

STONEMOR PARTNERS LP  
Form 10-Q  
October 27, 2017

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, 2017

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 001-32270

STONEMOR PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Delaware 80-0103159

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

3600 Horizon Boulevard 19053  
Trevose, Pennsylvania

(Address of principal executive offices) (Zip Code)

(215) 826-2800

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if either registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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 the registrant's outstanding common units at October 15, 2017 was 37,957,482.



Explanatory Note

On September 18, 2017, the Partnership filed its Annual Report on Form 10-K for the year ended December 31, 2016, which amended the Partnership's audited consolidated financial statements as of December 31, 2015, and for each of the two years in the period ended December 31, 2015 and the related notes thereto. This Form 10-Q amends the Partnership's unaudited condensed consolidated financial information for the three months ended March 31, 2016 and the related notes thereto, included on Form 10-Q/A filed on November 9, 2016 ("Original Filing").

The Original Filing included the restatement of the Partnership's unaudited condensed consolidated financial information as of March 31, 2016 and December 31, 2015 and for the three months ended March 31, 2016 and 2015, correcting errors related to:

The allocation of net loss to the General Partner and the limited partners for the purposes of determining the general partner's and limited partners' capital accounts presented within "Partners' Capital," and the corresponding effect on "Net loss per limited partner unit (basic and diluted)" for the three months ended March 31, 2016 and 2015;

The presentation of certain components of "Cemetery property", "Property and equipment, net of accumulated depreciation", "Deferred cemetery revenues, net", "Merchandise liability", "Accounts payable and accrued liabilities" and "Common limited partners' interest" as of March 31, 2016 and December 31, 2015;

The presentation of "Cemetery merchandise revenues", Cemetery service revenues" and "Cost of goods sold" related to assumed performance obligations from acquisitions for the three months ended March 31, 2016 and 2015;

The recording of incorrect amounts of investment revenues and expenses related to merchandise and perpetual care trusts on the condensed consolidated statements of operations and the incorrect tracking of perpetual care-trusting obligations on the condensed consolidated balance sheets;

The recognition of incorrect amounts of revenue from deferred pre-acquisition contracts in the condensed consolidated statements of operations based on inaccurate system inputs;

Other adjustments principally relating to the recognition, accuracy and/or classification of certain amounts in "Deferred cemetery revenues, net", "Merchandise liability" and "Other current assets"; and

The corresponding effect of the foregoing accounting errors on the Partnership's income tax accounts, condensed consolidated statement of partners' capital, condensed consolidated statements of cash flows and the related notes thereto, disclosed in the Partnership's condensed consolidated financial information as of March 31, 2016 and December 31, 2015 and for the three months ended March 31, 2016 and 2015.

The restatement of the Partnership's unaudited condensed consolidated financial information for the three months ended March 31, 2016 in this Form 10-Q ("Restatement") reflects the correction of the aforementioned errors and the following additional errors identified subsequent to the Original Filing:

The timing and accuracy of the recognition of revenues and certain associated costs related to the Partnership's cemetery and funeral home performance obligations in the condensed consolidated statement of operations in improper accounting periods and the related effects on "Deferred revenues" and "Partners' Capital";

The presentation of certain components of "Other current assets" and "Accounts payable and accrued liabilities" in the condensed consolidated balance sheet;

The corresponding effect of the foregoing accounting errors on the Partnership's condensed consolidated statement of cash flows and the related notes thereto;

The recording and presentation of incorrect amounts of individual cemetery and funeral home location-level equity and intercompany balances—the impact of which is limited to Note 11, Supplemental Condensed Consolidating Financial Information; and

The presentation of changes in "Accounts receivable, net of allowance" and "Deferred revenues" on a gross versus net basis in the Partnership's condensed consolidated statement of cash flows and Note 2, Accounts Receivable, Net of Allowance, and omission of related disclosures.

Note 1, General, (“Note 1”) in the Partnership’s unaudited condensed consolidated financial information included in Item 1 provides further information regarding the Restatement.

The following sections in the Original Filing have been corrected in this Form 10-Q to reflect the Restatement:

Part I—Item 1—Financial Statements

Part I—Item 2—Management’s Discussion and Analysis of Financial Condition and Results of Operations

“Part I—Item 4—Controls and Procedures” to this Form 10-Q discloses the material weaknesses in the Partnership’s internal controls associated with the Restatement, as well as management’s conclusion that the Partnership’s internal control over financial reporting was not effective as of March 31, 2017. As disclosed therein, we continued to make improvements to our internal control over financial reporting with respect to material weaknesses that had been identified at that time, and those remediation efforts as well as other remediation efforts relating to material weaknesses we identified subsequent to March 31, 2017 remain ongoing.

This Form 10-Q does not reflect events occurring after the filing of the Original Filing except to the extent otherwise required to be included herein and does not substantively modify or update the disclosures therein other than as required to reflect the adjustments described above. See Note 1 to the accompanying unaudited condensed consolidated financial information, set forth in Item 1 of this Form 10-Q, for additional information.

We are also filing currently dated certifications from our Chief Executive Officer and Chief Financial Officer as Exhibits 31.1, 31.2, 32.1 and 32.2 to this Form 10-Q.

Unless the context otherwise requires, references to “we,” “us,” “our,” “StoneMor,” the “Company,” or the “Partnership” are to StoneMor Partners L.P. and its subsidiaries.

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FORM 10-Q OF STONEMOR PARTNERS L.P.  
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## PART I – FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## STONEMOR PARTNERS L.P.

## CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(in thousands)

|   | March 31,<br>2017 | December<br>31, 2016 |
|---|-------------------|----------------------|
| Assets  |                   |                      |
| Current assets:   |                   |                      |
| Cash and cash equivalents                               | \$ 13,723         | \$ 12,570            |
| Accounts receivable, net of allowance                   | 76,430            | 77,253               |
| Prepaid expenses  | 6,072             | 5,532                |
| Other current assets                                    | 21,739            | 23,466               |
| Total current assets                                    | 117,964           | 118,821              |
| Long-term accounts receivable, net of allowance         | 98,879            | 98,886               |
| Cemetery property                                       | 335,290           | 337,315              |
| Property and equipment, net of accumulated depreciation | 116,906           | 118,281              |
| Merchandise trusts, restricted, at fair value           | 523,858           | 507,079              |
| Perpetual care trusts, restricted, at fair value        | 341,479           | 333,780              |
| Deferred selling and obtaining costs                    | 120,113           | 116,890              |
| Deferred tax assets                                     | 64                | 64                   |
| Goodwill  | 70,436            | 70,436               |
| Intangible assets                                       | 64,852            | 65,438               |
| Other assets  | 21,429            | 20,023               |
| Total assets  | \$ 1,811,270      | \$ 1,787,013         |
| Liabilities and Partners' Capital                       |                   |                      |
| Current liabilities:                                    |                   |                      |
| Accounts payable and accrued liabilities                | \$ 39,035         | \$ 35,547            |
| Accrued interest  | 5,443             | 1,571                |
| Current portion, long-term debt                         | 1,617             | 1,775                |
| Total current liabilities                               | 46,095            | 38,893               |
| Long-term debt, net of deferred financing costs         | 303,618           | 300,351              |
| Deferred revenues                                       | 891,356           | 866,633              |
| Deferred tax liabilities                                | 20,556            | 20,058               |
| Perpetual care trust corpus                             | 341,479           | 333,780              |
| Other long-term liabilities                             | 38,019            | 36,944               |
| Total liabilities                                       | 1,641,123         | 1,596,659            |
| Commitments and contingencies                           |                   |                      |
| Partners' capital (deficit):                            |                   |                      |
| General partner interest                                | (2,135 )          | (1,914 )             |
| Common limited partners' interest                       | 172,282           | 192,268              |
| Total partners' capital                                 | 170,147           | 190,354              |
| Total liabilities and partners' capital                 | \$ 1,811,270      | \$ 1,787,013         |

See Accompanying Notes to the Unaudited Condensed Consolidated Financial Statements.



STONEMOR PARTNERS L.P.  
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)  
 (in thousands, except per unit data)

|  | Three Months<br>Ended March 31, |   |
|--|---------------------------------|---|
|  | 2017                            | 2016<br>(As<br>restated -<br>see Note<br>1) |
| Revenues:  |                                 |   |
| Cemetery:  |                                 |   |
| Merchandise  | \$38,003                        | \$33,690                                    |
| Services   | 14,949                          | 13,719                                      |
| Investment and other   | 12,575                          | 14,414                                      |
| Funeral home:  |                                 |   |
| Merchandise  | 7,836                           | 7,482                                       |
| Services   | 9,583                           | 8,867                                       |
| Total revenues   | 82,946                          | 78,172                                      |
| Costs and Expenses:  |                                 |   |
| Cost of goods sold   | 13,519                          | 10,720                                      |
| Cemetery expense   | 16,697                          | 15,856                                      |
| Selling expense  | 16,459                          | 14,733                                      |
| General and administrative expense   | 9,957                           | 9,204                                       |
| Corporate overhead   | 11,104                          | 10,311                                      |
| Depreciation and amortization  | 3,455                           | 3,065                                       |
| Funeral home expenses:   |                                 |   |
| Merchandise  | 1,760                           | 2,149                                       |
| Services   | 5,699                           | 6,455                                       |
| Other  | 5,345                           | 5,140                                       |
| Total costs and expenses   | 83,995                          | 77,633                                      |
| Other gains (losses), net  | —                               | (882 )                                      |
| Interest expense   | (6,706 )                        | (5,790 )                                    |
| Loss from continuing operations before income taxes                                  | (7,755 )                        | (6,133 )                                    |
| Income tax expense   | (806 )                          | (260 )                                      |
| Net loss   | \$(8,561 )                      | \$(6,393 )                                  |
| General partner's interest   | \$(89 )                         | \$1,101                                     |
| Limited partners' interest   | \$(8,472 )                      | \$(7,494 )                                  |
| Net loss per limited partner unit (basic and diluted)                                | \$(0.22 )                       | \$(0.23 )                                   |
| Weighted average number of limited partners' units outstanding (basic and diluted)   | 37,918                          | 32,539                                      |
| See Accompanying Notes to the Unaudited Condensed Consolidated Financial Statements. |                                 |   |

STONEMOR PARTNERS L.P.  
 CONDENSED CONSOLIDATED STATEMENT OF PARTNERS' CAPITAL (UNAUDITED)  
 (dollars in thousands)

|  | Partners' Capital              |                               |                    | Total      |
|--|--------------------------------|-------------------------------|--------------------|------------|
|  | Outstanding<br>Common<br>Units | Common<br>Limited<br>Partners | General<br>Partner |            |
| December 31, 2016                        | 37,863,496                     | \$ 192,268                    | \$(1,914)          | \$ 190,354 |
| Issuance of common units                 | —                              | 744                           | —                  | 744        |
| Common unit awards under incentive plans | 15,644                         | 241                           | —                  | 241        |
| Net loss                                 | —                              | (8,472 )                      | (89 )              | (8,561 )   |
| Cash distributions                       | —                              | (11,755 )                     | (132 )             | (11,887 )  |
| Unit distributions paid in kind          | 78,342                         | (744 )                        | —                  | (744 )     |
| March 31, 2017                           | 37,957,482                     | \$ 172,282                    | \$(2,135)          | \$ 170,147 |

See Accompanying Notes to the Unaudited Condensed Consolidated Financial Statements.

STONEMOR PARTNERS L.P.  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)  
 (in thousands)

|   | Three Months<br>Ended March 31,     |            |
|---|-------------------------------------|------------|
|   | 2017                                | 2016       |
|   | (As<br>restated -<br>see Note<br>1) |            |
| Cash Flows From Operating Activities:   |                                     |            |
| Net loss  | \$(8,561 )                          | \$(6,393 ) |
| Adjustments to reconcile net loss to net cash provided by operating activities: |                                     |            |
| Cost of lots sold   | 3,551                               | 2,006      |
| Depreciation and amortization   | 3,455                               | 3,065      |
| Provision for cancellations   | 1,828                               | 2,718      |
| Non-cash compensation expense   | 241                                 | 407        |
| Non-cash interest expense   | 1,085                               | 757        |
| Other (gains) losses, net   | —                                   | 882        |
| Changes in assets and liabilities:  |                                     |            |
| Accounts receivable, net of allowance   | (1,284 )                            | (3,945 )   |
| Merchandise trust fund  | (3,430 )                            | (11,613 )  |
| Other assets  | (809 )                              | (2,469 )   |
| Deferred selling and obtaining costs  | (3,223 )                            | (3,220 )   |
| Deferred revenues   | 12,802                              | 15,711     |
| Deferred taxes, net   | 498                                 | 17         |
| Payables and other liabilities  | 6,198                               | 7,311      |
| Net cash provided by operating activities                                       | 12,351                              | 5,234      |
| Cash Flows From Investing Activities:   |                                     |            |
| Cash paid for capital expenditures  | (1,496 )                            | (4,560 )   |
| Proceeds from asset sales   | —                                   | 138        |
| Net cash used in investing activities   | (1,496 )                            | (4,422 )   |
| Cash Flows From Financing Activities:   |                                     |            |
| Cash distributions  | (11,887 )                           | (21,387 )  |
| Proceeds from borrowings  | 24,000                              | 10,500     |
| Repayments of debt  | (21,072 )                           | (10,355 )  |
| Proceeds from issuance of common units, net of costs                            | —                                   | 18,763     |
| Cost of financing activities  | (743 )                              | —          |
| Net cash used in financing activities   | (9,702 )                            | (2,479 )   |
| Net increase (decrease) in cash and cash equivalents                            | 1,153                               | (1,667 )   |
| Cash and cash equivalents - Beginning of period                                 | 12,570                              | 15,153     |
| Cash and cash equivalents - End of period                                       | \$13,723                            | \$13,486   |
| Supplemental disclosure of cash flow information:                               |                                     |            |
| Cash paid during the period for interest  | \$1,802                             | \$1,513    |
| Cash paid during the period for income taxes                                    | \$2,371                             | \$376      |
| Non-cash investing and financing activities:                                    |                                     |            |
| Acquisition of assets by financing  | \$652                               | \$56       |

See Accompanying Notes to the Unaudited Condensed Consolidated Financial Statements.



STONEMOR PARTNERS L.P.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

March 31, 2017

1. GENERAL

Nature of Operations

StoneMor Partners L.P. (the "Partnership") is a provider of funeral and cemetery products and services in the death care industry in the United States. As of March 31, 2017, the Partnership operated 316 cemeteries in 27 states and Puerto Rico, of which 285 are owned and 31 are operated under lease, management or operating agreements. The Partnership also owned and operated 99 funeral homes, including 45 located on the grounds of cemetery properties that we own, in 18 states and Puerto Rico.

Basis of Presentation

The accompanying condensed consolidated financial statements, which are unaudited except for the balance sheet at December 31, 2016, which is derived from audited financial statements, have been prepared in accordance with the requirements of Form 10-Q and accounting principles generally accepted in the United States ("GAAP") for interim reporting. They do not include all disclosures normally made in financial statements contained in Form 10-K. In management's opinion, all adjustments necessary for a fair presentation of the Partnership's financial position, results of operations and cash flows for the periods disclosed have been made. These interim condensed consolidated financial statements should be read in conjunction with the audited financial statements and the related notes thereto presented in the Partnership's Annual Report on Form 10-K for the year ended December 31, 2016. The results of operations for the three months ended March 31, 2017 may not necessarily be indicative of the results of operations for the full year ending December 31, 2017.

Principles of Consolidation

The unaudited condensed consolidated financial statements include the accounts of each of the Partnership's 100% owned subsidiaries. These statements also include the accounts of the merchandise and perpetual care trusts in which the Partnership has a variable interest and is the primary beneficiary. The Partnership operates 31 cemeteries under long-term lease, operating or management contracts. The operations of 16 of these managed cemeteries have been consolidated.

The Partnership operates 15 cemeteries under long-term leases and other agreements that do not qualify as acquisitions for accounting purposes. As a result, the Partnership did not consolidate all of the existing assets and liabilities related to these cemeteries. The Partnership has consolidated the existing assets and liabilities of the merchandise and perpetual care trusts associated with these cemeteries as variable interest entities since the Partnership controls and receives the benefits and absorbs any losses from operating these trusts. Under the long-term leases, and other agreements associated with these properties, which are subject to certain termination provisions, the Partnership is the exclusive operator of these cemeteries and earns revenues related to sales of merchandise, services, and interment rights, and incurs expenses related to such sales, including the maintenance and upkeep of these cemeteries. Upon termination of these contracts, the Partnership will retain all of the benefits and related contractual obligations incurred from sales generated during the contract period. The Partnership has also recognized the existing customer contract related performance obligations that it assumed as part of these agreements.

Restatement of Previously Issued Unaudited Condensed Consolidated Financial Statements

On September 18, 2017, the Partnership filed its Annual Report on Form 10-K for the year ended December 31, 2016, which amended the Partnership's audited consolidated financial statements as of December 31, 2015, and for each of the two years in the period ended December 31, 2015 and the related notes thereto. This Form 10-Q amends the Partnership's unaudited condensed consolidated financial statements for the three months ended March 31, 2016 and the related notes thereto, included on Form 10-Q/A filed on November 9, 2016 ("Original Filing"). The Restatement reflects the correction of the following errors identified subsequent to the Original Filing:

A. The Partnership understated recognized revenues from the satisfaction of cemetery and funeral home performance obligations in its condensed consolidated statement of operations. The understatement was primarily due to lags in or omissions of the data entry of a contract servicing event. The adjustments to correct these accounting errors

resulted in a net increase of \$1.2 million in revenues, of which \$1.0 million related to merchandise revenues, for the three months ended March 31, 2016.

In conjunction with the foregoing revenue recognition errors, on its condensed consolidated balance sheet, the Partnership had historically (i) deferred incorrect and imprecise amounts of investment revenues and expenses related to its merchandise trusts, (ii) reserved incorrect amounts for future cancellations related to its cemetery and funeral home performance obligations, and (iii) deferred incorrect amounts of selling costs. The correction of these B. accounting errors resulted in a net increase in "Cemetery investment and other revenues" of \$0.1 million for the three months ended March 31, 2016 due to changes in the inputs used to calculate trust income recognition. This also resulted in a decrease in "Cemetery merchandise revenues" of \$0.1 million for the three months ended March 31, 2016 due to an increase in cancellation reserve expense, and an increase in "Selling expense" of \$0.2 million for the three months ended March 31, 2016.

Certain components of "Other current assets" and "Accounts payable and accrued liabilities" on its condensed consolidated balance sheet were determined to be inappropriate in the Partnership's review of accounting policies during its ongoing remediation. The Partnership had historically presented intercompany deposits due to its C. merchandise and perpetual care trust funds within "Other current assets" and presented intercompany payables to its merchandise and perpetual care trusts in "Accounts payable and accrued liabilities". The Partnership has determined the intercompany payables and liabilities to its consolidated trust funds should be eliminated. The correction of the error resulted in a reclassification of \$0.4 million in the condensed consolidated statements of cash flows between "Other assets" and "Payables and other liabilities" for the three months ended March 31, 2016.

D. Specific to the Partnership's disclosure in Note 11, Supplemental Condensed Consolidating Financial Information, ("Note 11") the Partnership recorded incorrect amounts for its individual cemetery and funeral home location-level equity and intercompany balances at its formation and in subsequent acquisitions. Additionally, the Partnership presented certain managed locations as guarantor subsidiaries instead of non-guarantor subsidiaries in Note 11. Note that this error had no impact to amounts presented on the face of the condensed consolidated financial statements.

The Partnership incorrectly presented the changes in "Accounts receivable, net of allowance" net of the income statement "Provision for cancellations" and omitted certain disclosures regarding the components of the changes in "Accounts receivable, net of allowance" and "Deferred revenues" in its condensed consolidated statement of cash flows. E. Additionally, specific to the Partnership's related disclosure in Note 2, Accounts Receivable, Net of Allowance, the Partnership presented activity in the allowance for cancellations that related to deferred revenues on a gross basis instead of on a net basis. The correction of the error resulted in a reclassification of \$2.7 million in the condensed consolidated statement of cash flows between "Provision for cancellations" and "Accounts receivable, net of allowance" for the three months ended March 31, 2016.

The effect of these adjustments on the Partnership's condensed consolidated statements of operations and cash flows for the three months ended March 31, 2016 is summarized below for each affected caption (in thousands, except per unit data):

| CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS        | Three Months Ended March 31, 2016 |           |                         |             |
|---|-----------------------------------|-----------|-------------------------|-------------|
|   | Reference                         | As Filed  | Restatement Adjustments | As Restated |
| Cemetery revenues:                                    |                                   |           |                         |             |
| Merchandise   | A, B                              | \$32,768  | \$ 922                  | \$33,690    |
| Services  | A                                 | 13,463    | 256                     | 13,719      |
| Investment and other                                  | B                                 | 14,375    | 39                      | 14,414      |
| Funeral home revenues:                                |                                   |           |                         |             |
| Merchandise   | A                                 | 7,456     | 26                      | 7,482       |
| Total revenues  |                                   | 76,929    | 1,243                   | 78,172      |
| Selling expense                                       | B                                 | 14,576    | 157                     | 14,733      |
| Funeral home expenses:                                |                                   |           |                         |             |
| Services  | B                                 | 6,451     | 4                       | 6,455       |
| Total costs and expenses                              |                                   | 77,472    | 161                     | 77,633      |
| Net loss  |                                   | (7,475 )  | 1,082                   | (6,393 )    |
| General partner's interest for the period             |                                   | 1,088     | 13                      | 1,101       |
| Limited partners' interest for the period             |                                   | (8,563 )  | 1,069                   | (7,494 )    |
| Net loss per limited partner unit (basic and diluted) |                                   | \$(0.26 ) | \$ 0.03                 | \$(0.23 )   |

| CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS | Three Months Ended March 31, 2016 |           |                         |             |
|--|-----------------------------------|-----------|-------------------------|-------------|
|  | Reference                         | As Filed  | Restatement Adjustments | As Restated |
| Net loss                                       |                                   | \$(7,475) | \$ 1,082                | \$(6,393)   |
| Provision for cancellations                    | E                                 | —         | 2,718                   | 2,718       |
| Changes in assets and liabilities:             |                                   |           |                         |             |
| Accounts receivable, net of allowance          | E                                 | (1,227 )  | (2,718 )                | (3,945 )    |
| Other assets                                   | B, C                              | (2,847 )  | 378                     | (2,469 )    |
| Deferred selling and obtaining costs           | B                                 | (3,379 )  | 159                     | (3,220 )    |
| Deferred revenues                              | A, B                              | 16,952    | (1,241 )                | 15,711      |
| Payables and other liabilities                 | C                                 | 7,689     | (378 )                  | 7,311       |
| Net cash provided by operating activities      |                                   | \$5,234   | \$ —                    | \$5,234     |

As shown above, the adjustments affecting the condensed consolidated statement of cash flows for the period noted are included in the Partnership's net loss from operations and offset by changes in operating assets and liabilities.

There were no adjustments related to cash provided by (used in) investing and financing activities.

#### Uses and Sources of Liquidity

Our primary use of liquidity is to fund working capital requirements of our businesses, capital expenditures and for general corporate purposes, including debt repayment and distributions. As more fully discussed in Note 7, the terms of the Partnership's senior credit facility, as amended, place certain restrictions on the Partnership's ability to increase and make distributions and obtain additional debt. Finally, the Partnership has incurred net losses for the reporting periods in this Form 10-Q, and the Consolidated Leverage Ratio under the credit facility has been nearing the maximum allowed ratio under existing covenants as disclosed in Note 7.

During 2016 and 2017, the Partnership completed various financing transactions to provide supplemental liquidity necessary to achieve management's strategic objectives, including issuance of common units, utilization of the at-the-market equity program and establishment of a new credit facility which, as discussed more fully in Note 7 and Note 15, was further amended during 2017. The Partnership acknowledges that it continues to face a challenging competitive environment, and while the Partnership continues to focus on its overall profitability, including managing expenses, the Partnership reported a loss for the three months ended March 31, 2017. The Partnership expects that the actions taken in 2016 and 2017 will enhance its liquidity and financial flexibility. The Partnership will likely seek to continue to supplement cash generation with proceeds from financing activities, including borrowings under the credit facility and other borrowings, the issuance of additional limited partner units, capital contributions from the general partner and the sale of assets and other transactions. As of March 31, 2017, the Partnership had \$12.8 million of total available borrowing capacity under its revolving credit facility.

If the Partnership continues to experience operating losses and is not able to generate additional liquidity through the mechanisms described above or through some combination of other actions, while not expected, the Partnership may be in breach of its covenants under the credit facility, and may not be able to access additional funds and the Partnership might need to secure additional sources of funds, which may or may not be available to the Partnership. Additionally, a failure to generate additional liquidity could negatively impact our access to inventory or services that are important to the operation of our business. Moreover, our ability to declare or pay future distributions may be impacted.

#### Summary of Significant Accounting Policies

Refer to Note 1 to the Partnership's audited consolidated financial statements included in Item 8 of its Annual Report on Form 10-K for the year ended December 31, 2016 for the complete summary of significant accounting policies.

#### Use of Estimates

The preparation of the Partnership's unaudited condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the unaudited condensed consolidated financial statements, as well as the reported amounts of revenue and expense during the reporting periods. The Partnership's unaudited condensed consolidated financial statements are based on a number of significant estimates, including revenue and expense accruals, depreciation and amortization, merchandise trust and perpetual care trust asset valuation, allowance for cancellations, unit-based compensation, deferred revenues, deferred merchandise trust investment earnings, deferred selling and obtaining costs, assets and liabilities obtained through business combinations and income taxes. As a result, actual results could differ from those estimates.

#### Goodwill

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets acquired. Goodwill is not amortized, but instead is subject to impairment testing on an annual basis, and between annual tests whenever events or changes in circumstances indicate that the fair value of a reporting unit may be below its carrying amount. No such events have occurred during the three months ended March 31, 2017. Goodwill totaled approximately \$70.4 million as of both March 31, 2017 and December 31, 2016.

#### Income Taxes

The Partnership is not subject to U.S. federal and most state income taxes. The partners of the Partnership are liable for income tax in regard to their distributive share of the Partnership's taxable income. Such taxable income may vary substantially from net income reported in the accompanying condensed consolidated financial statements. Certain corporate subsidiaries are subject to federal and state income tax. Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis and tax carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Partnership records a valuation allowance against its deferred tax assets if it deems that it is more likely than not that some portion or all of the recorded deferred tax assets will not be realizable in future periods.

The change in the deferred tax liability during the three months ended March 31, 2017 was caused by an increase in deferred tax liabilities associated with long-lived intangibles that will reverse after the expiration of the existing deferred tax assets.

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### Net Income (Loss) per Common Unit

Basic net income (loss) attributable to common limited partners per unit is computed by dividing net income (loss) attributable to common limited partners, which is determined after the deduction of the general partner's interest, by the weighted average number of common limited partner units outstanding during the period. Net income (loss) attributable to common limited partners is determined by deducting net income attributable to participating securities, if applicable, and net income (loss) attributable to the general partner's units. The general partner's interest in net income (loss) is calculated on a quarterly basis based upon its units and incentive distributions to be distributed for the quarter, with a priority allocation of net income to the general partner's incentive distributions, if any, in accordance with the partnership agreement, and the remaining net income (loss) allocated with respect to the general partner's and limited partners' ownership interests.

The Partnership presents net income (loss) per unit under the two-class method for master limited partnerships, which considers whether the incentive distributions of a master limited partnership represent a participating security when considered in the calculation of earnings per unit under the two-class method. The two-class method considers whether the partnership agreement contains any contractual limitations concerning distributions to the incentive distribution rights that would impact the amount of earnings to allocate to the incentive distribution rights for each reporting period. If distributions are contractually limited to the incentive distribution rights' share of currently designated available cash for distributions as defined under the partnership agreement, undistributed earnings in excess of available cash should not be allocated to the incentive distribution rights. Under the two-class method, management of the Partnership believes the partnership agreement contractually limits cash distributions to available cash; therefore, undistributed earnings in excess of available cash are not allocated to the incentive distribution rights. The following is a reconciliation of net income (loss) allocated to the common limited partners for purposes of calculating net income (loss) attributable to common limited partners per unit (in thousands):

|   | Three Months<br>Ended March 31, |               |
|---|---------------------------------|---------------|
|   | 2017                            | 2016          |
|   |                                 | (As restated) |
|   |                                 | -             |
|   |                                 | see above)    |
| Net loss  | \$ (8,561 )                     | \$ (6,393 )   |
| Less: Incentive distribution right ("IDR") payments to general partner— |                                 | 1,192         |
| Net loss to allocate to general and common limited partners             | (8,561 )                        | (7,585 )      |
| Less: General partner's interest excluding IDRs                         | (89 )                           | (91 )         |
| Net loss attributable to common limited partners                        | \$ (8,472 )                     | \$ (7,494 )   |

Diluted net income (loss) attributable to common limited partners per unit is calculated by dividing net income (loss) attributable to common limited partners, less income allocable to participating securities, by the sum of the weighted average number of common limited partner units outstanding and the dilutive effect of unit option awards, as calculated by the treasury stock or if converted methods, as applicable. These awards consist of common units issuable upon payment of an exercise price by the participant under the terms of the Partnership's long-term incentive plan.

The following table sets forth the reconciliation of the Partnership's weighted average number of common limited partner units used to compute basic net income (loss) attributable to common limited partners per unit with those used to compute diluted net income (loss) attributable to common limited partners per unit (in thousands):

| Three Months<br>Ended March<br>31, |      |
|------------------------------------|------|
| 2017                               | 2016 |

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|   |        |        |
|---|--------|--------|
| Weighted average number of common limited partner units - basic   | 37,918 | 32,539 |
| Add effect of dilutive incentive awards (1)                       | —      | —      |
| Weighted average number of common limited partner units - diluted | 37,918 | 32,539 |

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The diluted weighted average number of limited partners' units outstanding presented on the condensed (1) consolidated statement of operations does not include 328,914 units and 292,670 units for the three months ended March 31, 2017 and 2016, respectively, as their effects would be anti-dilutive.

Recently Issued Accounting Standard Updates - Not Yet Effective

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). This ASU supersedes the revenue recognition requirements in FASB ASC 605, Revenue Recognition, and in most industry-specific topics. The new guidance identifies how and when entities should recognize revenue. The new rules establish a core principle requiring the recognition of revenue to depict the transfer of promised goods or services to customers in an amount reflecting the consideration to which the entity expects to be entitled in exchange for such goods or services. In connection with this new standard, the FASB has issued several amendments to ASU 2014-09, as follows:

In March 2016, the FASB issued ASU 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net). This standard improves the implementation guidance on principal versus agent considerations and whether an entity reports revenue on a gross or net basis.

In April 2016, the FASB issued ASU 2016-10, Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing. This standard clarifies identifying performance obligations and the licensing implementation guidance.

In May 2016, the FASB issued ASU 2016-12, Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients. This standard provides additional guidance on (a) the objective of the collectability criterion, (b) the presentation of sales tax collected from customers, (c) the measurement date of non-cash consideration received, (d) practical expedients in respect of contract modifications and completed contracts at transition and (e) disclosure of the effects of the accounting change in the period of adoption.

In December 2016, the FASB issued ASU No. 2016-20, Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers, which amends certain narrow aspects of the guidance, including the disclosure of remaining performance obligations and prior-period performance obligations, as well as other amendments to the guidance on loan guarantee fees, contract costs, refund liabilities, advertising costs and the clarification of certain examples.

In September 2017, the FASB issued ASU No. 2017-13, Revenue Recognition (Topic 605), Revenue from Contracts with Customers (Topic 606), Leases (Topic 840), and Leases (Topic 842): Amendments to SEC Paragraphs Pursuant to the Staff Announcement at the July 20, 2017 EITF Meeting and Rescission of Prior SEC Staff Announcements and Observer Comments, which provides additional clarification and implementation guidance on ASU 2014-09 and is effective consistent with the adoption schedule for ASU 2014-09.

The new guidance in ASU 2014-09, as well as all amendments discussed above, is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. The new guidance permits two methods of adoption, full retrospective or modified retrospective and we intend to implement the standard with the modified retrospective approach, which recognizes the cumulative effect of application recognized on that date. Management has developed an implementation plan and is continuing to evaluate the impact that the adoption of this guidance will have on the financial statements of the Partnership. Management is in the midst of assessing the impact of the guidance on our contracts in all our revenue streams by reviewing our current accounting policies and practices to identify potential differences that would result from applying the new requirements to our revenue contracts. Management continues to monitor modifications, clarifications and interpretations issued by the FASB. Part of the implementation plan includes performing a detailed review of contracts and also evaluating the impact, if any, on changes to business processes, systems and controls to support recognition and disclosure under the new guidance. Although the Partnership has not yet fully determined the scope of the impact of the new standard on our consolidated results of operations, financial position, cash flows and financial statement disclosures, management expects that there will be an impact to the financial reporting disclosures and internal control over financial reporting. The Partnership will adopt the requirements of the new standard upon its effective date of January 1, 2018.

In the first quarter of 2016, the FASB issued Update No. 2016-01, Financial Instruments (Subtopic 825-10) ("ASU 2016-01"). The core principle of ASU 2016-01 is that all equity investments should be measured at fair value with changes in the fair value recognized through net income. The amendment is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early application is not permitted for the key aspects of the amendment. The Partnership will adopt the requirements

of ASU 2016-01 upon its effective date of January 1, 2018, and is evaluating the potential impact of the adoption on its financial position, results of operations and related disclosures.

In the first quarter of 2016, the FASB issued Update No. 2016-02, Leases (Topic 842) (“ASU 2016-02”). The core principle of ASU 2016-02 is that all leases create an asset and a liability for lessees and recognition of those lease assets and lease liabilities represents an improvement over previous GAAP, which did not require lease assets and lease liabilities to be recognized for most leases. The amendment is effective for annual reporting periods beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted. The Partnership plans to adopt the requirements of ASU 2016-02 upon its effective date of January 1, 2019, and is evaluating the potential impact of the adoption on its financial position, results of operations and related disclosures.

In the second quarter of 2016, the FASB issued Update No. 2016-13, Credit Losses (Topic 326) (“ASU 2016-13”). The core principle of ASU 2016-13 is that all assets measured at amortized cost basis should be presented at the net amount expected to be collected using historical experience, current conditions and reasonable and supportable forecasts as a basis for credit loss estimates, instead of the probable initial recognition threshold used under current GAAP. The amendment is effective for annual reporting periods beginning after December 15, 2019, including interim periods within those fiscal years. Early application is permitted. The Partnership plans to adopt the requirements of ASU 2016-13 upon its effective date of January 1, 2020, and is evaluating the potential impact of the adoption on its financial position, results of operations and related disclosures.

In the third quarter of 2016, the FASB issued Update No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (“ASU 2016-15”). The core principle of ASU 2016-15 is to provide cash flow statement classification guidance. The amendment is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those fiscal years. Early application is permitted. The Partnership plans to adopt the requirements of ASU 2016-15 upon its effective date of January 1, 2018, and is evaluating the potential impact of the adoption on its financial position, results of operations and related disclosures.

In the fourth quarter of 2016, the FASB issued Update No. 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash (“ASU 2016-18”). The core principle of ASU 2016-18 is to provide guidance on the presentation of restricted cash or restricted cash equivalents in the statement of cash flows. The amendment is effective for annual reporting periods beginning after December 15, 2017, including interim periods within those fiscal years. Early application is permitted. The Partnership plans to adopt the requirements of ASU 2016-18 upon its effective date of January 1, 2018, and is evaluating the potential impact of the adoption on its financial position, results of operations and related disclosures.

In the first quarter of 2017, the FASB issued Update No. 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business, which clarifies the definition of a business. The amendments affect all companies and other reporting organizations that must determine whether they have acquired or sold a business. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. The amendments are intended to help companies and other organizations evaluate whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendments are effective for annual periods beginning after December 15, 2017, including interim periods within those periods. The Partnership is evaluating the potential impact of the adoption on its financial position, results of operations and related disclosures.

In the first quarter of 2017, the FASB also issued Update No. 2017-04, Intangibles-Goodwill and Other (Topic 350) (“ASU 2017-04”) to simplify the subsequent measurement of goodwill. ASU 2017-04 eliminates Step 2 from the goodwill impairment test. Instead, impairment is defined as the amount by which the carrying value of the reporting unit exceeds its fair value, up to the total amount of goodwill. The Partnership plans to adopt the requirements of ASU 2017-04 upon its effective date of January 1, 2020, and is evaluating the impact, if any, on its financial position, results of operations and related disclosures.

**2. ACCOUNTS RECEIVABLE, NET OF ALLOWANCE**

Long-term accounts receivable, net, consisted of the following at the dates indicated (in thousands):

|   | March 31,<br>2017 | December<br>31, 2016 |
|---|-------------------|----------------------|
| Customer receivables                    | \$223,113         | \$223,326            |
| Unearned finance income                 | (20,803 )         | (21,034 )            |
| Allowance for contract cancellations    | (27,001 )         | (26,153 )            |
| Accounts receivable, net of allowance   | 175,309           | 176,139              |
| Less: Current portion, net of allowance | 76,430            | 77,253               |
| Long-term portion, net of allowance     | \$98,879          | \$98,886             |

Activity in the allowance for contract cancellations was as follows (in thousands):

|                              | Three Months<br>Ended March 31, |          |
|------------------------------|---------------------------------|----------|
|                              | 2017                            | 2016     |
|                              | (As restated - see Note 1)      |          |
| Balance, beginning of period | \$26,153                        | \$23,985 |
| Provision for cancellations  | 1,828                           | 2,718    |
| Cancellations                | (980 )                          | (1,682 ) |
| Balance, end of period       | \$27,001                        | \$25,021 |

As noted in Note 1, the Partnership has changed its presentation herein to focus only on the provision and cancellations of amounts recognized. The allowance for contract cancellations included \$18.5 million and \$17.4 million related to deferred revenues as of March 31, 2017 and December 31, 2016, respectively.

**3. CEMETERY PROPERTY**

Cemetery property consisted of the following at the dates indicated (in thousands):

|                                  | March<br>31, 2017 | December<br>31, 2016 |
|----------------------------------|-------------------|----------------------|
| Cemetery land                    | \$256,482         | \$257,914            |
| Mausoleum crypts and lawn crypts | 78,808            | 79,401               |
| Cemetery property                | \$335,290         | \$337,315            |

**4. PROPERTY AND EQUIPMENT**

Property and equipment consisted of the following at the dates indicated (in thousands):

|   | March 31,<br>2017 | December<br>31, 2016 |
|---|-------------------|----------------------|
| Buildings and improvements                              | \$126,025         | \$125,442            |
| Furniture and equipment                                 | 56,106            | 56,408               |
| Funeral home land                                       | 11,505            | 11,527               |
| Property and equipment, gross                           | 193,636           | 193,377              |
| Less: Accumulated depreciation                          | (76,730 )         | (75,096 )            |
| Property and equipment, net of accumulated depreciation | \$116,906         | \$118,281            |

Depreciation expense was \$2.9 million and \$2.5 million for the three months ended March 31, 2017 and 2016, respectively.

## 5. MERCHANDISE TRUSTS

At March 31, 2017 and December 31, 2016, the Partnership's merchandise trusts consisted of investments in debt and equity marketable securities and cash equivalents, both directly as well as through mutual and investment funds.

All of these investments are classified as available for sale and accordingly, all of the assets are carried at fair value.

All of the investments subject to the fair value hierarchy are considered either Level 1 or Level 2 assets pursuant to the three-level hierarchy described in Note 10. There were no Level 3 assets.

The merchandise trusts are variable interest entities ("VIE") of which the Partnership is the primary beneficiary. The assets held in the merchandise trusts are required to be used to purchase the merchandise and provide the services to which they relate. If the value of these assets falls below the cost of purchasing such merchandise and providing such services, the Partnership may be required to fund this shortfall.

The Partnership included \$8.7 million and \$8.6 million of investments held in trust by the West Virginia Funeral Directors Association at March 31, 2017 and December 31, 2016, respectively, in its merchandise trust assets. As required by law, the Partnership deposits a portion of certain funeral merchandise sales in West Virginia into a trust that is held by the West Virginia Funeral Directors Association. These trusts are recognized at their account value, which approximates fair value.

A reconciliation of the Partnership's merchandise trust activities for the three months ended March 31, 2017 and 2016 is presented below (in thousands):

|                                 | Three Months Ended |           |
|---------------------------------|--------------------|-----------|
|                                 | March 31,          |           |
|                                 | 2017               | 2016      |
| Balance, beginning of period    | \$507,079          | \$464,676 |
| Contributions                   | 14,916             | 13,305    |
| Distributions                   | (16,728 )          | (7,797 )  |
| Interest and dividends          | 6,284              | 5,773     |
| Capital gain distributions      | 237                | 219       |
| Realized gains and losses       | 1,810              | 1,270     |
| Taxes                           | (1,675 )           | (37 )     |
| Fees                            | (708 )             | (383 )    |
| Unrealized change in fair value | 12,643             | 2,982     |
| Balance, end of period          | \$523,858          | \$480,008 |

During the three months ended March 31, 2017 and 2016, purchases of available for sale securities were \$22.1 million and \$6.4 million, respectively, while sales, maturities and paydowns of available for sale securities were \$27.1 million and \$12.6 million, respectively. Cash flows from pre-need customer contracts are presented as operating cash flows in our condensed consolidated statement of cash flows.

The cost and market value associated with the assets held in the merchandise trusts as of March 31, 2017 and December 31, 2016 were as follows (in thousands):

| March 31, 2017                   | Fair Value<br>Hierarchy Level | Cost      | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|----------------------------------|-------------------------------|-----------|------------------------------|-------------------------------|---------------|
| Short-term investments           | 1                             | \$26,925  | \$ —                         | \$ —                          | \$26,925      |
| Fixed maturities:                |                               |           |                              |                               |               |
| U.S. governmental securities     | 2                             | 172       | 1                            | (52 )                         | 121           |
| Corporate debt securities        | 2                             | 5,673     | 306                          | (303 )                        | 5,676         |
| Total fixed maturities           |                               | 5,845     | 307                          | (355 )                        | 5,797         |
| Mutual funds - debt securities   | 1                             | 229,609   | 4,845                        | (133 )                        | 234,321       |
| Mutual funds - equity securities | 1                             | 111,335   | 11,349                       | (160 )                        | 122,524       |
| Other investment funds (1)       |                               | 75,498    | 597                          | (564 )                        | 75,531        |
| Equity securities                | 1                             | 35,203    | 5,047                        | (289 )                        | 39,961        |
| Other invested assets            | 2                             | 10,100    | —                            | —                             | 10,100        |
| Total investments                |                               | \$494,515 | \$ 22,145                    | \$(1,501 )                    | \$515,159     |
| West Virginia Trust Receivable   |                               | 8,699     | —                            | —                             | 8,699         |
| Total                            |                               | \$503,214 | \$ 22,145                    | \$(1,501 )                    | \$523,858     |

Other investment funds are measured at fair value using the net asset value per share practical expedient and have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the balance sheet. This asset class is (1) composed of fixed income funds and equity funds, which have redemption periods ranging from 30 to 90 days, and private credit funds, which have lockup periods of five years with two potential one year extensions at the discretion of the funds' general partners. As of March 31, 2017, there were \$3.7 million in unfunded commitments to the private credit funds, which are callable at any time.

| December 31, 2016                | Fair Value<br>Hierarchy Level | Cost      | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|----------------------------------|-------------------------------|-----------|------------------------------|-------------------------------|---------------|
| Short-term investments           | 1                             | \$17,317  | \$ —                         | \$ —                          | \$17,317      |
| Fixed maturities:                |                               |           |                              |                               |               |
| U.S. governmental securities     | 2                             | 172       | 2                            | (44 )                         | 130           |
| Corporate debt securities        | 2                             | 6,311     | 269                          | (202 )                        | 6,378         |
| Total fixed maturities           |                               | 6,483     | 271                          | (246 )                        | 6,508         |
| Mutual funds - debt securities   | 1                             | 236,159   | 1,580                        | (96 )                         | 237,643       |
| Mutual funds - equity securities | 1                             | 126,215   | 3,361                        | (533 )                        | 129,043       |
| Other investment funds (1)       |                               | 60,017    | 603                          | (387 )                        | 60,233        |
| Equity securities                | 1                             | 35,079    | 3,640                        | (192 )                        | 38,527        |
| Other invested assets            | 2                             | 9,239     | —                            | —                             | 9,239         |
| Total investments                |                               | \$490,509 | \$ 9,455                     | (1,454 )                      | \$498,510     |
| West Virginia Trust Receivable   |                               | 8,569     | —                            | —                             | 8,569         |
| Total                            |                               | \$499,078 | \$ 9,455                     | \$(1,454 )                    | \$507,079     |

Other investment funds are measured at fair value using the net asset value per share practical expedient and have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the balance sheet. This asset class is (1) composed of fixed income funds and equity funds, which have redemption periods ranging from 30 to 90 days.



The contractual maturities of debt securities as of March 31, 2017 were as follows (in thousands):

|                              | Less than 1 year | 1 year through 5 years | 6 years through 10 years | More than 10 years |
|------------------------------|------------------|------------------------|--------------------------|--------------------|
| U.S. governmental securities | \$ —             | \$ 56                  | \$ 65                    | \$ —               |
| Corporate debt securities    | 369              | 4,547                  | 746                      | 14                 |
| Total fixed maturities       | \$ 369           | \$ 4,603               | \$ 811                   | \$ 14              |

#### Temporary Declines in Fair Value

The Partnership evaluates declines in fair value below cost for each asset held in the merchandise trusts on a quarterly basis.

An aging of unrealized losses on the Partnership's investments in debt and equity securities within the merchandise trusts as of March 31, 2017 and December 31, 2016 is presented below (in thousands):

|                                  | Less than 12 months |                   | 12 months or more |                   | Total      |                   |
|----------------------------------|---------------------|-------------------|-------------------|-------------------|------------|-------------------|
|                                  | Fair Value          | Unrealized Losses | Fair Value        | Unrealized Losses | Fair Value | Unrealized Losses |
| March 31, 2017                   |                     |                   |                   |                   |            |                   |
| Fixed maturities:                |                     |                   |                   |                   |            |                   |
| U.S. governmental securities     | \$—                 | \$ —              | \$102             | \$ 52             | \$102      | \$ 52             |
| Corporate debt securities        | 1,040               | 116               | 370               | 187               | 1,410      | 303               |
| Total fixed maturities           | 1,040               | 116               | 472               | 239               | 1,512      | 355               |
| Mutual funds - debt securities   | 9,529               | 126               | 20                | 7                 | 9,549      | 133               |
| Mutual funds - equity securities | 15,641              | 127               | 1,287             | 33                | 16,928     | 160               |
| Other investment funds           | 33,259              | 564               | —                 | —                 | 33,259     | 564               |
| Equity securities                | 3,278               | 216               | 429               | 73                | 3,707      | 289               |
| Total                            | \$62,747            | \$ 1,149          | \$2,208           | \$ 352            | \$64,955   | \$ 1,501          |

|                                  | Less than 12 months |                   | 12 months or more |                   | Total      |                   |
|----------------------------------|---------------------|-------------------|-------------------|-------------------|------------|-------------------|
|                                  | Fair Value          | Unrealized Losses | Fair Value        | Unrealized Losses | Fair Value | Unrealized Losses |
| December 31, 2016                |                     |                   |                   |                   |            |                   |
| Fixed maturities:                |                     |                   |                   |                   |            |                   |
| U.S. governmental securities     | \$—                 | \$ —              | \$87              | \$ 44             | \$87       | \$ 44             |
| Corporate debt securities        | 556                 | 6                 | 871               | 196               | 1,427      | 202               |
| Total fixed maturities           | 556                 | 6                 | 958               | 240               | 1,514      | 246               |
| Mutual funds - debt securities   | 6,040               | 61                | 754               | 35                | 6,794      | 96                |
| Mutual funds - equity securities | 7,475               | 357               | 2,578             | 176               | 10,053     | 533               |
| Other investment funds           | 37,357              | 387               | —                 | —                 | 37,357     | 387               |
| Equity securities                | 1,292               | 89                | 413               | 103               | 1,705      | 192               |
| Total                            | \$52,720            | \$ 900            | \$4,703           | \$ 554            | \$57,423   | \$ 1,454          |

For all securities in an unrealized loss position, the Partnership evaluated the severity of the impairment and length of time that a security has been in a loss position and concluded the decline in fair value below the asset's cost was temporary in nature. In addition, the Partnership is not aware of any circumstances that would prevent the future market value recovery for these securities.

#### Other-Than-Temporary Impairment of Trust Assets

The Partnership assesses its merchandise trust assets for other-than-temporary declines in fair value on a quarterly basis. During the three months ended March 31, 2017 and 2016, the Partnership determined that there were no other than temporary impairments to the investment portfolio in the merchandise trusts.

## 6. PERPETUAL CARE TRUSTS

At March 31, 2017 and December 31, 2016, the Partnership's perpetual care trusts consisted of investments in debt and equity marketable securities and cash equivalents, both directly as well as through mutual and investment funds.

All of these investments are classified as available for sale and accordingly, all of the assets are carried at fair value.

All of the investments subject to the fair value hierarchy are considered either Level 1 or Level 2 assets pursuant to the three-level hierarchy described in Note 10. There were no Level 3 assets. The perpetual care trusts are VIEs of which the Partnership is the primary beneficiary.

A reconciliation of the Partnership's perpetual care trust activities for the three months ended March 31, 2017 and 2016 is presented below (in thousands):

|                                 | Three Months Ended |           |
|---------------------------------|--------------------|-----------|
|                                 | March 31,          |           |
|                                 | 2017               | 2016      |
| Balance, beginning of period    | \$333,780          | \$307,804 |
| Contributions                   | 2,115              | 2,474     |
| Distributions                   | (3,031 )           | (3,723 )  |
| Interest and dividends          | 3,871              | 4,149     |
| Capital gain distributions      | 216                | 81        |
| Realized gains and losses       | 2,065              | 74        |
| Taxes                           | (165 )             | (97 )     |
| Fees                            | (608 )             | (287 )    |
| Unrealized change in fair value | 3,236              | (268 )    |
| Balance, end of period          | \$341,479          | \$310,207 |

During the three months ended March 31, 2017 and 2016, purchases of available for sale securities were \$69.5 million and \$5.5 million, respectively, while sales, maturities and paydowns of available for sale securities were \$64.1 million and \$0.3 million, respectively. Cash flows from perpetual care trust related contracts are presented as operating cash flows in our condensed consolidated statement of cash flows.

The cost and market value associated with the assets held in the perpetual care trusts as of March 31, 2017 and December 31, 2016 were as follows (in thousands):

| March 31, 2017                   | Fair Value<br>Hierarchy Level | Cost      | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|----------------------------------|-------------------------------|-----------|------------------------------|-------------------------------|---------------|
| Short-term investments           | 1                             | \$9,671   | \$ —                         | \$ —                          | \$9,671       |
| Fixed maturities:                |                               |           |                              |                               |               |
| U.S. governmental securities     | 2                             | 457       | 5                            | (27 )                         | 435           |
| Corporate debt securities        | 2                             | 6,785     | 214                          | (190 )                        | 6,809         |
| Total fixed maturities           |                               | 7,242     | 219                          | (217 )                        | 7,244         |
| Mutual funds - debt securities   | 1                             | 145,648   | 1,962                        | (658 )                        | 146,952       |
| Mutual funds - equity securities | 1                             | 17,800    | 3,296                        | (21 )                         | 21,075        |
| Other investment funds (1)       |                               | 127,371   | 3,463                        | (720 )                        | 130,114       |
| Equity securities                | 1                             | 24,007    | 2,782                        | (451 )                        | 26,338        |
| Other invested assets            | 2                             | 85        | —                            | —                             | 85            |
| Total investments                |                               | \$331,824 | \$ 11,722                    | \$ (2,067 )                   | \$341,479     |

Other investment funds are measured at fair value using the net asset value per share practical expedient and have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the balance sheet. This asset class is (1) composed of fixed income funds and equity funds, which have a redemption period ranging from 30 to 90 days, and private credit funds, which have lockup periods ranging from five to ten years with three potential one year extensions at the discretion of the funds' general partners. As of March 31, 2017, there were \$56.2 million in unfunded commitments to the private credit funds, which are callable at any time.

| December 31, 2016                | Fair Value<br>Hierarchy Level | Cost      | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|----------------------------------|-------------------------------|-----------|------------------------------|-------------------------------|---------------|
| Short-term investments           | 1                             | \$16,113  | \$ —                         | \$ —                          | \$16,113      |
| Fixed maturities:                |                               |           |                              |                               |               |
| U.S. governmental securities     | 2                             | 483       | 14                           | (23 )                         | 474           |
| Corporate debt securities        | 2                             | 12,598    | 380                          | (152 )                        | 12,826        |
| Total fixed maturities           |                               | 13,081    | 394                          | (175 )                        | 13,300        |
| Mutual funds - debt securities   | 1                             | 127,033   | 1,187                        | (669 )                        | 127,551       |
| Mutual funds - equity securities | 1                             | 30,708    | 1,940                        | (26 )                         | 32,622        |
| Other investment funds (1)       |                               | 119,196   | 2,672                        | (622 )                        | 121,246       |
| Equity securities                | 1                             | 20,978    | 2,150                        | (432 )                        | 22,696        |
| Other invested assets            | 2                             | 252       | —                            | —                             | 252           |
| Total investments                |                               | \$327,361 | \$ 8,343                     | \$ (1,924 )                   | \$333,780     |

Other investment funds are measured at fair value using the net asset value per share practical expedient and have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the balance sheet. This asset class is (1) composed of fixed income funds and equity funds, which have a redemption period ranging from 30 to 90 days, and private credit funds, which have lockup periods ranging from six to ten years with three potential one year extensions at the discretion of the funds' general partners. As of December 31, 2016, there were \$45.1 million in unfunded commitments to the private credit funds, which are callable at any time.

The contractual maturities of debt securities as of March 31, 2017 were as follows (in thousands):

|                              | Less than 1 year | 1 year through 5 years | 6 years through 10 years | More than 10 years |
|------------------------------|------------------|------------------------|--------------------------|--------------------|
| U.S. governmental securities | \$ —             | \$ 226                 | \$ 165                   | \$ 44              |
| Corporate debt securities    | 633              | 5,319                  | 783                      | 74                 |
| Total fixed maturities       | \$ 633           | \$ 5,545               | \$ 948                   | \$ 118             |

#### Temporary Declines in Fair Value

The Partnership evaluates declines in fair value below cost of each individual asset held in the perpetual care trusts on a quarterly basis.

An aging of unrealized losses on the Partnership's investments in debt and equity securities within the perpetual care trusts as of March 31, 2017 and December 31, 2016 is presented below (in thousands):

|                                  | Less than 12 months |                   | 12 months or more |                   | Total      |                   |
|----------------------------------|---------------------|-------------------|-------------------|-------------------|------------|-------------------|
|                                  | Fair Value          | Unrealized Losses | Fair Value        | Unrealized Losses | Fair Value | Unrealized Losses |
| March 31, 2017                   |                     |                   |                   |                   |            |                   |
| Fixed maturities:                |                     |                   |                   |                   |            |                   |
| U.S. governmental securities     | \$—                 | \$ —              | \$363             | \$ 27             | \$363      | \$ 27             |
| Corporate debt securities        | 960                 | 67                | 2,388             | 123               | 3,348      | 190               |
| Total fixed maturities           | 960                 | 67                | 2,751             | 150               | 3,711      | 217               |
| Mutual funds - debt securities   | 43,199              | 631               | 536               | 27                | 43,735     | 658               |
| Mutual funds - equity securities | 1,168               | 17                | 113               | 4                 | 1,281      | 21                |
| Other investment funds           | 39,059              | 720               | —                 | —                 | 39,059     | 720               |
| Equity securities                | 6,880               | 438               | 156               | 13                | 7,036      | 451               |
| Total                            | \$91,266            | \$ 1,873          | \$3,556           | \$ 194            | \$94,822   | \$ 2,067          |

|                                  | Less than 12 months |                   | 12 months or more |                   | Total      |                   |
|----------------------------------|---------------------|-------------------|-------------------|-------------------|------------|-------------------|
|                                  | Fair Value          | Unrealized Losses | Fair Value        | Unrealized Losses | Fair Value | Unrealized Losses |
| December 31, 2016                |                     |                   |                   |                   |            |                   |
| Fixed maturities:                |                     |                   |                   |                   |            |                   |
| U.S. governmental securities     | \$—                 | \$ —              | \$283             | \$ 23             | \$283      | \$ 23             |
| Corporate debt securities        | 747                 | 10                | 2,980             | 142               | 3,727      | 152               |
| Total fixed maturities           | 747                 | 10                | 3,263             | 165               | 4,010      | 175               |
| Mutual funds - debt securities   | 24,026              | 620               | 1,908             | 49                | 25,934     | 669               |
| Mutual funds - equity securities | 3,836               | 16                | 452               | 10                | 4,288      | 26                |
| Other investment funds           | 37,577              | 622               | —                 | —                 | 37,577     | 622               |
| Equity securities                | 4,532               | 409               | 145               | 23                | 4,677      | 432               |
| Total                            | \$70,718            | \$ 1,677          | \$5,768           | \$ 247            | \$76,486   | \$ 1,924          |

For all securities in an unrealized loss position, the Partnership evaluated the severity of the impairment and length of time that a security has been in a loss position and concluded the decline in fair value below the asset's cost was temporary in nature. In addition, the Partnership is not aware of any circumstances that would prevent the future market value recovery for these securities.

#### Other-Than-Temporary Impairment of Trust Assets

The Partnership assesses its perpetual care trust assets for other-than-temporary declines in fair value on a quarterly basis. During the three months ended March 31, 2017 and 2016, the Partnership determined that there were no other than temporary impairments to the investment portfolio in the perpetual care trusts.

## 7. LONG-TERM DEBT

Total debt consisted of the following at the dates indicated (in thousands):

|  | March 31,<br>2017 | December<br>31, 2016 |
|--|-------------------|----------------------|
| Credit facility  | \$140,625         | \$137,125            |
| 7.875% Senior Notes, due June 2021                             | 172,738           | 172,623              |
| Notes payable - acquisition debt                               | 453               | 502                  |
| Notes payable - acquisition non-competes                       | 721               | 928                  |
| Insurance and vehicle financing                                | 1,657             | 1,807                |
| Less deferred financing costs, net of accumulated amortization | (10,959 )         | (10,859 )            |
| Total debt   | 305,235           | 302,126              |
| Less current maturities  | (1,617 )          | (1,775 )             |
| Total long-term debt   | \$303,618         | \$300,351            |

## Credit Facility

On August 4, 2016, StoneMor Operating LLC (the "Operating Company"), a 100% owned subsidiary of the Partnership, entered into the Credit Agreement (the "Credit Agreement") among each of the Subsidiaries of the Operating Company (together with the Operating Company, "Borrowers"), the Lenders identified therein, Capital One, National Association ("Capital One"), as Administrative Agent, Issuing Bank and Swingline Lender, Citizens Bank of Pennsylvania, as Syndication Agent, and TD Bank, N.A. and Raymond James Bank, N.A., as Co-Documentation Agents. In addition, on the same date, the Partnership, the Borrowers and Capital One, as Administrative Agent, entered into the Guaranty and Collateral Agreement (the "Guaranty Agreement," and together with the Credit Agreement, "New Agreements"). Capitalized terms which are not defined in the following description of the New Agreements shall have the meaning assigned to such terms in the New Agreements, as amended.

On March 15, 2017, the Borrowers, Capital One, as Administrative Agent and acting in accordance with the written consent of the Required Lenders, entered into the First Amendment to Credit Agreement (as so amended, the "Original Credit Agreement"). The Original Credit Agreement provided for up to \$210.0 million initial aggregate amount of Revolving Commitments, which may be increased, from time to time, in minimum increments of \$5.0 million so long as the aggregate amount of such increases does not exceed \$100.0 million. The Operating Company may also request the issuance of Letters of Credit for up to \$15.0 million in the aggregate, of which there were \$8.1 million outstanding at March 31, 2017 and \$6.8 million outstanding at December 31, 2016. The Maturity Date under the Original Credit Agreement is the earlier of (i) August 4, 2021 and (ii) the date that is six months prior to the earliest scheduled maturity date of any outstanding Permitted Unsecured Indebtedness (at present, such date is December 1, 2020, which is six months prior to June 1, 2021 maturity date of outstanding 7.875% senior notes). As of March 31, 2017, the outstanding amount of borrowings under the Original Credit Agreement was \$140.6 million, which was used to pay down outstanding obligations under the Partnership's prior credit agreement, to pay fees, costs and expenses related to the New Agreements and to fund working capital needs. Generally, proceeds of the Loans under the Original Credit Agreement can be used to finance the working capital needs and for other general corporate purposes of the Borrowers and Guarantors, including acquisitions and distributions permitted under the Original Credit Agreement. As of March 31, 2017, the Partnership had \$12.8 million of total available borrowing capacity under its revolving credit facility.

Each Borrowing under the Original Credit Agreement is comprised of Base Rate Loans or Eurodollar Loans. The Loans comprising each Base Rate Borrowing (including each Swingline Loan) bear interest at the Base Rate plus the Applicable Rate, and the Loans comprising each Eurodollar Borrowing bear interest at the Eurodollar Rate plus the Applicable Rate.

The Applicable Rate is determined based on the Consolidated Leverage Ratio of the Partnership and its Subsidiaries and ranges from 1.75% to 3.75% for Eurodollar Rate Loans and 0.75% to 2.75% for Base Rate Loans. Based on our Consolidated Leverage Ratio for the compliance period ended March 31, 2017, the Applicable Rate for Eurodollar Rate Loans was 3.75% and for Base Rate Loans was 2.75%. The Original Credit Agreement also requires the Borrowers to pay a quarterly unused commitment fee, which accrues at the Applicable Rate on the amount by which

the commitments under the Original Credit Agreement exceed the usage of such commitments, and which is included within interest expense on the Partnership's condensed consolidated statements of operations. On March 31, 2017, the weighted average interest rate on outstanding borrowings under the Original Credit Agreement was 4.9%.

The Original Credit Agreement contains financial covenants, pursuant to which the Partnership will not permit: the ratio of Consolidated Funded Indebtedness to Consolidated EBITDA, or the Consolidated Leverage Ratio, as of the last day of any fiscal quarter, commencing on September 30, 2016, determined for the period of four consecutive fiscal quarters ending on such date (the "Measurement Period"), to be greater than 4.25 to 1.0 for periods ended through September 30, 2017, and 4.00 to 1.0 for periods thereafter, which may be increased to 4.25 to 1.0 (in case of a Designated Acquisition made subsequent to the last day of the immediately preceding fiscal quarter) as of the last day of the fiscal quarter in which such Designated Acquisition occurs and as of the last day of the immediately succeeding fiscal quarter; and

the ratio of Consolidated EBITDA to Consolidated Debt Service, or the Consolidated Debt Service Coverage Ratio, as of the last day of any fiscal quarter, commencing on September 30, 2016 to be less than 2.50 to 1.0 for any Measurement Period.

On March 31, 2017, the Partnership's Consolidated Leverage Ratio and the Consolidated Debt Service Coverage Ratio were 4.09 and 3.51, respectively.

The Original Credit Agreement prohibits the Partnership from increasing its regularly scheduled quarterly cash distributions otherwise permitted under the Original Credit Agreement until January 1, 2018 unless at the time such distribution is declared and on a pro forma basis after giving effect to the payment of any such distribution the Consolidated Leverage Ratio is no greater than 3.75:1.00. Additional covenants include customary limitations, subject to certain exceptions, on, among others: (i) the incurrence of Indebtedness; (ii) granting of Liens; (iii) fundamental changes and dispositions; (iv) investments, loans, advances, guarantees and acquisitions; (v) swap agreements; (vi) transactions with Affiliates; (vii) Restricted Payments; and (viii) Sale and Leaseback Transactions. The Partnership was in compliance with the Original Credit Agreement covenants as of March 31, 2017.

The Borrowers' obligations under the Original Credit Agreement are guaranteed by the Partnership and the Borrowers. Pursuant to the Guaranty Agreement, the Borrowers' obligations under the Original Credit Agreement are secured by a first priority lien and security interest (subject to permitted liens and security interests) in substantially all of the Partnership's and Borrowers' assets, whether then owned or thereafter acquired, excluding certain excluded assets, which include, among others: (i) Trust Accounts, certain proceeds required by law to be placed into such Trust Accounts and funds held in such Trust Accounts; and (ii) Excluded Real Property, including owned and leased real property that may not be pledged as a matter of law.

On July 26, 2017, StoneMor Operating LLC (the "Operating Company"), a 100% owned subsidiary of StoneMor Partners L.P. (the "Partnership"), the Subsidiaries (as defined in the Amended Credit Agreement) of the Operating Company (together with the Operating Company, "Borrowers"), the Lenders party thereto and Capital One, National Association ("Capital One"), as Administrative Agent (in such capacity, the "Administrative Agent"), entered into a Second Amendment and Limited Waiver (the "Second Amendment") and those parties subsequently entered into a Third Amendment and Limited Waiver effective as of August 15, 2017 (the "Third Amendment") and a Fourth Amendment to Credit Agreement dated September 29, 2017 (the "Fourth Amendment"). The cumulative effect of the Second Amendment, Third Amendment and Fourth Amendment was to modify the Original Credit Agreement to: increase the facility's Consolidated Leverage Ratio to 4.50:1.00 for the period ended September 30, 2017 and the period ending December 31, 2017, stepping down to 4.25:1.00 for periods ending in fiscal 2018, and then reverting back to 4.00:1.00;

provide that, in calculating Consolidated EBITDA for purposes of various financial covenants:

the Partnership is entitled to add back:

non-cash compensation or other expense attributable to equity compensation awards and certain other non-cash expenses;

unrealized losses (less unrealized gains) and non-cash expenses arising from or attributable to the early termination of any swap agreement;

other non-recurring cash expenses, losses, costs and charges subject to a limit of \$14.3 million for the period ended June 30, 2017, \$12.0 million for the period ended September 30, 2017 and periods ending December 31, 2017, March 31, 2018 and June 30, 2018, \$4.0 million for the period ending September 30, 2018 and \$2.0 million for periods thereafter;



non-recurring cash expenses, costs and charges relating to the previously announced Securities and Exchange Commission investigation and related actions, ongoing class action litigation and any other non-ordinary course of business legal matters in an aggregate amount for all periods not to exceed \$5.0 million; and certain cash expenses, costs and charges with respect to liability or casualty events to the extent insurance or indemnity recovery from a third party is actually received or is reasonably expected to be received within 90 days following the end of the applicable period; and

require the Partnership to subtract the following:

non-cash items increasing Consolidated Net Income for the applicable period;  
federal, state, local and foreign income tax credits or refunds during such period;  
certain cash payments made during the applicable period in respect of any noncash accrual, reserve or other non-cash charge that is accounted for in a prior period which was added to Consolidated Net Income to determine Consolidated EBITDA for such prior period and which does not otherwise reduce Consolidated Net Income for the current period; and

the amount of any insurance or indemnity recovery not so received within the 90 day period (or such longer period) set forth above and any recovery payments which are made by third parties within the 90 day period (or such longer period) set forth above, in each case to the extent added back to consolidated net income in the prior period;  
amend the definition of "Consolidated Leverage Ratio" to permit the Partnership to deduct from Indebtedness the aggregate amount of all unrestricted cash and Cash Equivalents of the Partnership and its Subsidiaries in accounts subject to a first priority, perfected lien (subject to certain permitted liens) in favor of the Administrative Agent in an amount not to exceed \$5,000,000;

reduce the revolver commitment to \$200.0 million;

add provisions relating to a Fixed Charge Coverage Ratio that:

establish a minimum Consolidated Fixed Charge Coverage Ratio (as described below), as of the last day of any fiscal quarter, commencing on September 30, 2017, determined for the period of four (4) consecutive fiscal quarters ending on such date, of 1.20:1.00 for the four fiscal quarter period ending on such measurement date;

define "Consolidated Fixed Charge Ratio" as the ratio of (i) Consolidated EBITDA for the four fiscal quarter period ending on the applicable measurement date, minus (x) the aggregate of all expenditures by the Partnership and its Subsidiaries for a specified period which are included in "Maintenance Capital Expenditures" or "Growth Capital Expenditures" reflected in the consolidated statement of cash flows of the Partnership, but excluding any such expenditures to the extent financed from the proceeds of Indebtedness (other than Revolving Loans) or insurance proceeds or other similar recoveries paid on account of the loss of or damage to the assets being replaced or restored or other assets and that are made during such period, (y) any federal, state, local and foreign taxes paid by the Partnership and its Subsidiaries during such period (net of any tax credits or refunds during such period), and (z) all Restricted Payments (which includes distributions) paid in cash by the Partnership during such period, to (ii) Consolidated Fixed Charges for the four fiscal quarter period ending on such measurement date; and

define "Consolidated Fixed Charges" as the sum of (i) Consolidated Interest Expense paid or payable in cash plus (ii) the aggregate amount of all scheduled principal payments with respect to all Consolidated Funded Indebtedness, but excluding any such payments to the extent refinanced through the incurrence of additional Indebtedness permitted under the Amended Credit Agreement;

prior to the date on which the Partnership shall have achieved, as of the last day of any fiscal quarter after September 29, 2017, a Consolidated Leverage Ratio of less than 4.00:1.00 for the four consecutive fiscal quarters ending on such date: (a) limit Revolving Credit Availability to (i) the lesser of the Borrowing Base, which is equal to the sum of 80% of accounts receivable outstanding less than 120 days plus 40% of the book value, net of depreciation, of property, plant and equipment, and the aggregate Revolving Commitments of the Lenders at such time, minus (ii) the aggregate outstanding amount of Revolving Credit Exposures of the Lenders and (b) in the event the sum of the aggregate principal amount of all of the Revolving Credit Exposures of the Lenders exceeds the Borrowing Base then in effect, require the Borrowers to immediately prepay borrowings in an amount so that the Revolving Credit Availability is at least \$0; and

extend the deadline for filing the Partnership's Form 10-Q for the period ended September 30, 2017 to forty-five days following the filing of its Form 10-Q for the period ended June 30, 2017, but not later than January 31, 2018.

#### Senior Notes

On May 28, 2013, the Partnership issued \$175.0 million aggregate principal amount of 7.875% Senior Notes due 2021 (the "Senior Notes"). The Partnership pays 7.875% interest per annum on the principal amount of the Senior Notes, payable in cash semi-annually in arrears on June 1 and December 1 of each year. The net proceeds from the offering were used to retire a \$150.0 million aggregate principal amount of 10.25% Senior Notes due 2017 and the remaining proceeds were used for general corporate purposes. The Senior Notes were issued at 97.832% of par resulting in gross proceeds of \$171.2 million with an original issue discount of approximately \$3.8 million. The Partnership incurred debt issuance costs and fees of approximately \$4.6 million. These costs and fees are deferred and are being amortized over the life of the Senior Notes. The Senior Notes mature on June 1, 2021.

At any time on or after June 1, 2016, we may redeem the Senior Notes, in whole or in part, at the redemption prices (expressed as percentages of the principal amount) set forth below, together with accrued and unpaid interest, if any, to the redemption date, if redeemed during the 12-month period beginning June 1 of the years indicated:

| Year                | Percentage |
|---------------------|------------|
| 2017                | 103.938%   |
| 2018                | 101.969%   |
| 2019 and thereafter | 100.000%   |

Subject to certain exceptions, upon the occurrence of a Change of Control (as defined in the Indenture), each holder of the Senior Notes will have the right to require the Partnership to purchase that holder's Senior Notes for a cash price equal to 101% of the principal amounts to be purchased, plus accrued and unpaid interest.

The Senior Notes are jointly and severally guaranteed by certain of the Partnership's subsidiaries. The Indenture governing the Senior Notes contains covenants, including limitations of the Partnership's ability to incur certain additional indebtedness and liens, make certain dividends, distributions, redemptions or investments, enter into certain transactions with affiliates, make certain asset sales, and engage in certain mergers, consolidations or sales of all or substantially all of the Partnership's assets, among other items. As of March 31, 2017, the Partnership was in compliance with these covenants.

#### 8. DEFERRED REVENUES

The Partnership defers revenues and all direct costs associated with the sale of pre-need cemetery merchandise and services until the merchandise is delivered or the services are performed. The Partnership recognizes deferred merchandise and service revenues as deferred revenues within long-term liabilities on its condensed consolidated balance sheet. The Partnership recognizes deferred direct costs associated with pre-need cemetery merchandise and service revenues as deferred selling and obtaining costs within long-term assets on its condensed consolidated balance sheet. The Partnership also defers the costs to obtain new pre-need cemetery and new prearranged funeral business as well as the investment earnings on the prearranged services and merchandise trusts.

Deferred revenues and related costs consisted of the following at the dates indicated (in thousands):

|   | March<br>31, 2017 | December<br>31, 2016 |
|---|-------------------|----------------------|
| Deferred contract revenues                  | \$788,477         | \$782,120            |
| Deferred merchandise trust revenue          | 82,235            | 76,512               |
| Deferred merchandise trust unrealized gains | 20,644            | 8,001                |
| Deferred revenues                           | \$891,356         | \$866,633            |
| Deferred selling and obtaining costs        | \$120,113         | \$116,890            |

Deferred revenues presented in the table above are net of the allowance for contract cancellations disclosed in Note 2.

## 9. COMMITMENTS AND CONTINGENCIES

### Legal

The Partnership is currently subject to class or collective actions under the Securities Exchange Act of 1934 and for related state law claims that certain of our officers and directors breached their fiduciary duty to the Partnership and its unitholders. The Partnership could also become subject to additional claims and legal proceedings relating to the factual allegations made in these actions. While management cannot reasonably estimate the potential exposure in these matters at this time, if the Partnership does not prevail in any such proceedings, the Partnership could be required to pay substantial damages or settlement costs, subject to certain insurance coverages. Management has determined that, based on the status of the claims and legal proceedings against us, the amount of the potential losses cannot be reasonably estimated at this time. These actions are summarized below.

*Anderson v. StoneMor Partners, LP, et al.*, No. 2:16-cv-06111 pending in the United States District Court for the Eastern District of Pennsylvania, and filed on November 21, 2016. The plaintiffs in this case (as well as *Klein v. StoneMor Partners, LP, et al.*, No. 2:16-cv-06275, filed in the United States District Court for the Eastern District of Pennsylvania on December 2, 2016, which has been consolidated with this case) brought an action on behalf of a putative class of the holders of Partnership units and allege that the Partnership made misrepresentations to investors in violation of Section 10(b) of the Securities Exchange Act of 1934 by, among other things and in general, failing to clearly disclose the use of proceeds from debt and equity offerings by making allegedly false or misleading statements concerning (a) the Partnership's strength or health in connection with a particular quarter's distribution announcement, (b) the connection between operations and distributions and (c) the Partnership's use of cash from equity offerings and its credit facility. Lead plaintiffs have been appointed in this case, and filed a Consolidated Amended Class Action Complaint on April 24, 2017. Defendants filed a motion to dismiss that Consolidated Amended Complaint on June 8, 2017; the motion is pending. Plaintiffs seek damages from the Partnership and certain of its officers and directors on behalf of the class of Partnership unitholders, as well as costs and attorneys' fees.

*Bunim v. Miller, et al.*, No. 2:17-cv-00519-ER, pending in the United States District Court for the Eastern District of Pennsylvania, and filed on February 6, 2017. The plaintiff in this case brought, derivatively on behalf of the Partnership, claims that StoneMor GP's officers and directors aided and abetted in breaches of StoneMor GP's purported fiduciary duties by, among other things and in general, allegedly making misrepresentations through the use of non-GAAP accounting standards in its public filings, by allegedly failing to clearly disclose the use of proceeds from debt and equity offerings, and by allegedly approving unsustainable distributions. The plaintiff also claims that these actions and misrepresentations give rise to causes of action for gross mismanagement, unjust enrichment, and (in connection with a purportedly misleading proxy statement filed in 2014) violations of Section 14(a) of the Securities Exchange Act of 1934. The derivative plaintiff seeks an award of damages, attorneys' fees and costs in favor of the Partnership as nominal plaintiff, as well as general compliance and governance changes. This case has been stayed, by the agreement of the parties, pending the resolution of the motion to dismiss filed in the Anderson case.

Muth v. StoneMor G.P. LLC, et al., December Term, 2016, No. 01196 and Binder v. StoneMor G.P. LLC, et al., January Term, 2017, No. 04872, both pending in the Court of Common Pleas for Philadelphia County, Pennsylvania, and filed on December 20, 2016 and February 3, 2017, respectively. In these cases, the plaintiffs brought, derivatively on behalf of the Partnership, claims that StoneMor GP's officers and directors aided and abetted in breaches of StoneMor GP's purported fiduciary duties by, among other things and in general, allegedly making misrepresentations through the use of non-GAAP accounting standards in its public filings and by failing to clearly disclose the use of proceeds from debt and equity offerings, as well as approving unsustainable distributions. The plaintiffs also claim that these actions and misrepresentations give rise to a cause of action for unjust enrichment. The derivative plaintiffs seek an award of damages, attorneys' fees and costs in favor of the Partnership as nominal plaintiff, as well as alterations to the procedures for electing members to the board of StoneMor GP, and other compliance and governance changes. These cases have been consolidated and stayed, by the agreement of the parties, pending the resolution of the motion to dismiss filed in the Anderson case.

The Partnership has received two subpoenas from the Philadelphia Regional Office of the Securities and Exchange Commission, Enforcement Division, in connection with a fact-finding as to whether violations of federal securities laws have occurred. The subpoenas themselves state that the fact-finding should not be construed as an indication that any violations of securities laws occurred. The first subpoena, received on April 25, 2017, sought information from us relating to, among other things, our prior restatements, financial statements, internal control over financial reporting, public disclosures, use of non-GAAP financial measures and matters pertaining to unitholder distributions and the sources of funds therefor. The second subpoena, received on July 13, 2017, sought information relating to protection of our confidential information and our policies regarding insider trading. We are cooperating with the SEC staff, have begun to deliver information requested in the first subpoena and have delivered all information requested in the second, more limited, subpoena.

The Partnership is party to other legal proceedings in the ordinary course of its business but does not expect the outcome of any such proceedings, individually or in the aggregate, to have a material adverse effect on its financial position, results of operations or cash flows. The Partnership carries insurance with coverage and coverage limits that it believes to be customary in the cemetery and funeral home industry. Although there can be no assurance that such insurance will be sufficient to protect the Partnership against all contingencies, management believes that the insurance protection is reasonable in view of the nature and scope of the operations.

#### Other

During the first quarter of 2016, the Partnership moved its corporate headquarters to Trevoze, Pennsylvania. Due to the relocation, a cease-use expense of \$2.4 million, of which \$0.5 million was incurred in the first quarter of 2016, was recorded in "Other gains (losses), net" on the unaudited condensed consolidated statement of operations. This charge represents the net recognition of the discounted liability for future rent payments due under the lease on the previous headquarters, net of estimated sublease collections and deferred rent and lease incentives pertaining to the previous corporate office location.

In connection with the Partnership's lease and management agreements with the Archdiocese of Philadelphia, it has committed to pay aggregate fixed rent of \$36.0 million in the following amounts:

|   |                            |
|---|----------------------------|
| Lease Years 1-5 (May 28, 2014 - May 31, 2019)   | None                       |
| Lease Years 6-20 (June 1, 2019 - May 31, 2034)  | \$1,000,000 per Lease Year |
| Lease Years 21-25 (June 1, 2034 - May 31, 2039) | \$1,200,000 per Lease Year |
| Lease Years 26-35 (June 1, 2039 - May 31, 2049) | \$1,500,000 per Lease Year |
| Lease Years 36-60 (June 1, 2049 - May 31, 2074) | None                       |

The fixed rent for lease years 6 through 11, an aggregate of \$6.0 million, is deferred. If, prior to May 31, 2024, the Archdiocese exercises its right in its sole discretion to terminate the agreements during lease year 11 or the Partnership terminates the agreements as a result of a default by the Archdiocese, the Partnership is entitled to retain the deferred fixed rent. If the agreements are not terminated, the deferred fixed rent will become due and payable on or before June 30, 2024.



## 10. FAIR VALUE OF FINANCIAL INSTRUMENTS

Management has established a hierarchy to measure the Partnership's financial instruments at fair value, which requires it to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Observable inputs represent market data obtained from independent sources; whereas, unobservable inputs reflect the Partnership's own market assumptions, which are used if observable inputs are not reasonably available without undue cost and effort. The hierarchy defines three levels of inputs that may be used to measure fair value: Level 1 – Unadjusted quoted market prices in active markets for identical, unrestricted assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset and liability or can be corroborated with observable market data for substantially the same contractual term of the asset or liability.

Level 3 – Unobservable inputs that the entity's own assumptions about the assumptions market participants would use in the pricing of the asset or liability and are consequently not based on market activity but rather through particular valuation techniques.

The Partnership's current assets and liabilities and customer receivables on its condensed consolidated balance sheets are similar to cash basis financial instruments, and their estimated fair values approximate their carrying values due to their short-term nature and thus are categorized as Level 1. The Partnership's merchandise and perpetual care trusts consist of investments in debt and equity marketable securities and cash equivalents, are carried at fair value, and are considered either Level 1 or Level 2 (see Notes 5 and 6). Where quoted prices are available in active markets, securities are classified as Level 1 investments pursuant to the fair value measurement hierarchy.

Where quoted market prices are not available for the specific security, fair values are estimated by using either quoted prices of securities with similar characteristics or an income approach fair value model with observable inputs that include a combination of interest rates, yield curves, credit risks, prepayment speeds, rating, and tax-exempt status.

These securities are classified as Level 2 investments pursuant to the fair value measurement hierarchy. Certain investments in the merchandise and perpetual care trusts are excluded from the fair value leveling hierarchy in accordance with GAAP. These funds are measured at fair value using the net asset value per share practical expedient and have not been categorized in the fair value hierarchy.

The Partnership's other financial instruments as of March 31, 2017 and December 31, 2016 consist of its Senior Notes and outstanding borrowings under its revolving credit facility (see Note 7). The estimated fair values of the Partnership's Senior Notes as of March 31, 2017 and December 31, 2016 were \$174.3 million and \$168.0 million, respectively, based on trades made on those dates, compared with the carrying amounts of \$172.7 million and \$172.6 million, respectively. As of March 31, 2017 and December 31, 2016, the carrying values of outstanding borrowings under the Partnership's revolving credit facility (see Note 7), which bears interest at variable interest rates with maturities of 90 days or less, approximated their estimated fair values. The Senior Notes and the credit facility are valued using Level 2 inputs.

## 11. SUPPLEMENTAL CONDENSED CONSOLIDATING FINANCIAL INFORMATION

The Partnership's Senior Notes are guaranteed by StoneMor Operating LLC and its 100% owned subsidiaries, other than the co-issuer, as described below. The guarantees are full, unconditional, joint and several. The Partnership, or the "Parent", and its 100% owned subsidiary, Cornerstone Family Services of West Virginia Subsidiary Inc., are the co-issuers of the Senior Notes. The Partnership's unaudited condensed consolidated financial statements as of March 31, 2017 and December 31, 2016 and for the three months ended March 31, 2017 and 2016 include the accounts of cemeteries owned by other entities but which we operate under long-term lease, operating or management agreements. For the purposes of this note, these entities are deemed non-guarantor subsidiaries, as they are not 100% owned by the Partnership. The Partnership's unaudited condensed consolidated financial statements also contain merchandise and perpetual care trusts that are also non-guarantor subsidiaries for the purposes of this note.

The following unaudited supplemental condensed consolidating financial information reflects the Partnership's standalone accounts, the combined accounts of the subsidiary co-issuer, the combined accounts of the guarantor subsidiaries, the combined accounts of the non-guarantor subsidiaries, the consolidating adjustments and eliminations and the Partnership's consolidated accounts as of March 31, 2017 and December 31, 2016 and for the three months ended March 31, 2017 and 2016. For the purpose of the following financial information, the Partnership's investments in its subsidiaries and the guarantor subsidiaries' investments in their respective subsidiaries are presented in accordance with the equity method of accounting:

## CONDENSED CONSOLIDATING BALANCE SHEETS (in thousands)

| March 31, 2017   | Parent    | Subsidiary Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|--|-----------|-------------------|------------------------|----------------------------|--------------|--------------|
| <b>Assets</b>  |           |                   |                        |                            |              |              |
| <b>Current assets:</b>   |           |                   |                        |                            |              |              |
| Cash and cash equivalents  | \$—       | \$—               | \$ 10,531              | \$ 3,192                   | \$—          | \$ 13,723    |
| Other current assets   | —         | 3,325             | 83,711                 | 17,205                     | —            | 104,241      |
| Total current assets   | —         | 3,325             | 94,242                 | 20,397                     | —            | 117,964      |
| Long-term accounts receivable  | —         | 1,886             | 83,847                 | 13,146                     | —            | 98,879       |
| Cemetery property and equipment  | —         | 925               | 417,124                | 34,147                     | —            | 452,196      |
| Merchandise trusts   | —         | —                 | —                      | 523,858                    | —            | 523,858      |
| Perpetual care trusts  | —         | —                 | —                      | 341,479                    | —            | 341,479      |
| Deferred selling and obtaining costs   | —         | 5,843             | 93,754                 | 20,516                     | —            | 120,113      |
| Goodwill and intangible assets   | —         | —                 | 72,665                 | 62,623                     | —            | 135,288      |
| Other assets   | —         | —                 | 18,665                 | 2,828                      | —            | 21,493       |
| Investments in and amounts due from affiliates eliminated upon consolidation | 238,255   | 159,173           | 577,374                | —                          | (974,802 )   | —            |
| Total assets   | \$238,255 | \$ 171,152        | \$ 1,357,671           | \$ 1,018,994               | \$(974,802 ) | \$ 1,811,270 |
| <b>Liabilities and Equity</b>  |           |                   |                        |                            |              |              |
| Current liabilities  | \$—       | \$474             | \$45,455               | \$ 166                     | \$—          | \$ 46,095    |
| Long-term debt, net of deferred financing costs                              | 68,108    | 104,630           | 130,880                | —                          | —            | 303,618      |
| Deferred revenues  | —         | 30,182            | 764,839                | 96,335                     | —            | 891,356      |
| Perpetual care trust corpus  | —         | —                 | —                      | 341,479                    | —            | 341,479      |
| Other long-term liabilities  | —         | —                 | 47,191                 | 11,384                     | —            | 58,575       |
| Due to affiliates  | —         | —                 | 172,738                | 598,250                    | (770,988 )   | —            |
| Total liabilities  | 68,108    | 135,286           | 1,161,103              | 1,047,614                  | (770,988 )   | 1,641,123    |
| Partners' capital  | 170,147   | 35,866            | 196,568                | (28,620 )                  | (203,814 )   | 170,147      |
| Total liabilities and partners' capital                                      | \$238,255 | \$ 171,152        | \$ 1,357,671           | \$ 1,018,994               | \$(974,802 ) | \$ 1,811,270 |

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| December 31, 2016  | Parent    | Subsidiary Issuer | Guarantor Subsidiaries | Non-Guarantor Subsidiaries | Eliminations | Consolidated |
|--|-----------|-------------------|------------------------|----------------------------|--------------|--------------|
| Assets   |           |                   |                        |                            |              |              |
| Current assets:  |           |                   |                        |                            |              |              |
| Cash and cash equivalents  | \$—       | \$—               | \$9,145                | \$ 3,425                   | \$—          | \$ 12,570    |
| Other current assets   | —         | 4,567             | 83,765                 | 17,919                     | —            | 106,251      |
| Total current assets   | —         | 4,567             | 92,910                 | 21,344                     | —            | 118,821      |
| Long-term accounts receivable  | —         | 1,725             | 83,993                 | 13,168                     | —            | 98,886       |
| Cemetery property and equipment  | —         | 930               | 420,077                | 34,589                     | —            | 455,596      |
| Merchandise trusts   | —         | —                 | —                      | 507,079                    | —            | 507,079      |
| Perpetual care trusts  | —         | —                 | —                      | 333,780                    | —            | 333,780      |
| Deferred selling and obtaining costs   | —         | 5,668             | 91,252                 | 19,970                     | —            | 116,890      |
| Goodwill and intangible assets   | —         | —                 | 72,963                 | 62,911                     | —            | 135,874      |
| Other assets   | —         | —                 | 17,244                 | 2,843                      | —            | 20,087       |
| Investments in and amounts due from affiliates eliminated upon consolidation | 258,417   | 182,060           | 557,455                | —                          | (997,932 )   | —            |
| Total assets   | \$258,417 | \$ 194,950        | \$ 1,335,894           | \$ 995,684                 | \$(997,932 ) | \$ 1,787,013 |
| Liabilities and Equity   |           |                   |                        |                            |              |              |
| Current liabilities  | \$—       | \$ 320            | \$ 38,336              | \$ 237                     | \$—          | \$ 38,893    |
| Long-term debt, net of deferred financing costs                              | 68,063    | 104,560           | 127,728                | —                          | —            | 300,351      |
| Deferred revenues  | —         | 30,321            | 738,184                | 98,128                     | —            | 866,633      |
| Perpetual care trust corpus  | —         | —                 | —                      | 333,780                    | —            | 333,780      |
| Other long-term liabilities  | —         | —                 | 45,802                 | 11,200                     | —            | 57,002       |
| Due to affiliates  | —         | —                 | 172,623                | 581,427                    | (754,050 )   | —            |
| Total liabilities  | 68,063    | 135,201           | 1,122,673              | 1,024,772                  | (754,050 )   | 1,596,659    |
| Partners' capital  | 190,354   | 59,749            | 213,221                | (29,088 )                  | (243,882 )   | 190,354      |
| Total liabilities and partners' capital                                      | \$258,417 | \$ 194,950        | \$ 1,335,894           | \$ 995,684                 | \$(997,932 ) | \$ 1,787,013 |

## CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS (in thousands)

| Three Months Ended March 31, 2017                         | Parent     | Subsidiary Issuer | Guarantor Subsidiaries   | Non-Guarantor Subsidiaries   | Eliminations | Consolidated |
|---|------------|-------------------|--------------------------|------------------------------|--------------|--------------|
| Total revenues  | \$—        | \$2,045           | \$ 68,642                | \$ 14,942                    | \$ (2,683 )  | \$ 82,946    |
| Total costs and expenses                                  | —          | (3,404 )          | (69,482 )                | (13,792 )                    | 2,683        | (83,995 )    |
| Net loss from equity investment in subsidiaries           | (7,203 )   | (8,214 )          | —                        | —                            | 15,417       | —            |
| Interest expense  | (1,358 )   | (2,087 )          | (3,036 )                 | (225 )                       | —            | (6,706 )     |
| Net income (loss) before income taxes                     | (8,561 )   | (11,660 )         | (3,876 )                 | 925                          | 15,417       | (7,755 )     |
| Income tax benefit (expense)                              | —          | —                 | (806 )                   | —                            | —            | (806 )       |
| Net income (loss)   | \$(8,561 ) | \$(11,660 )       | \$(4,682 )               | \$ 925                       | \$ 15,417    | \$ (8,561 )  |
| Three Months Ended March 31, 2016<br>(As restated, see A) | Parent     | Subsidiary Issuer | Guarantor Subsidiaries B | Non-Guarantor Subsidiaries B | Eliminations | Consolidated |
| Total revenues  | \$—        | \$1,269           | \$ 64,346                | \$ 14,921                    | \$ (2,364 )  | \$ 78,172    |
| Total costs and expenses                                  | —          | (2,526 )          | (65,023 )                | (12,448 )                    | 2,364        | (77,633 )    |
| Other income (loss)                                       | —          | —                 | (882 )                   | —                            | —            | (882 )       |
| Net loss from equity investment in subsidiaries           | (5,035 )   | (6,252 )          | —                        | —                            | 11,287       | —            |
| Interest expense  | (1,358 )   | (2,087 )          | (2,154 )                 | (191 )                       | —            | (5,790 )     |
| Net income (loss) before income taxes                     | (6,393 )   | (9,596 )          | (3,713 )                 | 2,282                        | 11,287       | (6,133 )     |
| Income tax benefit (expense)                              | —          | —                 | (260 )                   | —                            | —            | (260 )       |
| Net income (loss)   | \$(6,393 ) | \$(9,596 )        | \$(3,973 )               | \$ 2,282                     | \$ 11,287    | \$ (6,393 )  |

A. See Note 1 for a summary of those accounting adjustments and the impact on the unaudited condensed consolidated financial statements for the three months ended March 31, 2016.

The Partnership incorrectly presented the accounts of certain cemeteries owned by other entities but which we operate under long-term lease, operating or management agreements, as guarantor subsidiaries instead of B. non-guarantor subsidiaries. The adjustments to correctly present these cemeteries as non-guarantor subsidiaries resulted in a \$1.0 million increase in non-guarantor revenues and a \$0.8 million increase in non-guarantor costs and expenses and corresponding reductions to guarantor revenues and costs and expenses.

## CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS (in thousands)

| Three Months Ended March 31, 2017   | Parent    | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries      | Non-Guarantor<br>Subsidiaries      | Eliminations | Consolidated |
|---|-----------|----------------------|--------------------------------|------------------------------------|--------------|--------------|
| Net cash provided by (used in) operating activities                                   | \$ 11,887 | \$ 11                | \$ 15,826                      | \$ (41 )                           | \$ (15,332 ) | \$ 12,351    |
| Cash Flows From Investing Activities:   |           |                      |                                |                                    |              |              |
| Cash paid for acquisitions and capital expenditures                                   | —         | (11 )                | (1,293 )                       | (192 )                             | —            | (1,496 )     |
| Net cash used in investing activities   | —         | (11 )                | (1,293 )                       | (192 )                             | —            | (1,496 )     |
| Cash Flows From Financing Activities:   |           |                      |                                |                                    |              |              |
| Cash distributions  | (11,887 ) | —                    | —                              | —                                  | —            | (11,887 )    |
| Payments to affiliates  | —         | —                    | (15,332 )                      | —                                  | 15,332       | —            |
| Net borrowings and repayments of debt   | —         | —                    | 2,928                          | —                                  | —            | 2,928        |
| Other financing activities  | —         | —                    | (743 )                         | —                                  | —            | (743 )       |
| Net cash provided by (used in) financing activities                                   | (11,887 ) | —                    | (13,147 )                      | —                                  | 15,332       | (9,702 )     |
| Net increase (decrease) in cash and cash equivalents                                  | —         | —                    | 1,386                          | (233 )                             | —            | 1,153        |
| Cash and cash equivalents - Beginning of period                                       | —         | —                    | 9,145                          | 3,425                              | —            | 12,570       |
| Cash and cash equivalents - End of period   | \$—       | \$—                  | \$ 10,531                      | \$ 3,192                           | \$—          | \$ 13,723    |
| Three Months Ended March 31, 2016<br>(As restated, see A)                             |           |                      |                                |                                    |              |              |
|   | Parent    | Subsidiary<br>Issuer | Guarantor<br>Subsidiaries<br>B | Non-Guarantor<br>Subsidiaries<br>B | Eliminations | Consolidated |
| Net cash provided by (used in) operating activities                                   | \$ 2,624  | \$ 5                 | \$ 7,950                       | \$ 724                             | \$ (6,069 )  | \$ 5,234     |
| Cash Flows From Investing Activities:   |           |                      |                                |                                    |              |              |
| Cash paid for acquisitions and capital expenditures, net of proceeds from asset sales | —         | (5 )                 | (3,774 )                       | (643 )                             | —            | (4,422 )     |
| Net cash used in investing activities   | —         | (5 )                 | (3,774 )                       | (643 )                             | —            | (4,422 )     |
| Cash Flows From Financing Activities:   |           |                      |                                |                                    |              |              |
| Cash distributions  | (21,387 ) | —                    | —                              | —                                  | —            | (21,387 )    |
| Payments to affiliates  | —         | —                    | (6,069 )                       | —                                  | 6,069        | —            |
| Net borrowings and repayments of debt   | —         | —                    | 145                            | —                                  | —            | 145          |
| Proceeds from issuance of common units  | 18,763    | —                    | —                              | —                                  | —            | 18,763       |
| Net cash provided by (used in) financing activities                                   | (2,624 )  | —                    | (5,924 )                       | —                                  | 6,069        | (2,479 )     |
| Net increase (decrease) in cash and cash equivalents                                  | —         | —                    | (1,748 )                       | 81                                 | —            | (1,667 )     |
| Cash and cash equivalents - Beginning of period                                       | —         | —                    | 11,809                         | 3,344                              | —            | 15,153       |
| Cash and cash equivalents - End of period   | \$—       | \$—                  | \$ 10,061                      | \$ 3,425                           | \$—          | \$ 13,486    |

A. See Note 1 for a summary of those accounting adjustments and the impact on the unaudited condensed consolidated financial statements for the three months ended March 31, 2016.

The Partnership incorrectly presented the accounts of certain cemeteries owned by other entities but which we operate under long-term lease, operating or management agreements, as guarantor subsidiaries instead of B. non-guarantor subsidiaries. The adjustments to correctly present these cemeteries as non-guarantor subsidiaries resulted in a \$0.2 million decrease in non-guarantor cash provided by operating activities, with a corresponding increase in guarantor cash provided by operating activities.

#### 12. ISSUANCES OF LIMITED PARTNER UNITS

Pursuant to a Common Unit Purchase Agreement, dated May 19, 2014, by and between the Partnership and American Cemeteries Infrastructure Investors, LLC, a Delaware limited liability company (“ACII”), the Partnership issued 78,342 paid-in-kind units to ACII in lieu of cash distributions of \$0.7 million during the three months ended March 31, 2017.

## 13. SEGMENT INFORMATION

The Partnership's operations include two reportable operating segments, Cemetery Operations and Funeral Home Operations. These operating segments reflect the way the Partnership managed its operations and made business decisions as of March 31, 2017. Operating segment data for and as of the periods indicated were as follows (in thousands):

| STATEMENT OF OPERATIONS DATA:                 | Three Months Ended |                                       |
|---|--------------------|---------------------------------------|
|   | March 31,<br>2017  | 2016<br>(As restated -<br>see Note 1) |
| Cemetery Operations:                          |                    |                                       |
| Revenues                                      | \$65,527           | \$61,823                              |
| Operating costs and expenses                  | (56,632 )          | (50,513 )                             |
| Depreciation and amortization                 | (2,261 )           | (1,970 )                              |
| Segment income                                | \$6,634            | \$9,340                               |
| Funeral Home Operations:                      |                    |                                       |
| Revenues                                      | \$17,419           | \$16,349                              |
| Operating costs and expenses                  | (12,804 )          | (13,744 )                             |
| Depreciation and amortization                 | (806 )             | (877 )                                |
| Segment income                                | \$3,809            | \$1,728                               |
| Reconciliation of segment income to net loss: |                    |                                       |
| Cemetery Operations                           | \$6,634            | \$9,340                               |
| Funeral Home Operations                       | 3,809              | 1,728                                 |
| Total segment income                          | 10,443             | 11,068                                |
| Corporate overhead                            | (11,104 )          | (10,311 )                             |
| Corporate depreciation and amortization       | (388 )             | (218 )                                |
| Other gains (losses), net                     | —                  | (882 )                                |
| Interest expense                              | (6,706 )           | (5,790 )                              |
| Income tax benefit (expense)                  | (806 )             | (260 )                                |
| Net loss                                      | \$(8,561 )         | \$(6,393 )                            |

## CASH FLOW DATA:

|                            |         |         |
|----------------------------|---------|---------|
| Capital expenditures:      |         |         |
| Cemetery Operations        | \$1,309 | \$1,941 |
| Funeral Home Operations    | 47      | 451     |
| Corporate                  | 140     | 2,168   |
| Total capital expenditures | \$1,496 | \$4,560 |

## BALANCE SHEET DATA

|                         | March 31,<br>2017 | December 31,<br>2016 |
|-------------------------|-------------------|----------------------|
| Assets:                 |                   |                      |
| Cemetery Operations     | \$1,596,167       | \$1,573,494          |
| Funeral Home Operations | 200,127           | 198,200              |
| Corporate               | 14,976            | 15,319               |
| Total assets            | \$1,811,270       | \$1,787,013          |
| Goodwill:               |                   |                      |
| Cemetery Operations     | \$24,862          | \$24,862             |
| Funeral Home Operations | 45,574            | 45,574               |
| Total goodwill          | \$70,436          | \$70,436             |



## 14. SUPPLEMENTAL CONDENSED CONSOLIDATED CASH FLOW INFORMATION

The tables presented below provide supplemental information to the condensed consolidated statements of cash flows regarding contract origination and maturity activity included in the pertinent captions on the Partnership's condensed consolidated statements of cash flows (in thousands):

|   | Three Months Ended |            |
|---|--------------------|------------|
|   | March 31,          |            |
|   | 2017               | 2016       |
| Pre-need/at-need contract originations (sales on credit)                    | \$(26,911)         | \$(26,220) |
| Cash receipts from sales on credit (post-origination)                       | 25,627             | 22,275     |
| Changes in Accounts receivable, net of allowance                            | \$(1,284 )         | \$(3,945 ) |
| Deferrals:  |                    |            |
| Cash receipts from customer deposits at origination, net of refunds         | \$37,342           | \$35,950   |
| Withdrawals of realized income from merchandise trusts during the period    | 3,608              | 3,130      |
| Pre-need/at-need contract originations (sales on credit)                    | 26,911             | 26,220     |
| Undistributed merchandise trust investment earnings, net                    | 3,310              | 3,488      |
| Recognition:  |                    |            |
| Merchandise trust investment income, net withdrawn as of end of period      | (1,900 )           | (2,022 )   |
| Recognized maturities of customer contracts collected as of end of period   | (46,179 )          | (42,079 )  |
| Recognized maturities of customer contracts uncollected as of end of period | (10,290 )          | (8,976 )   |
| Changes in Deferred revenues  | \$12,802           | \$15,711   |

## 15. SUBSEQUENT EVENTS

On April 28, 2017, we announced a quarterly cash distribution of \$0.33 per common unit pertaining to the results for the first quarter of 2017. The distribution was paid on May 15, 2017 to common unit holders of record as of the close of business on May 8, 2017. A part of or all of this quarterly cash distribution may be deemed to be a return of capital for our limited partners if such quarterly cash distribution, when combined with all other cash distributions made during the calendar year, exceeds the partner's share of taxable income for the corresponding period, depending upon the individual limited partner's specific tax position. Because the Partnership's general and limited partner interests have cumulative net losses as of the end of the period, the distribution represented a return of capital to those interests in accordance with US GAAP.

On July 26, 2017, the Borrowers, Capital One, as Administrative Agent and acting in accordance with the written consent of the Required Lenders, entered into the Second Amendment and Limited Waiver. Those parties subsequently entered into a Third Amendment and Limited Waiver effective as of August 15, 2017 and a Fourth Amendment to Credit Agreement dated September 29, 2017. See Note 7 for a discussion of the cumulative effect of these amendments.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The management's discussion and analysis presented below provides information to assist in understanding the Partnership's financial condition and results of operations and should be read in conjunction with the Partnership's condensed consolidated financial statements included in Item 1 of this Form 10-Q. Unless the context otherwise requires, references to "we," "us," "our," "StoneMor," the "Company," or the "Partnership" are to StoneMor Partners L.P. and subsidiaries.

Certain statements contained in this Form 10-Q, including, but not limited to, information regarding our operating activities, the plans and objectives of our management, and assumptions regarding our future performance and plans are forward-looking statements. When used in this Form 10-Q, the words "believes," "anticipates," "expects" and similar expressions are intended to identify forward-looking statements. Forward-looking statements are based on management's expectations and estimates. These statements are neither promises nor guarantees and are made subject to certain risks and uncertainties that could cause actual results to differ materially from the results stated or implied in this Form 10-Q. We believe the assumptions underlying the condensed consolidated financial statements are reasonable.

Management's Discussion and Analysis has been revised for the effects of the restatement.

Our major risks are related to uncertainties associated with the cash flow from pre-need and at-need sales, trusts and financings, which may impact our ability to meet our financial projections, service our debt and pay distributions at current or any different amounts, as well as with our ability to maintain an effective system of internal control over financial reporting and disclosure controls and procedures.

Our additional risks and uncertainties include, but are not limited to, the following: uncertainties associated with future revenue and revenue growth; uncertainties associated with the integration or anticipated benefits of recent acquisitions or any future acquisitions; our ability to complete and fund additional acquisitions; the effect of economic downturns; the impact of our significant leverage on our operating plans; the decline in the fair value of certain equity and debt securities held in trusts; our ability to attract, train and retain an adequate number of sales people; uncertainties associated with the volume and timing of pre-need sales of cemetery services and products; increased use of cremation; changes in the death rate; changes in the political or regulatory environments, including potential changes in tax accounting and trusting policies; our ability to successfully implement a strategic plan relating to achieving operating improvements, strong cash flows and further deleveraging; our ability to successfully compete in the cemetery and funeral home industry; litigation or legal proceedings that could expose us to significant liabilities and damage our reputation; the effects of cyber security attacks due to our significant reliance on information technology; uncertainties relating to the financial condition of third-party insurance companies that fund our pre-need funeral contracts; and various other uncertainties associated with the death care industry and our operations in particular.

Our risks and uncertainties are more particularly described in "Item 1A. Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2016 and Item 1A of Part II of this Form 10-Q. Readers are cautioned not to place undue reliance on forward-looking statements included in this Form 10-Q, which speak only as of the date the statements were made. Except as required by applicable laws, we undertake no obligation to update or revise forward-looking statements, whether as a result of new information, future events or otherwise.

**BUSINESS OVERVIEW**

We are a publicly-traded Delaware master-limited partnership ("MLP") and provider of funeral and cemetery products and services in the death care industry in the United States. As of March 31, 2017, we operated 316 cemeteries in 27 states and Puerto Rico, of which 285 are owned and 31 are operated under lease, management or operating agreements. We also owned and operated 99 funeral homes in 18 states and Puerto Rico.

Our revenue is derived from the Cemetery Operations, Funeral Home Operations and investment income earned on cash proceeds received from sales of cemetery and funeral home merchandise and services required to be maintained in trust by state law. Our cemetery revenues are principally derived from sales of interment rights, merchandise and services, and our funeral home revenues are principally derived from sales of caskets and related items and funeral

home services including family consultation, the removal and preparation of remains and the use of funeral home facilities for visitation and prayer services. These sales occur both at the time of death, which we refer to as at-need, and prior to the time of death, which we refer to as pre-need. Our funeral home operations also include revenues related to the sale of term and final expense whole life insurance on agency basis. We earn and recognize commission-related revenue streams from the sales of these policies.

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The pre-need sales enhance our financial position by providing a backlog of future revenue from both trust and insurance-funded pre-need funeral and cemetery sales at March 31, 2017. We believe pre-need sales add to the stability and predictability of our revenues and cash flows. Pre-need sales are typically sold on an installment plan. While revenue on the majority of pre-need funeral sales is deferred until the time of need, sales of pre-need cemetery property interment rights provide opportunities for full current revenue recognition (to the extent we collect 10% from the customer and the plot is fully developed).

We also earn investment income on proceeds received from the sale of interment rights and pre-need sales of cemetery and funeral home merchandise and services, which are generally required to be deposited into trusts. For sales of interment rights, a portion of the cash proceeds received are required to be deposited into a perpetual care trust. While the principal balance of the perpetual care trust must remain in the trust in perpetuity, we recognize investment income on such assets as revenue, excluding realized gains and losses from the sale of trust assets. For sales of cemetery and funeral home merchandise and services, a portion of the cash proceeds received are required to be deposited into a merchandise trust until the merchandise is delivered or the services are performed, at which time the funds so deposited, along with the associated investment income, may be withdrawn. Investment income from assets held in the merchandise trust is recognized as revenue when withdrawn.

Our revenue depends upon the demand for funeral and cemetery services and merchandise, which can be influenced by a variety of factors, some of which are beyond our control including: demographic trends including population growth, average age, death rates and number of deaths. Our operating results and cash flows could also be influenced by our ability to remain relevant to the customer. We provide a variety of unique product and service offerings to meet the needs of our client families. The mix of services could influence operating results, as it influences the average revenue per contract. Expense management including controlling salaries, merchandise costs, and other expense categories could also impact operating results and cash flows. Lastly, economic conditions, legislative and regulatory changes, and tax law changes, all of which are beyond our control, could impact our operating results including cash flow.

For further discussion of our key operating metrics, refer to our Results of Operations and Liquidity and Capital Resources sections below.

#### GENERAL TRENDS AND OUTLOOK

We expect our business to be affected by key trends in the death care industry, based upon assumptions made by us and information currently available. Death care industry factors affecting our financial position and results of operations include, but are not limited to, demographic trends in terms of population growth, average age, and cremation trends. In addition, we are subject to fluctuations in the fair value of equity and fixed-maturity debt securities held in our trusts. These values can be negatively impacted by contractions in the credit market and overall downturns in economic activity. Our ability to make payments on our debt and our ability to make cash distributions to our unitholders depend on our success at managing operations with respect to these industry trends. To the extent our underlying assumptions about or interpretations of available information prove to be incorrect, our actual results may vary materially from our expected results.

#### RESULTS OF OPERATIONS

Three Months Ended March 31, 2017 Compared to Three Months Ended March 31, 2016

##### Cemetery Operations

###### Overview

We are currently the second largest owner and operator of cemeteries in the United States. At March 31, 2017, we operated 316 cemeteries in 27 states and Puerto Rico, of which 285 are owned and 31 are operated under lease, operating or management agreements. Revenues from Cemetery Operations accounted for approximately 79.0% of our total revenues during the three months ended March 31, 2017.

## Operating Results (As Restated)

The following table presents operating results for our Cemetery Operations for the respective reporting periods (in thousands):

|                                    | Three Months<br>Ended March 31, |          |
|------------------------------------|---------------------------------|----------|
|                                    | 2017                            | 2016     |
|                                    | (As<br>restated)                |          |
| Merchandise                        | \$38,003                        | \$33,690 |
| Services                           | 14,949                          | 13,719   |
| Interest income                    | 2,228                           | 2,229    |
| Investment and other               | 10,347                          | 12,185   |
| Total revenues                     | 65,527                          | 61,823   |
| Cost of goods sold                 | 13,519                          | 10,720   |
| Cemetery expense                   | 16,697                          | 15,856   |
| Selling expense                    | 16,459                          | 14,733   |
| General and administrative expense | 9,957                           | 9,204    |
| Depreciation and amortization      | 2,261                           | 1,970    |
| Total costs and expenses           | 58,893                          | 52,483   |
| Segment income                     | \$6,634                         | \$9,340  |

Cemetery merchandise revenues were \$38.0 million for the three months ended March 31, 2017, an increase of \$4.3 million from \$33.7 million for the three months ended March 31, 2016. This increase was primarily due to an increase in recognized sales of crypts, vaults, and markers largely related to increased focus on constructive delivery of pre-need merchandise.

Cemetery services revenues were \$14.9 million for the three months ended March 31, 2017, an increase of \$1.2 million from \$13.7 million for the three months ended March 31, 2016. This increase was primarily due to an increase in opening and closing service revenues.

Interest income remained consistent for the three months ended March 31, 2017 and 2016.

Investment and other income was \$10.3 million for the three months ended March 31, 2017, a decrease of \$1.9 million from \$12.2 million for the three months ended March 31, 2016. This decrease was primarily attributable to a decline in perpetual care trust income, which was \$3.1 million for the three months ended March 31, 2017, representing a \$0.7 million decrease from \$3.8 million earned during the three months ended March 31, 2016. Merchandise trust income was \$1.4 million for the three months ended March 31, 2017, representing a \$0.3 million decrease from \$1.7 million earned during the three months ended March 31, 2016, primarily from the effects of other than temporary impairment. A portion of deferred trust income is recognized as underlying merchandise is delivered or underlying services are performed. The remaining \$0.9 million decrease in investment and other income was primarily attributable to a \$0.7 million reduction in revenues derived from land sales and a \$0.3 million reduction in accrued investment income, which were partially offset by a \$0.2 million increase in other fee revenue.

Cost of goods sold was \$13.5 million for the three months ended March 31, 2017, an increase of \$2.8 million from \$10.7 million for the three months ended March 31, 2016. This increase was primarily attributable to a \$1.4 million increase in costs associated with serviced marker orders and a \$0.9 million increase in amortization of cemetery property, an expense associated with recognizing sales of cemetery interment spaces.

Cemetery expenses were \$16.7 million for the three months ended March 31, 2017, an increase of \$0.8 million from \$15.9 million for the three months ended March 31, 2016. This increase was principally due to a \$0.4 million increase in overhead costs and a \$0.3 million increase in repair and maintenance expenses, both of which were largely due to costs associated with properties acquired in August 2016.

Selling expenses were \$16.5 million for the three months ended March 31, 2017, an increase of \$1.8 million from \$14.7 million for the three months ended March 31, 2016. This increase was associated with the increase in cemetery merchandise revenues.

General and administrative expenses were \$10.0 million for the three months ended March 31, 2017, an increase of \$0.8 million from \$9.2 million for the three months ended March 31, 2016. This increase was primarily due to a \$0.7 million increase in insurance expense.

Depreciation and amortization expense was \$2.3 million for the three months ended March 31, 2017, an increase of \$0.3 million compared to \$2.0 million for the three months ended March 31, 2016. This increase was primarily due to expenses associated with properties acquired in August 2016.

#### Funeral Home Operations

##### Overview

At March 31, 2017, we owned and operated 99 funeral homes in 18 states and Puerto Rico. Revenues from Funeral Home Operations accounted for approximately 21.0% of our total revenues during the three months ended March 31, 2017.

##### Operating Results (As Restated)

The following table presents operating results for our Funeral Home Operations for the respective reporting periods (in thousands):

|                               | Three Months<br>Ended March 31, |          |
|-------------------------------|---------------------------------|----------|
|                               | 2017                            | 2016     |
|                               | (As<br>restated)                |          |
| Merchandise                   | \$7,836                         | \$ 7,482 |
| Services                      | 9,583                           | 8,867    |
| Total revenues                | 17,419                          | 16,349   |
| Merchandise                   | 1,760                           | 2,149    |
| Services                      | 5,699                           | 6,455    |
| Depreciation and amortization | 806                             | 877      |
| Other                         | 5,345                           | 5,140    |
| Total expenses                | 13,610                          | 14,621   |
| Segment income                | \$3,809                         | \$ 1,728 |

Funeral home merchandise revenues of \$7.8 million for the three months ended March 31, 2017 were relatively consistent with the prior period, representing an increase of \$0.3 million from \$7.5 million for the three months ended March 31, 2016. Funeral home services revenues were \$9.6 million for the three months ended March 31, 2017, an increase of \$0.7 million from \$8.9 million for the three months ended March 31, 2016. The increase was principally due to an increase in insurance commission revenue.

Funeral home expenses were \$13.6 million for the three months ended March 31, 2017, a decrease of \$1.0 million from \$14.6 million for the three months ended March 31, 2016. This decrease principally consisted of \$1.6 million related to reductions in funeral home salesperson headcount, partially offset by a \$0.6 million increase in costs associated with insurance sales.

##### Corporate Overhead

Corporate overhead was \$11.1 million for the three months ended March 31, 2017, an increase of \$0.8 million from \$10.3 million for the three months ended March 31, 2016. This increase was principally due to an increase in professional fees and recruiting costs resulting from the delayed filing of our 10-K and various changes in our senior management.

##### Corporate Depreciation and Amortization

Depreciation and amortization expense was relatively consistent with the prior period, with \$0.4 million for the three months ended March 31, 2017, compared to \$0.2 million for the three months ended March 31, 2016.

##### Other Gains and Losses

There were no other gains and losses to report for the three months ended March 31, 2017. For the three months ended March 31, 2016, other gains and losses included a cease-use expense of \$0.5 million that was recorded due to the relocation of corporate headquarters to Trevose, Pennsylvania. We also sold a funeral home building and related real property for a net loss of \$0.4 million in the three months ended March 31, 2016.



**Interest Expense**

Interest expense was \$6.7 million for the three months ended March 31, 2017, an increase of \$0.9 million from \$5.8 million for the three months ended March 31, 2016. This was principally due to the weighted average interest rate on the line of credit balance outstanding for the three months ended March 31, 2017 being higher than for the three months ended March 31, 2016.

**Income Tax Benefit (Expense)**

Income tax expense was \$0.8 million for the three months ended March 31, 2017, as compared to \$0.3 million for the three months ended March 31, 2016. The additional income tax expense was due to an increase in deferred tax liabilities associated with long-lived intangibles that will reverse after the expiration of the existing deferred tax assets. Our effective tax rate differs from our statutory tax rate primarily because our legal entity structure includes different tax filing entities, including a significant number of partnerships that are not subject to paying tax.

**Supplemental Data**

The following table presents supplemental operating data for the periods presented (in thousands):

|   | Three Months<br>Ended March<br>31, |        |
|---|------------------------------------|--------|
|   | 2017                               | 2016   |
| Interments performed                          | 14,430                             | 13,633 |
| Interment rights sold (1)                     |                                    |        |
| Lots  | 6,856                              | 6,606  |
| Mausoleum crypts (including pre-construction) | 489                                | 470    |
| Niches  | 441                                | 352    |
| Net interment rights sold (1)                 | 7,786                              | 7,428  |
| Number of pre-need cemetery contracts written | 11,435                             | 11,376 |
| Number of at-need cemetery contracts written  | 15,285                             | 14,655 |
| Number of cemetery contracts written          | 26,720                             | 26,031 |

(1) Net of cancellations. Sales of double-depth burial lots are counted as two sales.

**LIQUIDITY AND CAPITAL RESOURCES****General**

Our primary sources of liquidity are cash generated from operations, borrowings under our revolving credit facility and capital raised through the issuance of additional limited partner units. As an MLP, our primary cash requirements, in addition to normal operating expenses, are for capital expenditures, net contributions to the merchandise and perpetual care trust funds, debt service, and cash distributions. In general, we expect to fund:

- working capital deficits through cash generated from operations and additional borrowings;
- expansion capital expenditures, net contributions to the merchandise and perpetual care trust funds and debt service obligations through additional borrowings, issuance of additional limited partner units or asset sales. Amounts contributed to the merchandise trust funds will be withdrawn at the time of the delivery of the product or service sold to which the contribution relates (see “Critical Accounting Policies and Estimates” regarding revenue recognition), which will reduce the amount of additional borrowings, issuance of additional limited partner units or asset sales needed; and
- cash distributions in accordance with our partnership agreement and maintenance capital expenditures through available cash and cash flows from operating activities.

We rely on cash flow from operations, borrowings under our credit facility and the issuance of additional limited partner units to execute our operational strategy and meet our financial commitments and other short-term financial needs. We cannot be certain that additional capital will be available to us to the extent required and on acceptable terms.



Although our cash flows from operating activities have been positive, we have incurred net losses during recent periods. The Partnership faced adverse conditions during the year ended December 31, 2016, including negative financial trends due to a decline in billings associated with a reduction in its sales force. This resulted in a tightened liquidity position and a reduction in our quarterly distribution. We acknowledge that we continue to face a challenging competitive environment, and while we continue to focus on our overall profitability, including managing expenses, we reported a loss for the three months ended March 31, 2017. Moreover, our ability to declare or pay future distributions may be impacted.

Although we have deferred a determination as to the distribution for our unitholders with respect to the quarter ended June 30, 2017 until we have reviewed financial information as of and for the period ended September 30, 2017, we do expect that the distribution will be reduced by at least 50% from the distribution we paid with respect to the quarter ended March 31, 2017. Due to both the delay in making our determination with respect to the second quarter distribution and our capital resource and liquidity constraints, it is possible that we will not pay four distributions in 2017 as we have in previous years.

During 2016 and 2017, the Partnership completed various financing transactions including issuance of common units, utilization of the at-the-market ("ATM") equity program, and establishment of a new credit facility to provide supplemental liquidity necessary to achieve management's strategic objectives. We expect that the actions taken in 2016 and 2017 will enhance our liquidity and financial flexibility.

Our credit facility requires us to maintain certain leverage and interest coverage ratios. As of March 31, 2017, we were in compliance with all of our debt covenants. As of March 31, 2017, the Consolidated Leverage Ratio was 4.09 compared to a maximum allowable ratio of 4.25 under the Partnership's credit facility. For a more detailed discussion on debt covenants, refer to the credit facility subsection under the "Long Term Debt" section below. The Partnership has also determined it is not probable that a breach to key financial covenants would occur during the next twelve months based upon expected operating performance, forecasted cash flows from operating and investing activities, as well as planned strategic uses of cash. The Partnership may be unable to meet the financial covenants if the achieved results are substantially different from management's projections.

Factors that could impact the significant assumptions used by the Partnership in assessing our ability to satisfy the financial covenants include:

- operating performance not meeting reasonably expected forecasts;
- failing to attract and retain qualified sales personnel and management;
- investments in our trust funds experiencing significant declines due to factors outside our control;
- being unable to compete successfully with other cemeteries and funeral homes in our markets;
- the number of deaths in our markets declining; and
- the financial condition of third-party insurance companies that fund our pre-need funeral contracts deteriorating.

The Partnership believes that it will have sufficient liquid assets, cash from operations and borrowing capacity to meet its financial commitments, debt service obligations, contingencies and anticipated capital expenditures for at least the next twelve-month period. However, the Partnership is subject to business, operational and other risks that could adversely affect its cash flows. The Partnership has supplemented and will likely seek to continue to supplement cash generation with proceeds from financing activities, including borrowings under the credit facility and other borrowings, the issuance of additional limited partner units, capital contributions from the general partner and the sale of assets and other transactions. The Partnership continually monitors its financial position, liquidity and credit facility financial covenants to determine the likelihood of shortfalls in future reporting periods.

Cash Flows - Three Months Ended March 31, 2017 Compared to Three Months Ended March 31, 2016 (As Restated)  
Net cash provided by operating activities was \$12.4 million during the three months ended March 31, 2017, an increase of \$7.2 million from \$5.2 million during the three months ended March 31, 2016. The \$7.2 million favorable movement in net cash provided by operating activities resulted from a \$9.0 million favorable movement in working capital, partially offset by a \$1.8 million unfavorable movement in net income excluding non-cash items. The favorable movement in working capital was principally due to larger withdrawals from the merchandise trust related to increased focus on constructive delivery of pre-need merchandise. The unfavorable movement in net income excluding non-cash items was due principally to our cemetery operations.



Net cash used in investing activities was \$1.5 million during the three months ended March 31, 2017, a decrease of \$2.9 million from \$4.4 million used in investing activities during the three months ended March 31, 2016. Net cash used in investing activities during the three months ended March 31, 2017 consisted of \$1.5 million used for capital expenditures. Net cash used in investing activities during the three months ended March 31, 2016 principally consisted of \$4.5 million for capital expenditures, primarily related to our corporate office relocation, partially offset by \$0.1 million of proceeds from asset sales.

Net cash used in financing activities was \$9.7 million for the three months ended March 31, 2017 compared to \$2.5 million for the three months ended March 31, 2016. Net cash used in financing activities during the three months ended March 31, 2017 consisted primarily of \$11.9 million of cash distributions and \$0.7 million of costs related to financing activities, partially offset by \$2.9 million of net proceeds from borrowings. Net cash used in financing activities during the three months ended March 31, 2016 consisted primarily of \$21.4 million of cash distributions, partially offset by \$18.8 million of proceeds from the issuance of common units and \$0.1 million of net borrowings.

#### Capital Expenditures

Our capital requirements consist primarily of:

- Expansion capital expenditures – we consider expansion capital expenditures to be capital expenditures that expand the capacity of our existing operations; and

- Maintenance capital expenditures – we consider maintenance capital expenditures to be any capital expenditures that are not expansion capital expenditures – generally, this will include furniture, fixtures, equipment and major facility improvements that are capitalized in accordance with GAAP.

The following table summarizes maintenance and expansion capital expenditures, excluding amounts paid for acquisitions, for the periods presented (in thousands):

|                                  | Three Months<br>Ended March<br>31, |         |
|----------------------------------|------------------------------------|---------|
|                                  | 2017                               | 2016    |
| Maintenance capital expenditures | \$829                              | \$3,004 |
| Expansion capital expenditures   | 667                                | 1,556   |
| Total capital expenditures       | \$1,496                            | \$4,560 |

#### Long-Term Debt

##### Credit Facility

On August 4, 2016, our 100% owned subsidiary, StoneMor Operating LLC (the "Operating Company") entered into a Credit Agreement (the "Original Credit Agreement") among each of the Subsidiaries of the Operating Company (together with the Operating Company, "Borrowers"), the Lenders identified therein, Capital One, National Association ("Capital One"), as Administrative Agent, Issuing Bank and Swingline Lender, Citizens Bank of Pennsylvania, as Syndication Agent, and TD Bank, N.A. and Raymond James Bank, N.A., as Co-Documentation Agents. In addition, on the same date, the Partnership, the Borrowers and Capital One, as Administrative Agent, entered into the Guaranty and Collateral Agreement (the "Guaranty Agreement," and together with the Credit Agreement, "New Agreements"). Capitalized terms which are not defined in the following description of the New Agreements shall have the meaning assigned to such terms in the New Agreements.

On March 15, 2017, the Borrowers, Capital One, as Administrative Agent and acting in accordance with the written consent of the Required Lenders, entered into the First Amendment to Credit Agreement. Those parties subsequently entered into a Second Amendment and Limited Waiver on July 26, 2017, a Third Amendment and Limited Waiver effective as of August 15, 2017 and a Fourth Amendment to Credit Agreement dated September 29, 2017. We refer to the Original Credit Agreement, as amended, as the "Amended Credit Agreement."

The Amended Credit Agreement provides for up to \$200.0 million initial aggregate amount of Revolving Commitments, which may be increased, from time to time, in minimum increments of \$5.0 million so long as the aggregate amount of such increases does not exceed \$100.0 million. The Operating Company may also request the issuance of Letters of Credit for up to \$15.0 million in the aggregate, of which there were \$8.1 million outstanding at March 31, 2017 and \$6.8 million outstanding at December 31, 2016. The Maturity Date under the Amended Credit Agreement is the earlier of (i) August 4, 2021 and (ii) the date that is six months prior to the earliest scheduled maturity date of any outstanding Permitted Unsecured Indebtedness (at present, such date is December 1, 2020, which is six months prior to June 1, 2021 maturity date of outstanding 7.875% senior notes).

As of March 31, 2017, the outstanding amount of borrowings under the Amended Credit Agreement was \$140.6 million, which was used to pay down outstanding obligations under the Partnership's prior credit agreement, to pay fees, costs and expenses related to the New Agreements and to fund working capital needs. Generally, proceeds of the Loans under the Amended Credit Agreement can be used to finance the working capital needs and for other general corporate purposes of the Borrowers and Guarantors, including acquisitions and distributions permitted under the Amended Credit Agreement. As of June 30, 2017, the Partnership estimates that it had approximately \$3.5 million of total available borrowing capacity under its revolving credit facility, based on a preliminary calculation of its Consolidated Leverage Ratio.

Each Borrowing under the Amended Credit Agreement is comprised of Base Rate Loans or Eurodollar Loans. The Loans comprising each Base Rate Borrowing (including each Swingline Loan) bear interest at the Base Rate plus the Applicable Rate, and the Loans comprising each Eurodollar Borrowing bear interest at the Eurodollar Rate plus the Applicable Rate.

The Applicable Rate is determined based on the Consolidated Leverage Ratio of the Partnership and its Subsidiaries and ranges from 1.75% to 3.75% for Eurodollar Rate Loans and 0.75% to 2.75% for Base Rate Loans. Based on our Consolidated Leverage Ratio for the compliance period ended March 31, 2017, the Applicable Rate for Eurodollar Rate Loans was 3.75% and for Base Rate Loans was 2.75%. The Amended Credit Agreement also requires the Borrowers to pay a quarterly unused commitment fee, which accrues at the Applicable Rate on the amount by which the commitments under the Amended Credit Agreement exceed the usage of such commitments, and which is included within interest expense on the Partnership's condensed consolidated statements of operations. On March 31, 2017, the weighted average interest rate on outstanding borrowings under the Amended Credit Agreement was 4.9%. The Amended Credit Agreement contains financial covenants, pursuant to which the Partnership will not permit: the ratio of Consolidated Funded Indebtedness to Consolidated EBITDA, or the Consolidated Leverage Ratio, as of the last day of any fiscal quarter, commencing on September 30, 2016, determined for the period of four consecutive fiscal quarters ending on such date (the "Measurement Period"), to be greater than 4.25 to 1.0 for the Measurement Periods ended March 31, 2017 and June 30, 2017, 4.50 to 1.0 for the Measurement Period ended September 30, 2017 and the Measurement Period ending December 31, 2017, 4.25 to 1.0 for Measurement Periods ending in fiscal 2018 and 4.00 to 1.0 for Measurement Periods ending thereafter, which may be increased after January 1, 2019 to 4.25 to 1.0 (in case of a Designated Acquisition made subsequent to the last day of the immediately preceding fiscal quarter) as of the last day of the fiscal quarter in which such Designated Acquisition occurs and as of the last day of the immediately succeeding fiscal quarter;

the ratio of Consolidated EBITDA to Consolidated Debt Service, or the Consolidated Debt Service Coverage Ratio, as of the last day of any fiscal quarter, commencing on September 30, 2016 to be less than 2.50 to 1.0 for any Measurement Period; and

the ratio of Consolidated EBITDA (reduced by the amount of capital expenditures not financed with debt other than Revolving Commitments, taxes and restricted payments including distributions paid in cash) to Consolidated Fixed Charges, as of the last day of any fiscal quarter, commencing on September 30, 2017, to be less than 1.20 to 1.0 for any Measurement Period.

On March 31, 2017, the Partnership's Consolidated Leverage Ratio and the Consolidated Debt Service Coverage Ratio were 4.09 and 3.51, respectively.



The Amended Credit Agreement prohibits the Partnership from increasing its regularly scheduled quarterly cash distributions otherwise permitted under the Amended Credit Agreement until January 1, 2018 unless at the time such distribution is declared and on a pro forma basis after giving effect to the payment of any such distribution the Consolidated Leverage Ratio is no greater than 3.75:1.00. Additional covenants include customary limitations, subject to certain exceptions, on, among others: (i) the incurrence of Indebtedness; (ii) granting of Liens; (iii) fundamental changes and dispositions; (iv) investments, loans, advances, guarantees and acquisitions; (v) swap agreements; (vi) transactions with Affiliates; (vii) Restricted Payments; and (viii) Sale and Leaseback Transactions. The Partnership was in compliance with the Original Credit Agreement covenants as of March 31, 2017 and was in compliance with the Amended Credit Agreement covenants as of June 30, 2017.

The Borrowers' obligations under the Amended Credit Agreement are guaranteed by the Partnership and the Borrowers. Pursuant to the Guaranty Agreement, the Borrowers' obligations under the Amended Credit Agreement are secured by a first priority lien and security interest (subject to permitted liens and security interests) in substantially all of the Partnership's and Borrowers' assets, whether then owned or thereafter acquired, excluding certain excluded assets, which include, among others: (i) Trust Accounts, certain proceeds required by law to be placed into such Trust Accounts and funds held in such Trust Accounts; and (ii) Excluded Real Property, including owned and leased real property that may not be pledged as a matter of law.

#### Senior Notes

On May 28, 2013, the Partnership issued \$175.0 million aggregate principal amount of 7.875% Senior Notes due 2021 (the "Senior Notes"). The Partnership pays 7.875% interest per annum on the principal amount of the Senior Notes, payable in cash semi-annually in arrears on June 1 and December 1 of each year. The net proceeds from the offering were used to retire a \$150.0 million aggregate principal amount of 10.25% Senior Notes due 2017 and the remaining proceeds were used for general corporate purposes. The Senior Notes were issued at 97.832% of par resulting in gross proceeds of \$171.2 million with an original issue discount of approximately \$3.8 million. The Partnership incurred debt issuance costs and fees of approximately \$4.6 million. These costs and fees are deferred and are being amortized over the life of the Senior Notes. The Senior Notes mature on June 1, 2021.

At any time on or after June 1, 2016, we may redeem the Senior Notes, in whole or in part, at the redemption prices (expressed as percentages of the principal amount) set forth below, together with accrued and unpaid interest, if any, to the redemption date, if redeemed during the 12-month period beginning June 1 of the years indicated:

| Year                | Percentage |
|---------------------|------------|
| 2017                | 103.938%   |
| 2018                | 101.969%   |
| 2019 and thereafter | 100.000%   |

Subject to certain exceptions, upon the occurrence of a Change of Control (as defined in the Indenture), each holder of the Senior Notes will have the right to require us to purchase that holder's Senior Notes for a cash price equal to 101% of the principal amounts to be purchased, plus accrued and unpaid interest.

The Senior Notes are jointly and severally guaranteed by certain of our subsidiaries. The Indenture governing the Senior Notes contains covenants, including limitations of our ability to incur certain additional indebtedness and liens, make certain dividends, distributions, redemptions or investments, enter into certain transactions with affiliates, make certain asset sales, and engage in certain mergers, consolidations or sales of all or substantially all of our assets, among other items. As of March 31, 2017, we were in compliance with these covenants.

#### Cash Distributions

Our partnership agreement requires that we distribute 100% of available cash to our common unitholders and general partner within 45 days following the end of each calendar quarter in accordance with their respective percentage interests. Available cash consists generally of all of our cash receipts, less cash disbursements. Our general partner is granted discretion under the partnership agreement to establish, maintain and adjust reserves for the conduct of the Partnership's business, debt service and compliance with our credit agreement and distributions for the next four quarters. These reserves are not restricted by magnitude, but only by type of future cash requirements with which they can be associated.



Available cash is distributed to the common limited partners and the general partner in accordance with their ownership interests, subject to the general partner's incentive distribution rights if quarterly cash distributions per limited partner unit exceed specified targets. Incentive distribution rights are generally defined as all cash distributions paid to our general partner that are in excess of its general partner ownership interest. The incentive distribution rights will entitle our general partner to receive the following increasing percentage of cash distributed by us as it reaches certain target distribution levels:

- 13.0% of all cash distributed in any quarter after each common unit has received \$0.5125 for that quarter;
- 23.0% of all cash distributed in any quarter after each common unit has received \$0.5875 for that quarter; and
- 48.0% of all cash distributed in any quarter after each common unit has received \$0.7125 for that quarter.

On April 28, 2017, we announced a quarterly cash distribution of \$0.33 per common unit pertaining to the results for the first quarter of 2017. The distribution was paid on May 15, 2017 to common unit holders of record as of the close of business on May 8, 2017. A part of or all of this quarterly cash distribution may be deemed to have been a return of capital for our limited partners if such quarterly cash distribution, when combined with all other cash distributions made during the calendar year, exceeds the partner's share of taxable income for the corresponding period, depending upon the individual limited partner's specific tax position. Because the Partnership's general and limited partner interests have cumulative net losses as of the end of the period, the distribution represented a return of capital to those interests in accordance with US GAAP.

We are deferring the determination regarding a distribution with respect to the quarter ended June 30, 2017 until the Board of Directors of our general partner is able to review financial information as of and for the period ended September 30, 2017. However, we expect that the amount of any such distribution will be reduced by at least 50 percent from the distribution paid with regard to the quarter ended March 31, 2017. Due to both the delay in making our determination with respect to the second quarter distribution and our capital resource and liquidity constraints, it is possible that we will not pay four distributions in 2017 as we have in previous years.

We historically have sought to include in our distributions to unitholders for a particular financial reporting period the profit we anticipate the Partnership will generate with respect to the sales, including pre-need sales, of interment rights, merchandise and services, and trust returns during the applicable period. However, we currently expect that, for the foreseeable future, the amount of our distributions will be based on our cash flow from operating activities. We anticipate that we will use any cash generated from borrowings, equity issuances or assets sales during this period to reduce our outstanding indebtedness, provide a reserve to enhance our financial condition relative to the financial covenants in the Amended Credit Agreement and to fund acquisitions.

#### Agreements with the Archdiocese of Philadelphia

In accordance with the lease and management agreements with the Archdiocese of Philadelphia, we have agreed to pay the Archdiocese aggregate fixed rent of \$36.0 million in the following amounts:

|   |                            |
|---|----------------------------|
| Lease Years 1-5 (May 28, 2014 - May 31, 2019)   | None                       |
| Lease Years 6-20 (June 1, 2019 - May 31, 2034)  | \$1,000,000 per Lease Year |
| Lease Years 21-25 (June 1, 2034 - May 31, 2039) | \$1,200,000 per Lease Year |
| Lease Years 26-35 (June 1, 2039 - May 31, 2049) | \$1,500,000 per Lease Year |
| Lease Years 36-60 (June 1, 2049 - May 31, 2074) | None                       |

The fixed rent for lease years 6 through 11, an aggregate of \$6.0 million, is deferred. If, prior to May 31, 2024, the Archdiocese terminates the agreements pursuant to its right to do so in its sole discretion during lease year 11 or we terminate the agreements as a result of a default by the Archdiocese, we are entitled to retain the deferred fixed rent. If the agreements are not terminated, the deferred fixed rent will become due and payable on or before June 30, 2024.

#### CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires making estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of actual revenue and expenses during the reporting period. Although we base our estimates on historical experience and various other assumptions that we believe to be reasonable under the circumstances, actual results may differ from the estimates on which our financial statements are prepared at any given point of time. Changes in these estimates could materially affect our financial position, results of operations or cash flows. Significant items that are subject to such estimates and assumptions include revenue and expense accruals, fair value of merchandise and perpetual care trust assets and the allocation of purchase price to the fair value of assets acquired. A discussion of our significant accounting policies we have adopted and followed in the preparation of our condensed consolidated financial statements was included in our Annual Report on Form 10-K for the year ended December 31, 2016, and we summarize our significant accounting policies and any updates in Note 1 under “Item 1” of this Form 10-Q.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The primary objective of the following information is to provide forward-looking quantitative and qualitative information about our potential exposure to market risks. The term “market” risk refers to the risk of gains or losses arising from changes in interest rates and prices of marketable securities. The disclosures are not meant to be precise indicators of expected future gains or losses, but rather indicators of reasonably possible gains or losses. This forward-looking information provides indicators of how we view and manage our ongoing market risk exposures. All of our market risk-sensitive instruments were entered into for purposes other than trading.

**INTEREST-BEARING INVESTMENTS**

Our fixed-income securities subject to market risk consist primarily of certain investments in our merchandise trusts and perpetual care trusts. As of March 31, 2017, the fair value of fixed-income securities in our merchandise trusts and perpetual care trusts represented 1.1% and 2.1%, respectively, of the fair value of total trust assets. The aggregate of the quoted fair value of these fixed-income securities was \$5.8 million and \$7.2 million in the merchandise trusts and perpetual care trusts, respectively, as of March 31, 2017. Holding all other variables constant, a hypothetical 1% change in variable interest rates on these fixed-income securities would change the fair market value of the assets in our merchandise trusts and perpetual care trusts each by approximately \$0.1 million, based on discounted expected future cash flows. If these securities are held to maturity, no change in fair market value will be realized. Our money market and other short-term investments subject to market risk consist primarily of certain investments in our merchandise trusts and perpetual care trusts. As of March 31, 2017, the fair value of money market and short-term investments in our merchandise trusts and perpetual care trusts represented 5.1% and 2.8%, respectively, of the fair value of total trust assets. The aggregate of the quoted fair value of these money market and short-term investments was \$26.9 million and \$9.7 million in the merchandise trusts and perpetual care trusts, respectively, as of March 31, 2017. Holding all other variables constant, a hypothetical 1% change in variable interest rates on these money market and short-term investments would change the fair market value of the assets in our merchandise trusts and perpetual care trusts by approximately \$0.3 million and \$0.1 million, respectively, based on discounted expected future cash flows.

**MARKETABLE EQUITY SECURITIES**

Our marketable equity securities subject to market risk consist primarily of certain investments held in our merchandise trusts and perpetual care trusts. These assets consist of investments in both individual equity securities as well as closed and open-ended mutual funds. As of March 31, 2017, the fair value of marketable equity securities in our merchandise trusts and perpetual care trusts represented 7.6% and 7.7%, respectively, of the fair value of total trust assets. The aggregate of the quoted fair market value of these marketable equity securities was \$40.0 million and \$26.3 million in our merchandise trusts and perpetual care trusts, respectively, as of March 31, 2017, based on final quoted sales prices. Holding all other variables constant, a hypothetical 10% change in variable interest rates of the equity securities would change the fair market value of the assets in our merchandise trusts and perpetual care trusts each by approximately \$4.0 million and \$2.6 million, based on discounted expected future cash flows. As of March 31, 2017, the fair value of marketable closed and open-ended mutual funds in our merchandise trusts represented 68.1% of the fair value of total trust assets, 65.7% of which pertained to fixed-income mutual funds. As of March 31, 2017, the fair value of marketable closed and open-ended mutual funds in our perpetual care trusts represented 49.2% of total trust assets, 87.5% of which pertained to fixed-income mutual funds. The aggregate of the quoted fair market value of these closed and open-ended mutual funds was \$356.8 million and \$168.0 million, respectively, in the merchandise trusts and perpetual care trusts as of March 31, 2017, based on final quoted sales prices, of which \$234.3 million and \$147.0 million, respectively, pertained to fixed-income mutual funds. Holding all other variables constant, a hypothetical 10% change in the average market prices of the closed and open-ended mutual funds would change the fair market value of the assets in our merchandise trusts and perpetual care trusts by approximately \$35.7 million and \$16.8 million, respectively, based on discounted expected future cash flows.

**OTHER INVESTMENT FUNDS**

Other investment funds are measured at fair value using the net asset value per share practical expedient. This asset class is composed of fixed income funds and equity funds, which have a redemption period ranging from 30 to 90 days, and private credit funds, which have lockup periods ranging from five to ten years with three potential one year

extensions at the discretion of the funds' general partners. This asset class has an inherent valuation risk as the values provided by investment fund managers may not represent the liquidation values obtained by the trusts upon redemption or liquidation of the fund assets. As of March 31, 2017, the fair value of other investment funds in our merchandise trusts and perpetual care trusts represented 14.4% and 38.1%, respectively, of the fair value of total trust assets. The fair market value of the holdings in these funds was \$75.5 million and \$130.1 million in our merchandise trusts and perpetual care trusts, respectively, as of March 31, 2017, based on net asset value quotes.

#### DEBT INSTRUMENTS

Certain borrowings under our Amended Credit Facility bear interest at a floating rate, based on LIBOR, which is adjusted quarterly. This subjects us to increases in interest expense resulting from movements in interest rates. As of March 31, 2017, we had \$140.6 million of borrowings outstanding under our Amended Credit Facility, which generally bears interest at a variable rate. Holding all other variables constant, a hypothetical 1% change in variable interest rates would change our consolidated interest expense for the three-month period ending March 31, 2017 by approximately \$0.4 million.

#### ITEM 4. CONTROLS AND PROCEDURES

##### EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

The Partnership maintains disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to our management, including the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), as appropriate, to allow timely decisions regarding required disclosure.

Our management, including the CEO and CFO, evaluated the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of March 31, 2017. Based on such evaluation, our CEO and CFO concluded the disclosure controls and procedures were not effective due to the material weaknesses in internal control over financial reporting described below.

##### Material Weaknesses in Internal Control over Financial Reporting

A material weakness (as defined in Rule 12b-2 under the Exchange Act) is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement in our annual or interim financial statements will not be prevented or detected on a timely basis. The deficiencies noted below could result in a material misstatement in our financial statements; therefore, they represent material weaknesses in our internal control over financial reporting.

We previously identified and reported material weaknesses in internal control over financial reporting as of December 31, 2016 in our Annual Report on Form 10-K related to the following:

- a. control environment, control activities and monitoring;
- b. establishment and review of certain accounting policies;
- c. reconciliation of certain general ledger accounts to supporting details;
- d. accurate and timely relief of deferred revenues and corresponding recognition of income statement impacts; and
- e. review of financial statement disclosures.

Notwithstanding these material weaknesses, based on the additional analysis and other post-closing procedures performed, management believes that the financial statements included in this report fairly present in all material respects our financial position, results of operations, capital position, and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States (“GAAP”).

##### STATUS OF REMEDIATION OF MATERIAL WEAKNESSES

While we continue to make improvements to our internal control over financial reporting related to the material weaknesses described above, material weaknesses continue to exist, and we believe that the material weaknesses referenced above accurately reflect the material weaknesses in our internal control over financial reporting as of March 31, 2017. Management, with oversight from our Audit Committee, has identified and begun executing actions we believe will remediate the material weaknesses described above once fully implemented and operating for a sufficient period of time, and we will continue to devote significant time and attention, including internal and external resources, to these remedial efforts.

We will test the ongoing operating effectiveness of the new controls subsequent to implementation and consider the material weaknesses remediated after the applicable remedial controls operate effectively for a sufficient period of time.

#### CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the fiscal quarter ended March 31, 2017, we continued to make improvements to our internal control over financial reporting with respect to material weaknesses that had been identified at that time, and those remediation efforts as well as other remediation efforts relating to material weaknesses we identified subsequent to March 31, 2017 remain ongoing. Other than as described above and in greater detail in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, there were no changes in our internal control over financial reporting as defined in Rules 13a-15(d) and 15d-15(d) of the Exchange Act during the three months ended March 31, 2017 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

### ITEM 1A. RISK FACTORS

There have been no material changes in our Risk Factors as set forth in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, except as set forth below.

We may not have sufficient cash from operations to increase or restore cuts in distributions, to continue paying distributions at their current level, or at all, after we have paid our expenses, including the expenses of our general partner, funded merchandise and perpetual care trusts and established necessary cash reserves.

The amount of cash we can distribute on our units principally depends upon the amount of cash we generate from operations, which fluctuates from quarter to quarter based on, among other things:

- the volume of our sales;
- the prices at which we sell our products and services; and
- the level of our operating and general and administrative costs.

In addition, the actual amount of cash we will have available for distribution will depend on other factors, such as working capital borrowings, capital expenditures and funding requirements for trusts and our ability to withdraw amounts from trusts. Therefore, our major risk is related to uncertainties associated with our cash flow from our pre-need and at-need sales, our trusts, and financings, which may impact our ability to meet our financial projections, our ability to service our debt and pay distributions, and our ability to increase our distributions.

If we do not generate sufficient cash to continue paying distributions at least at their current level or restore them to previous levels, the market price of our common units may decline materially or remain stagnant. We have supplemented and expect that at least during the year ending December 31, 2017 we will seek to continue to supplement our cash generation with proceeds from financing activities. As a master limited partnership, our primary cash requirements, in addition to normal operating expenses, are for capital expenditures, net contributions to the merchandise trust funds, debt service and cash distributions. Accordingly, we expect that we will need working capital borrowings in order to prudently operate our business and in turn allow us to pay distributions to our unitholders. We cannot be certain that additional capital will be available to us to the extent required and on acceptable terms, which could have an adverse impact on our ability to pay distributions to our unitholders.

Although we have deferred a determination as to the distribution for our unitholders with respect to the quarter ended June 30, 2017 until we have reviewed financial information as of and for the period ended September 30, 2017, we do expect that the distribution will be reduced by at least 50% from the distribution we paid with respect to the quarter ended March 31, 2017. Due to both the delay in making our determination with respect to the second quarter distribution and our capital resource and liquidity constraints, it is possible that we will not pay four distributions in 2017 as we have in previous years.

ITEM 6. EXHIBITS

Exhibit  
Number Description

- 10.1 First Amendment and Limited Waiver to Credit Agreement, dated as of March 15, 2017, by and among StoneMor Operating LLC, the other Borrowers party thereto, Capital One, National Association, as Administrative Agent, and the Required Lenders party thereto (incorporated by reference to Exhibit 10.1 of Registrant's Current Report on Form 8-K filed on March 16, 2017).
- 10.2 Separation Agreement and General Release, dated as of February 27, 2017 by and between StoneMor GP Holdings LLC and Sean P. McGrath (incorporated by reference to Exhibit 10.1 of Registrant's Current Report on Form 8-K filed on March 3, 2017).
- 10.3 Separation Agreement and General Release, dated as of March 27, 2017, by and between StoneMor GP Holdings LLC and Lawrence Miller (incorporated by reference to Exhibit 10.1 of Registrant's Current Report on Form 8-K filed on March 28, 2017).
- 10.4 Letter Agreement by and between Austin So and StoneMor GP LLC, dated January 28, 2017 (incorporated by reference to Exhibit 10.36 of Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed on September 18, 2017).
- 31.1 Certification pursuant to Exchange Act Rule 13a-14(a) of R. Paul Grady, President, Chief Executive Officer and Member of the Board of Directors.
- 31.2 Certification pursuant to Exchange Act Rule 13a-14(a) of Mark L. Miller, Chief Financial Officer and Senior Vice President.
- 32.1 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350) and Exchange Act Rule 13a-14(b) of R. Paul Grady, President, Chief Executive Officer and Member of the Board of Directors (furnished herewith).
- 32.2 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350) and Exchange Act Rule 13a-14(b) of Mark L. Miller, Chief Financial Officer and Senior Vice President (furnished herewith).
- 101 Attached as Exhibit 101 to this report are the following Interactive Data Files formatted in XBRL (eXtensible Business Reporting Language): (i) Unaudited Condensed Consolidated Balance Sheets as of March 31, 2017, and December 31, 2016; (ii) Unaudited Condensed Consolidated Statements of Operations for the three months ended March 31, 2017 and 2016; (iii) Unaudited Condensed Consolidated Statement of Partners' Capital (Deficit); (iv) Unaudited Condensed Consolidated Statement of Cash Flows for the three months ended March 31, 2017 and 2016; and (v) Notes to the Unaudited Condensed Consolidated Financial Statements. Users of this data are advised that the information contained in the XBRL documents is unaudited and these are not the official publicly filed financial statements of StoneMor Partners L.P.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

STONEMOR PARTNERS L.P.

By: StoneMor GP LLC

its general partner

Date: October 27,  
2017

/s/ R. Paul Grady

R. Paul Grady

President, Chief Executive Officer and Member of the Board of Directors (Principal Executive Officer)

Date: October 27,  
2017

/s/ Mark L. Miller

Mark L. Miller

Chief Financial Officer and Senior Vice President (Principal Financial Officer)