal quarter ended March 31, 2011, those preneed sales are 57.1% of cemetery operating revenues. We believe that changes in the level of consumer confidence (a measure of whether consumers will spend for discretionary items) also affect the amount of cemetery revenues. Cemetery revenues from investment earnings on trust funds grew significantly in 2010 and the first quarter of 2011. Changes in the capital markets and interest rates affect this component of our cemetery revenues.

Our cemetery financial performance from 2007 through 2010 was characterized by fluctuating operating revenues and field level profit margins. Cemetery operating revenue for the first three months of 2011 increased 6.3% over the comparable period in 2010 and we experienced a 37.8% increase in cemetery trust fund earnings and finance charges. Also, an 8.7% increase in at-need revenues contributed to the growth of revenues. Our goal is to build broader and deeper teams of sales leaders and counselors in our larger and more strategically located cemeteries in order to focus on growth of our preneed property sales. Additionally, a portion of our capital expenditures in 2011 is designed to expand our cemetery product offerings.

*Financial Revenue*

We market funeral and cemetery services and products on a preneed basis. Preneed funeral or cemetery contracts enable families to establish, in advance, the type of service to be performed, the products to be used and the cost of such products and services. Preneed contracts permit families to eliminate issues of making deathcare plans at the time of need and allow input from other family members before the death occurs. We guarantee the price and performance of the preneed contracts to the customer.

Preneed funeral contracts are usually paid on an installment basis. The performance of preneed funeral contracts is usually secured by placing the funds collected in trust for the benefit of the customer or by the purchase of a life insurance policy, the proceeds of which will pay for such services at the time of need. Insurance policies, intended to fund preneed funeral contracts, cover the original contract price and generally include an element of growth (earnings) designed to offset future inflationary cost increases. Revenue from preneed funeral contracts, along with accumulated earnings, is not recognized until the time the funeral service is performed. The accumulated earnings from the trust investments and insurance policies is intended to offset the inflation in funeral prices. Additionally, we generally earn a commission from the insurance company from the sale of insurance-funded policies reflected as *Preneed Insurance*

*Commission.* The commission income is recognized as revenue when the period of refund expires (generally one year), which helps us defray the costs we incur to originate the preneed contract (primarily commissions we pay to our sales counselors).

Preneed sales of cemetery interment rights are usually financed through interest-bearing installment sales contracts, generally with terms of up to five years with such earnings reflected as *Preneed Cemetery Finance Charges*. In substantially all cases, we receive an initial down payment at the time the contract is signed. The interest rates generally range between 9.5% and 12% per annum. Occasionally, we have offered zero percent interest financing to promote sales for limited-time offers. In most states, regulations require a portion (generally 10%) of the sale amount of cemetery property and memorials to be placed in a perpetual care trust.

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We have established a variety of trusts in connection with funeral home and cemetery operations as required under applicable state law. Such trusts include (i) preneed funeral trusts; (ii) preneed cemetery merchandise and service trusts; and (iii) perpetual care trusts. These trusts are typically administered by independent financial institutions selected by the Company. Independent financial advisors are also used for investment management and advisory services.

Preneed funeral trust fund income earned and the receipt and recognition of any insurance benefits are deferred until the service is performed. Applicable state laws generally require us to deposit a specified amount (which varies from state to state, generally 50% to 100% of selling price) into a merchandise and service trust fund for preneed cemetery merchandise and service sales. The related trust fund income earned is recognized when the related merchandise and services are delivered. In most states, regulations require a portion (generally 10%) of the sale amount of cemetery property and memorials to be placed in a perpetual care trust. The income from perpetual care trusts provides a portion of the funds necessary to maintain cemetery property and memorials in perpetuity. This trust fund income is recognized, as earned, in cemetery revenues.

### *Acquisitions*

Our growth strategy includes the execution of the Strategic Acquisition Model. The goal of that model is to build concentrated groups of businesses in ten to fifteen strategic markets. We use six strategic ranking criteria to assess acquisition candidates and to differentiate the price we are willing to pay. Those criteria are:

Size of business;

Size of market;

Competitive standing;

Demographics;

Strength of brand; and

Barriers to entry.

In general terms, our price expectations range from four to five times pre-tax earnings before depreciation for tuck-ins to six to seven times pre-tax earnings before depreciation for businesses that rank very high in the ranking criteria. We derive the pre-tax earnings amounts based primarily on the size and product mix of the target business applied to our standards-based operating model. During 2010, we acquired one cemetery and five funeral home businesses. The consideration paid for these acquisitions was cash, which was generated from our operations. There were no businesses acquired during the first quarter of 2011.

### *Financial Highlights*

Net income for the three months ended March 31, 2011 totaled \$3.3 million, equal to \$0.18 per diluted share, compared to \$2.8 million for the three months ended March 31, 2010, or \$0.16 per diluted share. Total revenue for the first three months of 2011 was \$50.9 million, an increase of 8.6%, compared to \$46.8 million for the comparable period in 2010. Both funeral and cemetery operations had increases in revenue and profit as discussed in the *Results of Operation* section.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The preparation of the Consolidated Financial Statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. On an on-going basis, we evaluate estimates and judgments, including those related to revenue recognition, realization of accounts receivable, inventories, goodwill, other intangible assets, property and equipment and deferred tax assets. We base our estimates on historical experience, third party data and assumptions that we believe to be reasonable under the circumstances. The results of these considerations form the basis for making judgments about the amount and timing of revenues and expenses, the carrying value of assets and the recorded amounts of liabilities. Actual results may differ from these estimates and such estimates may change if the underlying conditions or assumptions change. Historical performance should not be

viewed as indicative of future performance, because there can be no assurance the margins, operating income and net earnings as a percentage of revenues will be consistent from year to year.

Management's discussion and analysis of financial condition and results of operations ( MD&A ) is based upon our Consolidated Financial Statements presented herewith, which have been prepared in accordance with accounting principles generally accepted in the United States. Our significant accounting policies are more fully described in Note 1 to our 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 MD&A in our 2010 Form 10-K. There have been no significant changes to our critical accounting policies since the filing of our 2010 Form 10-K.

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**Table of Contents****RESULTS OF OPERATIONS**

The following is a discussion of our results of operations for the three month periods ended March 31, 2010 and 2011. The term same store or existing operations refers to funeral homes and cemeteries acquired prior to January 1, 2007 and owned and operated for the entirety of each period being presented. Funeral homes and cemeteries purchased after January 1, 2007 are referred to as acquired. This classification of acquisitions has been important to management and investors in monitoring the results of these businesses and to gauge the leveraging performance contribution that a selective acquisition program can have on the total company performance. Depreciation and amortization and regional and unallocated funeral and cemetery costs are not included in operating profit.

*Funeral Home Segment.* The following table sets forth certain information regarding the revenues and operating profit from the funeral home operations for the three months ended March 31, 2010 compared to the three months ended March 31, 2011.

*Three months ended March 31, 2010 compared to three months ended March 31, 2011 (dollars in thousands):*

|                                       | Three Months Ended |                   | Change   |         |
|---------------------------------------|--------------------|-------------------|----------|---------|
|                                       | March 31,<br>2010  | March 31,<br>2011 | Amount   | %       |
| Revenues:                             |                    |                   |          |         |
| Same store operating revenue          | \$ 28,682          | \$ 29,320         | \$ 638   | 2.2%    |
| Acquired operating revenue            | 5,138              | 7,842             | 2,704    | 52.6%   |
| Preneed funeral insurance commissions | 688                | 473               | (215)    | (31.2)% |
| Preneed funeral trust earnings        | 1,582              | 1,473             | (109)    | (6.9)%  |
| Total                                 | \$ 36,090          | \$ 39,108         | \$ 3,018 | 8.4%    |
| Operating profit:                     |                    |                   |          |         |
| Same store operating profit           | \$ 10,360          | \$ 10,777         | \$ 417   | 4.0%    |
| Acquired operating profit             | 1,471              | 2,261             | 790      | 53.7%   |
| Preneed funeral insurance commissions | 342                | 131               | (211)    | (62.0)% |
| Preneed funeral trust earnings        | 1,582              | 1,473             | (109)    | (6.9)%  |
| Total                                 | \$ 13,755          | \$ 14,642         | \$ 887   | 6.4%    |

Funeral same store operating revenues for the three months ended March 31, 2011 increased \$0.6 million, or 2.2%, when compared to the three months ended March 31, 2010. We experienced a 1.8% increase in the number of contracts and the average revenue per contract increased 0.4% for those existing operations. The average revenue per contract including the impact of the funeral trust fund earnings recognized at the time that we provide the needed services for preneed families was \$5,646. Excluding funeral trust earnings, the average revenue per contract was \$5,438. The number of traditional burial contracts increased 0.5% while the average revenue per burial contract increased 0.7% to \$8,149. The cremation rate for the same store businesses rose from 40.0% to 41.0%. The average revenue per same store cremation contract increased 0.6% to \$3,082 and the number of cremation contracts increased 4.3%. The average revenue for other contracts, which make up approximately 7.3% of the number of contracts, increased 8.0% from \$2,088 to \$2,255. Other contracts consist of charges for merchandise or services for which we do not perform a funeral service for the deceased during the period.

Same store operating profit for the three months ended March 31, 2011 increased \$0.4 million, or 4.0%, from the comparable three months of 2010, and as a percentage of funeral same store operating revenue, increased from 36.1% to 36.8%. Despite higher self-insured costs, the growth in revenues was the primary reason for the increase in operating profit.

Funeral acquired revenues for the three months ended March 31, 2011 increased \$2.7 million, or 52.6%, when compared to the three months ended March 31, 2010 as we experienced a 67.0% increase in the number of contracts, yet a decrease of 8.7%, to \$3,978, in the average revenue per contract for those acquired operations. Excluding funeral trust earnings, the average revenue per contract declined 8.6% to \$3,809. The cremation rate for the acquired businesses was 58.8% for the first quarter of 2011, up from 49.6% in the prior year period, as the businesses acquired in 2010 are generally located in higher cremation areas compared to the locations acquired during the period 2007 through 2009. The average revenue per cremation contract increased 5.8% to \$2,598 for the first quarter of 2011 and the number of cremation contracts increased 98.0% compared to the same period of 2010.

Acquired operating profit for the three months ended March 31, 2011 increased \$0.8, or 53.7%, from the comparable three months of 2010 and, as a percentage of revenue from acquired businesses, was 28.6% for the first quarter of 2010 compared to 28.8% for the first quarter of 2011 as those recently acquired businesses in 2010 have not fully transitioned into Carriage's Standard Operating Model.

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The two categories of financial revenue, insurance commissions and trust earnings on matured preneed contracts, on a combined basis, declined \$0.3 million each in revenue and operating profit, compared to the first quarter of 2010 primarily due to higher realization in the prior year of insurance contract income.

*Cemetery Segment.* The following table sets forth certain information regarding our revenues and operating profit from the cemetery operations for the three months ended March 31, 2010 compared to the three months ended March 31, 2011.

*Three months ended March 31, 2010 compared to three months ended March 31, 2011 (dollars in thousands):*

|                                  | <b>Three Months Ended</b> |                  | <b>Change</b>   |              |
|----------------------------------|---------------------------|------------------|-----------------|--------------|
|                                  | <b>2010</b>               | <b>2011</b>      | <b>Amount</b>   | <b>%</b>     |
| <b>Revenues:</b>                 |                           |                  |                 |              |
| Same store operating revenue     | \$ 7,756                  | \$ 8,064         | \$ 308          | 4.0%         |
| Acquired operating revenue       | 1,540                     | 1,672            | 132             | 8.6%         |
| Cemetery trust earnings          | 1,037                     | 1,661            | 624             | 60.2%        |
| Preneed cemetery finance charges | 424                       | 353              | (71)            | (16.7)%      |
| <b>Total</b>                     | <b>\$ 10,757</b>          | <b>\$ 11,750</b> | <b>\$ 993</b>   | <b>9.2%</b>  |
| <b>Operating profit:</b>         |                           |                  |                 |              |
| Same store operating profit      | \$ 1,552                  | \$ 2,074         | \$ 522          | 33.6%        |
| Acquired operating profit        | 465                       | 546              | 81              | 17.4%        |
| Cemetery trust earnings          | 1,037                     | 1,661            | 624             | 60.2%        |
| Preneed cemetery finance charges | 424                       | 353              | (71)            | (16.7)%      |
| <b>Total</b>                     | <b>\$ 3,478</b>           | <b>\$ 4,634</b>  | <b>\$ 1,156</b> | <b>33.2%</b> |

Cemetery same store operating revenues for the three months ended March 31, 2011 increased \$0.3 million, or 4.0%, compared to the three months ended March 31, 2010. Same store revenue from preneed property sales increased \$0.1 million, or 4.1%, revenue from deliveries of preneed merchandise and services deliveries decreased \$0.1 million, or 4.7%, and at-need revenues increased \$0.3 million, or 11.4%. We experienced a 14.1% decrease in the number of interment rights (property) sold yet a 10.9% increase in the average price per interment compared to the first quarter of 2010. The percentage of those we were able to recognize as revenue, because we received at least 10% of the sales price from the customer, decreased 110 basis points to 86.3%.

Cemetery same store operating profit for the three months ended March 31, 2011 increased \$0.5 million, or 33.6%. As a percentage of revenues, cemetery same store operating profit increased from 20.0% to 25.7%. The increase in operating profit is due in part to the increase in revenue and to a decrease of \$0.2 million, or 10.6%, in promotional expenses (primarily preneed sales commissions) and a decrease of \$0.1 million in bad debts.

Cemetery acquired revenues for the three months ended March 31, 2011 increased \$0.1 million, or 8.6%, compared to the three months ended March 31, 2010, because preneed property sales increased \$0.1 million. Cemetery acquired operating profit increased \$0.1 million due to the increase in revenue.

Cemetery trust earnings had a meaningful impact on total cemetery revenues and operating profit. Trust earnings increased \$0.6 million, or 60.2%, when compared to the three months ended March 31, 2010. Earnings from perpetual care trust funds totaled \$1.4 million for the three months ended March 31, 2011 compared to \$1.0 million for the three months ended March 31, 2010, an increase of 44.5%, due to larger capital gains realized. Trust earnings recognized upon the delivery of merchandise and service contracts increased \$0.2 million compared to the same period in 2010.

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*Other.* General and administrative expenses totaled \$4.8 million for the three months ended March 31, 2011, an increase of \$0.7 million compared to the three months ended March 31, 2010, primarily due to a higher provision for incentive compensation, an increase of costs related to acquisition activity and the expansion of our Training and Development department.

*Income Taxes.* The Company recorded income taxes at the estimated effective rate of 40.5% for 2010 and for the first three months of 2011. For federal income tax reporting purposes, Carriage has net operating loss carryforwards totaling approximately \$5.7 million available at March 31, 2011 to offset future Federal taxable income, which will expire between 2028 and 2029, if not utilized. Carriage also has approximately \$57.4 million of state net operating loss carryforwards that will expire between 2013 and 2030, if not utilized. Based on management's assessment of the various state net operating losses, it has been determined that it is more likely than not that the Company will not be able to realize tax benefits on a substantial amount of the state losses. Accordingly, a valuation allowance was established and is reviewed every quarter related to the deferred tax asset related to the state operating losses.

**LIQUIDITY AND CAPITAL RESOURCES**

Carriage began 2011 with \$1.3 million in cash and other liquid investments and ended the first quarter with \$2.3 million in cash and an undrawn \$40.0 million line of credit. The elements of cash flow for the three months ended March 31, 2011 consisted of the following (in millions):

|  |        |
|--|--------|
| Cash and liquid investments at beginning of year | \$ 1.3 |
| Cash flow from operations                        | 3.6    |
| Paydown on the bank credit facility              | (0.6)  |
| Maintenance capital expenditures                 | (1.3)  |
| Growth capital expenditures - funeral homes      | (0.1)  |
| Growth capital expenditures - cemeteries         | (0.5)  |
| Other investing and financing activities, net    | (0.1)  |
| <br>   |        |
| Cash at March 31, 2011                           | \$ 2.3 |

For the three months ended March 31, 2011, cash provided by operating activities was \$3.6 million as compared to \$2.9 million for the three months ended March 31, 2010. Capital expenditures totaled \$1.9 million for both three month periods ended March 31, 2010 and 2011. Capital expenditures for the first three months of 2011 included \$0.6 million for cemetery inventory development projects and funeral home additions.

The outstanding principal of senior debt at March 31, 2011 totaled \$136.5 million and consisted of \$130.0 million in 7<sup>7</sup>/<sub>8</sub>% Senior Notes maturing in 2015, and \$6.5 million in acquisition indebtedness and capital lease obligations. Additionally, \$0.1 million in letters of credit were issued and outstanding under the credit facility at March 31, 2011.

The Company has a \$40.0 million senior secured revolving credit facility that matures in November 2012 and is collateralized by all personal property and funeral home real property in certain states. The credit facility also contains an accordion provision to borrow up to an additional \$20.0 million. Borrowings under the credit facility bear interest at either prime or LIBOR options. At March 31, 2011, the prime rate option was equivalent to 5.75% and the LIBOR option was equivalent to 3.75%, which is set at the 30 day LIBOR rate plus 350 basis points.

A total of \$92.8 million was outstanding at March 31, 2011 on the convertible junior subordinated debenture. Amounts outstanding under the debenture are payable to our affiliate trust, Carriage Services Capital Trust, bear interest at 7.0% and mature in 2029. Substantially all the assets of the Trust consist of the convertible junior subordinated debentures. In 1999, the Trust issued 1.875 million shares of term income deferrable equity securities ( TIDES ). The rights under the debentures are functionally equivalent to those of the TIDES.

The convertible junior subordinated debenture payable to the affiliated Trust, and the TIDES, each contain a provision for the deferral of interest payments and distributions for up to 20 consecutive quarters. During any period in which distribution payments are deferred, distributions will continue to accumulate at the 7% annual rate. Also, the deferred distributions themselves accumulate distributions at the annual rate of 7%. During any deferral period, Carriage is prohibited from paying dividends on the common stock or repurchasing common stock, subject to limited

exceptions. The Company currently expects to continue paying the distributions as due.

The Company intends to use its cash and credit facility primarily to acquire funeral home and cemetery businesses and for internal growth projects, such as cemetery inventory development. The Company has the ability to draw on our revolving credit facility, subject to customary terms and conditions of the credit agreement.

We believe our cash on hand, cash flow from operations, and the available capacity under our credit facility described above will be adequate to meet our working capital needs and other financial obligations over the next twelve months.

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**SEASONALITY**

Our business can be affected by seasonal fluctuations in the death rate. Generally, the number of deaths is higher during the winter months because the incidences of death from influenza and pneumonia are higher during this period than other periods of the year.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

In the ordinary course of business, we are typically exposed to a variety of market risks. Currently, these are primarily related to changes in fair market values related to outstanding debts and changes in the values of securities associated with the preneed and perpetual care trusts. For information regarding the Company's exposure to certain market risks, see Item 7A, "Quantitative and Qualitative Disclosures About Market Risk", in the Company's Annual Report filed on Form 10-K for the year ended December 31, 2010. There have been no significant changes in the Company's market risk from that disclosed in the Form 10-K for the year ended December 31, 2010.

The 7<sup>7</sup>/<sub>8</sub>% Senior Notes were issued to the public at par and are carried at a cost of \$130 million. At March 31, 2011, these securities were typically trading at a price of approximately \$102.50, indicating a fair market value of approximately \$133 million.

The convertible junior subordinated debentures, payable to Carriage Services Capital Trust, pay interest at the fixed rate of 7% and are carried on our Consolidated Balance Sheets at a cost of approximately \$92.8 million. The fair value of these securities is estimated to be approximately \$67 million at March 31, 2011 based on available broker quotes of the corresponding preferred securities issued by the Trust.

Securities subject to market risk consist of investments held by our preneed funeral, cemetery merchandise and services and perpetual care trust funds. See Notes 4, 6 and 8 to our Consolidated Financial Statements for the estimated fair values of those securities. The sensitivity of the fixed income securities is such that a 0.25% change in interest rates causes an approximate 1.91% change in the value of the fixed income securities.

**Item 4. Controls and Procedures**

In accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Rules 13a-15 and 15d-15, we carried out an evaluation under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2011 to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Our disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act 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.

There has been no change in our internal control over financial reporting that occurred during the three months ended March 31, 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.



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**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings**

In addition to the matters in Note 11 to our Consolidated Financial Statements, we and our subsidiaries are parties to a number of legal proceedings that arise from time to time in the ordinary course of our business. We self-insure against certain risks and carry insurance with coverage and coverage limits for risk in excess of the coverage amounts consistent with our assessment of risks in our business and of an acceptable level of financial exposure. Although there can be no assurance that self-insurance reserves and insurance will be sufficient to mitigate all damages, claims or contingencies, we believe that the reserves and our insurance provides reasonable coverage for known asserted and unasserted claims. In the event we sustained a loss from a claim and the insurance carrier disputed coverage or coverage limits, we may record a charge in a different period than the recovery, if any, from the insurance carrier.

**Item 1A. Risk Factors**

There have been no material changes in our risk factors from those disclosed in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2010.

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

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. [Removed and Reserved]**

**Item 5. Other Information**

The Company reported on Form 8-K during the quarter covered by this report all information required to be reported on such form.

**Item 6. Exhibits**

11.1 Computation of Per Share Earnings

31.1 Certification of Periodic Financial Reports by Melvin C. Payne in satisfaction of Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of Periodic Financial Reports by Terry E. Sanford in satisfaction of Section 302 of the Sarbanes-Oxley Act of 2002

32 Certification of Periodic Financial Reports by Melvin C. Payne and Terry E. Sanford in satisfaction of Section 906 of the Sarbanes-Oxley Act of 2002 and 18 U.S.C. Section 1350

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**SIGNATURE**

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.

CARRIAGE SERVICES, INC.

Date: May 6, 2011

/s/ Terry E. Sanford  
Terry E. Sanford  
Executive Vice President and  
Chief Financial Officer  
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