

UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION

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In the Matter of)	
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SERVICE CORPORATION INTERNATIONAL)	File No. 091 0138
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a corporation.)	
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AGREEMENT CONTAINING CONSENT ORDERS

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Proposed Respondent Service Corporation International (“SCI”) of Palm Mortuary, Inc. (“Palm”) and it now appearing that Proposed Respondent is willing to enter into this Agreement Containing Consent Orders (“Consent Agreement”) to divest certain assets and providing for other relief;

IT IS HEREBY AGREED by and between Proposed Respondent, its duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent SCI is a corporation organized, existing and doing business under and by virtue of the laws of the State of Texas, with its corporate head office and principal place of business located at 1929 Allen Parkway, Houston, Texas 77109.
2. Proposed Respondent admits all the jurisdictional facts set forth in the draft Complaint here attached.
3. Proposed Respondent waives:
 - a. Any further procedural steps;
 - b. The requirement that the Commission’s Decision and Order and Order to Maintain Assets, both attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - c. All rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order and Order to Maintain Assets entered pursuant to this Consent Agreement; and

- d. Any claim under the Equal Access to Justice Act.
4. Because there may be interim competitive harm, the Commission may issue its Complaint and the Order to Maintain Assets in this matter at any time after it accepts this Consent Agreement for public comment.
 5. Not later than thirty (30) days after this Consent Agreement is signed by the Proposed Respondent, Proposed Respondent shall submit an initial report, pursuant to Section 2.33 of the Commission Rules, 16 C.F.R. § 2.33, *provided, however*, that Proposed Respondent shall also submit subsequent reports every thirty (30) days thereafter until the Order to Maintain Assets becomes final, at which time the reporting obligations contained in the Order to Maintain Assets (other than the requirement to submit an initial report pursuant to this Consent Agreement) shall control. Such reports shall be signed by Proposed Respondent and set forth in detail the manner in which such Proposed Respondent has complied and will comply with the Order to Maintain Assets and the Decision and Order. Such reports will not become part of the public record unless and until this Consent Agreement and the Decision and Order are accepted by the Commission for public comment.
 6. In each of the reports described above, Proposed Respondent shall provide sufficient information and documentation to enable the Commission to determine independently whether the Proposed Respondent is in compliance with the Consent Agreement and each of the Orders. All reports shall be verified by a notarized signature or sworn statement of the Chief Executive Officer or other officer or director of the Proposed Respondent specifically authorized to perform this function, or self-verified in a manner set forth in 28 U.S.C. § 1746. Section 2.41(a) of the Commission's Rules of Practice requires that an original and two copies of all compliance reports be filed with the Commission. Proposed Respondent shall file an original report and one copy with the Secretary of the Commission, and shall send at least one copy directly to the Bureau of Competition's Compliance Division.
 7. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. This Consent Agreement, if it is accepted by the Commission, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondent, in which event the Commission will take such action as it may consider appropriate, or issue and amend its Complaint (in such form as the circumstances may require) and issue its Decision and Order, in disposition of the proceeding.
 8. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondent that any law or order has been violated as alleged in

the draft Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.

9. This Consent Agreement contemplates that, if it is accepted by the Commission, the Commission may (a) issue and serve its Complaint corresponding in form and substance with the draft Complaint here attached, (b) issue and serve its Order to Maintain Assets, and (c) make information public with respect thereto. If such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondent, issue the attached Decision and Order containing an order to divest and providing for other relief in the disposition of the proceeding.
10. When final, the Decision and Order and Order to Maintain Assets shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time as provided by statute for other orders. The Decision and Order and Order to Maintain Assets shall become final upon service. Delivery of the Complaint, the Decision and Order and the Order to Maintain Assets to Proposed Respondent by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), including without limitation, delivery to an office within the United States of Counsel for Proposed Respondent listed on this Consent Agreement, shall constitute service. Proposed Respondent waives any rights it may have to any other manner of service. Proposed Respondent also waives any rights it may otherwise have to service of any Appendices attached or incorporated by reference into the Decision and Order, if Proposed Respondent is already in possession of copies of such Appendices, and agrees that it is bound to comply with and will comply with the Decision and Order and the Order to Maintain Assets to the same extent as if it had been served with copies of such Appendices.
11. The Complaint may be used in construing the terms of the Decision and Order and the Order to Maintain Assets, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order, the Order to Maintain Assets, or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order or the Order to Maintain Assets.
12. By signing this Consent Agreement, Proposed Respondent represents and warrants that it can accomplish the full relief contemplated by the attached Decision and Order and that all parents, subsidiaries, affiliates, and successors necessary to effectuate the full relief contemplated by this Consent Agreement are parties to this Consent Agreement and are bound thereby as if it had signed this Consent Agreement and were made parties to this proceeding and to the Decision and Order.
13. Proposed Respondent agrees that it shall interpret each Divestiture Agreement in a manner that is fully consistent with all of the relevant provisions and remedial purposes of the Decision and Order.

14. Proposed Respondent has read the draft of the Complaint, the Decision and Order, and the Order to Maintain Assets. Proposed Respondent understands that once the Decision and Order and Order to Maintain Assets have been issued, it will be required to file one or more compliance reports showing that it has fully complied with the Decision and Order and the Order to Maintain Assets.
15. Proposed Respondent agrees to comply with the terms of the proposed Decision and Order and Order to Maintain Assets from the date it signs this Consent Agreement. Proposed Respondent further understands that it may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order and of the Order to Maintain Assets after they become final.

**SERVICE CORPORATION
INTERNATIONAL**

By: _____
Gregory T. Sangalis
Senior Vice President/General Counsel
Service Corporation International
Date: _____

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Norman A. Armstrong, Jr.
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FEDERAL TRADE COMMISSION