



Office of the Secretary

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

June 23, 2010

James Weiss
K&L Gates LLP
1601 K Street, NW
Washington, D.C. 20006

Re: *In the Matter of Service Corporation International and Keystone North America, Inc.*, C-4284

Dear Mr. Weiss:

This is in reference to the Petition for Approval of Proposed Divestitures to Foundation Partners Group, LLC ("Foundation") filed by Service Corporation International ("SCI") and received on May 4, 2010 ("the Application"). Pursuant to the Decision and Order in Docket No. C-4284, SCI requests prior Commission approval of its proposal to divest certain assets to Foundation.

After consideration of the Application and other available information, the Commission has determined to approve the proposed divestiture as set forth in the Application. In according its approval, the Commission has relied upon the information submitted and the representations made by SCI and Foundation in connection with the Application and has assumed them to be accurate and complete.

By direction of the Commission, Commissioner Ramirez not participating.

Donald S. Clark
Secretary

cc: James J. Calder
Katten Munchin Rosenman LLP
575 Madison Avenue
New York, NY 20022-2585