

STONEMOR PARTNERS LP
Form SC 13D/A
January 28, 2011

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)

STONEMOR PARTNERS L.P.

(Name of Issuer)

COMMON UNITS REPRESENTING LIMITED PARTNER INTERESTS

(Title of Class of Securities)

86183Q 10 0

(CUSIP Number)

Attn: Judith Bornstein
McCown De Leeuw & Co., LLC
950 Tower Lane, Suite 800
Foster City, CA 94404
Tel: (650) 854-6000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 24, 2011

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 86183Q 10 0

1. Name of Reporting Persons.
Gen4 Trust Advisor LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (1)
(b) o

3. SEC USE ONLY

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 o

6. Citizenship or Place of Organization
DE

| | | |
|--|-----|---|
| | 7. | Sole Voting Power 1,849,366 (3) |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 8. | Shared Voting Power 0 |
| | 9. | Sole Dispositive Power 1,849,366 (3) |
| | 10. | Shared Dispositive Power 0 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,849,366 (3)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 o

13. Percent of Class Represented by Amount in Row (11)
11.9% (2)

14. Type of Reporting Person (See Instructions)
OO

The filing parties for this Amendment No. 2 to Schedule 13D are: CFSI LLC, a Delaware limited liability company (1) (“CFSI”), Cornerstone Family Services LLC, a Delaware limited liability company (“CFS”), MDC IV Trust U/T/A November 30, 2010, a trust formed under the laws of New York (“MDC IV Trust”), MDC IV Associates Trust U/T/A November 30, 2010, a trust formed under the laws of New York (“MDC IVA Trust”), Delta Trust U/T/A November 30, 2010, a trust formed under the laws of New York (“Delta Trust” and, collectively with MDC IV Trust and MDC IVA Trust, the “MDC Trusts”), Gen4 Trust Advisor LLC, a Delaware limited liability company (the “Trust Advisor”), and Robert B. Hellman, Jr.. The MDC Trusts, the Trust Advisor and Mr. Hellman may be deemed to be members of a group for purposes of this Schedule 13D; the remaining filing parties expressly disclaim membership in a group for purposes of this Schedule 13D. The MDC Trusts collectively control CFSI and CFS. The Trust Advisor controls the voting and dispositive decisions of the MDC Trusts. Mr. Hellman is the sole member of the Trust Advisor and, as such, controls the Trust Advisor.

(2) Based on an aggregate of 15,579,035 Common Units outstanding as of January 26, 2011, as provided to the Filing Parties by the issuer.

(3) The voting and investment decisions of the MDC Trusts are made by the Trust Advisor, which is controlled by Mr. Hellman. Therefore, the Trust Advisor and Mr. Hellman each may be deemed to beneficially own the common units representing limited partner interests (“Common Units”) held by the MDC Trusts.

(4) Mr. Hellman owns 5,000 Common Units directly.

CUSIP No. 86183Q 10 0

1. Name of Reporting Persons.
MDC IV Trust U/T/A November 30, 2010
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (1)
(b) (2)
 3. SEC USE ONLY
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
DE
- | | | | |
|--|-----|--------------------------|-----------|
| | 7. | Sole Voting Power | 1,784,203 |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 8. | Shared Voting Power | 0 |
| | 9. | Sole Dispositive Power | 1,784,203 |
| | 10. | Shared Dispositive Power | 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,784,203
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
11.5% (2)
 14. Type of Reporting Person (See Instructions)
OO

CUSIP No. 86183Q 10 0

1. Name of Reporting Persons.
MDC IV Associates Trust U/T/A November 30, 2010
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (1)
(b) o
3. SEC USE ONLY
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 o
6. Citizenship or Place of Organization
DE

| | | | |
|--|-----|--------------------------|--------|
| | 7. | Sole Voting Power | 36,712 |
| Number of Shares Beneficially Owned by Each Reporting Person With: | 8. | Shared Voting Power | 0 |
| | 9. | Sole Dispositive Power | 36,712 |
| | 10. | Shared Dispositive Power | 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
36,712
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 o
13. Percent of Class Represented by Amount in Row (11)
0.2% (2)
14. Type of Reporting Person (See Instructions)
OO

CUSIP No. 86183Q 10 0

1. Name of Reporting Persons.
Delta Trust U/T/A November 30, 2010
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) (1)
(b) 0
3. SEC USE ONLY
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 0
6. Citizenship or Place of Organization
DE

| | | |
|-----|--------------------------|--------|
| 7. | Sole Voting Power | 28,451 |
| 8. | Shared Voting Power | 0 |
| 9. | Sole Dispositive Power | 28,451 |
| 10. | Shared Dispositive Power | 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
28,451
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 0
13. Percent of Class Represented by Amount in Row (11)
0.2% (2)
14. Type of Reporting Person (See Instructions)
OO

CUSIP No. 86183Q 10 0

1. Name of Reporting Persons.
Robert B. Hellman, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (1)

(b) (2)

3. SEC USE ONLY

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

U.S.

7. Sole Voting Power
1,854,366 (3)(4)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8. Shared Voting Power
0

9. Sole Dispositive Power
1,854,366 (3)(4)

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,854,366 (3)(4)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
11.9% (2)

14. Type of Reporting Person (See Instructions)
IN

CUSIP No. 86183Q 10 0

1. Name of Reporting Persons.
CFSI LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) (1)

3. SEC USE ONLY

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

DE

7. Sole Voting Power
0

Number of Shares Beneficially Owned by Each Reporting Person With:

8. Shared Voting Power
0

9. Sole Dispositive Power
0

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
0

14. Type of Reporting Person (See Instructions)
OO

CUSIP No. 86183Q 10 0

1. Name of Reporting Persons.
Cornerstone Family Services LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) (1)

3. SEC USE ONLY

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

DE

7. Sole Voting Power

0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8. Shared Voting Power

0

9. Sole Dispositive Power

0

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

0

14. Type of Reporting Person (See Instructions)

OO

Explanatory Note:

This Amendment No. 2 to Statement on Schedule 13D (this “Amendment No. 2”) amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission (the “SEC”) on November 23, 2009 and amended by Amendment No. 1 filed with the SEC on January 12, 2011 (as so amended, the “Original Schedule 13D”) and relates to the common units representing limited partner interests of StoneMor Partners L.P. This Amendment No. 2 is being filed to reflect the distribution of common units by CFSI to its members, including CFS and the MDC Trusts (each, as defined below), and the subsequent distribution of common units by CFS to its members, including the MDC Trusts. Except as set forth below, all previous Items in the Original Schedule 13D remain unchanged. Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Original Schedule 13D.

Item 1. Security and Issuer

Item 1 is hereby amended and restated in its entirety as follows:

- (a) The class of equity securities to which this Schedule 13D relates is common units representing limited partner interests (“Common Units”) of StoneMor Partners L.P., a Delaware limited partnership (“StoneMor”).
- (b) The principal executive offices of the Issuer are located at 311 Veterans Highway, Suite B, Levittown, PA 19056.

Item Identity and Background

2.

Item 2 is hereby amended and restated in its entirety as follows:

- (a) This Statement is filed by: CFSI LLC, a Delaware limited liability company (“CFSI”); Cornerstone Family Services LLC, a Delaware limited liability company (“CFS”); MDC IV Trust U/T/A November 30, 2010, a trust formed under the laws of New York (“MDC IV Trust”); MDC IV Associates Trust U/T/A November 30, 2010, a trust formed under the laws of New York (“MDC IVA Trust”); Delta Trust U/T/A November 30, 2010, a trust formed under the laws of New York (“Delta Trust” and, together with MDC IV Trust and MDC IVA Trust, the “MDC Trusts”); Gen4 Trust Advisor LLC, a Delaware limited liability company (the “Trust Advisor”); and Robert B. Hellman, Jr. (collectively, the “Filing Parties”).

- (b) The address of the principal place of business of each of the Filing Parties is as follows:

CFSI LLC, 311 Veterans Highway, Suite B, Levittown, PA 19056

Cornerstone Family Services LLC, 311 Veterans Highway, Suite B, Levittown, PA 19056

MDC IV Trust U/T/A November 30, 2010, 950 Tower Lane, Suite 800, Foster City, California 94404

MDC IV Associates Trust U/T/A November 30, 2010, 950 Tower Lane, Suite 800, Foster City, California 94404

Delta Trust U/T/A November 30, 2010, 950 Tower Lane, Suite 800, Foster City, California 94404

Gen4 Trust Advisor LLC, 950 Tower Lane, Suite 800, Foster City, California 94404

Robert B. Hellman, Jr., 950 Tower Lane, Suite 800, Foster City, CA 94404

- (c) The principal business of each of CFSI and CFS is serving as a holding company for securities of StoneMor and StoneMor's general partner. The principal occupation or business of the other Filing Parties is private equity investing and portfolio company management.
- (d) During the last five years, none of the Filing Parties or any of the Listed Persons (as defined below), to the knowledge of the Filing Parties, has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of the Filing Parties or any of the Listed Persons, to the knowledge of the Filing Parties, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in the Filing Party being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f)

Robert B. Hellman, Jr. is a United States citizen

In accordance with the provisions of General Instruction C to Schedule 13D, information concerning the general partners, executive officers, Board of Directors, Board of Managers and each person controlling the Filing Parties (collectively, the "Listed Persons") required by Item 2 of Schedule 13D is provided on Schedule 1 and is incorporated by reference herein.

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is supplemented by adding the following to the end of the item:

On January 24, 2011, CFSI distributed all of its Common Units pro rata to its members, including CFS and the MDC Trusts, and, in turn, CFS distributed all of its Common Units received from CFSI pro rata to its own members, including the MDC Trusts. Voting and investment decisions for each of the MDC Trusts are directed by the Trust Advisor, of which Mr. Hellman serves as the sole member and, in such capacity, has investment and voting control over the Common Units beneficially owned by the MDC Trusts. CFSI and CFS no longer hold any Common Units. Mr. Hellman continues to directly own 5,000 Common Units.

Item 5. Interest in Securities of StoneMor.

The MDC Trusts, the Trust Advisor and Mr. Hellman may be deemed to be members of a group for purposes of this Schedule 13D; the remaining filing parties expressly disclaim membership in a group for purposes of this Schedule 13D.

(a) CFSI and CFS no longer hold any Common Units. As of the date hereof, MDC IV Trust directly holds 1,784,203 Common Units, or 11.5% of the issued and outstanding Common Units; MDC IVA Trust directly holds 36,712 Common Units, or 0.2% of the issued and outstanding Common Units; and Delta Trust directly holds 28,451 Common Units, or 0.2% of the issued and outstanding Common Units. The Trust Advisor is deemed to beneficially own the 1,849,366 Common Units, or 11.9% of the issued and outstanding Common Units, held directly by the MDC Trusts as a result of its direct control of the MDC Trusts. The Trust Advisor's sole member, Mr. Hellman, is deemed to also beneficially own these Common Units as a result of his direct control of the Trust Advisor and indirect control of the MDC Trusts. Additionally, Mr. Hellman directly owns 5,000 Common Units and possesses sole power to vote and dispose of such Common Units, which, when combined with the Common Units held by the MDC Trusts, aggregates 1,854,366 Common Units, or 11.9% of the issued and outstanding Common Units.

The above beneficial ownership percentages were calculated by dividing the number of Common Units beneficially owned by each of the Filing Parties by 15,579,035 outstanding Common Units as of January 26, 2011, as provided by StoneMor to the Filing Parties.

Additionally, to the knowledge of the Filing Parties, the following individuals identified on Schedule 1 have sole or, in the case of Messrs. Miller and Shane, shared voting and dispositive authority over the number of Common Units listed below as of the date hereof:

| Name | Sole Voting and Dispositive Power | Shared Voting and Dispositive Power | Total Common Units Beneficially Owned | Percent of Class |
|----------------------------|-----------------------------------|-------------------------------------|---------------------------------------|------------------|
| Lawrence Miller | 151,200 | 28,500 | 179,700 | 1.2% |
| William R. Shane | 151,200 | 28,500 | 179,700 | 1.2% |
| Fenton R. Talbott | 35,766 | -- | 35,766 | 0.2% |
| Martin R. Lautman, Ph.D | 114,839 | -- | 114,839 | 0.7% |
| Paul Waimberg | 9,671 | -- | 9,671 | 0.1% |

(b) Voting and investment decisions for each of the MDC Trusts are directed by the Trust Advisor, and therefore the Trust Advisor may be deemed to beneficially own all Common Units beneficially owned by the MDC Trusts. Certain key voting and investment decisions are made by the sole member of Trust Advisor, Mr. Hellman. Mr. Hellman may therefore be deemed to have voting and dispositive power over such Common Units. In addition, Mr. Hellman has sole voting and dispositive power over his 5,000 Common Units.

(c) Except as described herein, none of the Filing Parties has effected any transactions in the Common Units during the past 60 days.

(d) Except as described herein, no other Filing Party is known by the Filing Parties to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Common Units beneficially owned by the Filing Parties.

(e) Not applicable.

Item 7. Material to Be Filed as Exhibits.

A. Joint Filing Statement (filed herewith).

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 28, 2011

CFSI LLC

/s/ Robert B. Hellman, Jr.
By: Robert B. Hellman, Jr.
Manager

Cornerstone Family Services LLC

/s/ Robert B. Hellman, Jr.
By: Robert B. Hellman, Jr.
Manager

MDC IV Trust U/T/A November 30, 2010
by Wilmington Trust FSB, as Trustee

/s/ Joseph H. Clark
By: Joseph H. Clark
Vice President

MDC IV Associates Trust U/T/A November 30, 2010
by Wilmington Trust FSB, as Trustee

/s/ Joseph H. Clark

By: Joseph H. Clark
Vice President

Delta Trust U/T/A November 30, 2010
by Wilmington Trust FSB, as Trustee

/s/ Joseph H. Clark
By: Joseph H. Clark
Vice President

Gen4 Trust Advisor LLC

/s/ Robert B. Hellman, Jr.
By: Robert B. Hellman, Jr.
Member

/s/ Robert B. Hellman, Jr.
Robert B. Hellman, Jr.

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SCHEDULE 1

CFSI

Executive Officers:

Lawrence Miller

c/o CFSI LLC

311 Veterans Highway, Suite B, Levittown, PA 19056

Principal Occupation: Manager, President and Chief Executive Officer of CFSI LLC and Cornerstone Family Services LLC; Chief Executive Officer, President and director of StoneMor GP LLC; Class B Member of StoneMor GP LLC

Citizenship: USA

William R. Shane

c/o CFSI LLC

311 Veterans Highway, Suite B, Levittown, PA 19056

Principal Occupation: Manager, Senior Vice President and Chief Financial Officer of CFSI LLC and Cornerstone Family Services LLC; Executive Vice President, Chief Financial Officer, Secretary and director of StoneMor GP LLC; Class B Member of StoneMor GP LLC

Citizenship: USA

Fenton R. Talbott

c/o CFSI LLC

311 Veterans Highway, Suite B, Levittown, PA 19056

Principal Occupation: Board member of the Preventative Medicine Research Institute, Kansas University Board of Trustees and Christus/St. Vincent Hospital Foundation and Manager and Chairman of CFSI LLC and Cornerstone Family Services LLC and director of StoneMor GP LLC

Citizenship: USA

Paul Waimberg

c/o CFSI LLC

311 Veterans Highway, Suite B, Levittown, PA 19056

Principal Occupation: Assistant Vice President of CFSI LLC; Assistant Vice President—Finance and Corporate Development and Assistant Secretary of StoneMor GP LLC

Citizenship: USA

Board of Managers:

Lawrence Miller

(See above)

William R. Shane

(See above)

Robert B. Hellman, Jr.

c/o McCown De Leeuw & Co., LLC

950 Tower Lane, Suite 80, Foster City, California 94404

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Principal Occupation: CEO and managing director of McCown De Leeuw & Co., LLC and director of StoneMor GP LLC

Citizenship: USA

Martin R. Lautman, Ph.D.

c/o CFSI LLC

311 Veterans Highway, Suite B, Levittown, PA 19056

Principal Occupation: Managing Director of Marketing Channels, Inc., a company that provides marketing and marketing research consulting services to the information industry, and director of StoneMor GP LLC

Citizenship: USA

Fenton R. Talbott

(See above)

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CORNERSTONE FAMILY SERVICES LLC

Executive Officers:

Lawrence Miller
(See above)

William R. Shane
(See above)

Fenton R. Talbott
(See above)

Board of Managers:

Lawrence Miller
(See above)

William R. Shane
(See above)

Robert B. Hellman, Jr.
(See above)

Martin R. Lautman, Ph.D.
(See above)

Fenton R. Talbott
(See above)

GEN4 TRUST ADVISOR LLC
(Trust Advisor of the Trusts)

Member:

Robert B. Hellman, Jr.
(see above)

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EXHIBIT INDEX

- A. Joint Filing Statement (filed herewith).

Joint Filing Statement

We, the undersigned, hereby express our agreement that the attached Schedule 13D is, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

Dated: January 28, 2011

CFSI LLC

/s/ Robert B. Hellman, Jr.
By: Robert B. Hellman, Jr.
Manager

Cornerstone Family Services LLC

/s/ Robert B. Hellman, Jr.
By: Robert B. Hellman, Jr.
Manager

MDC IV Trust U/T/A November 30, 2010
by Wilmington Trust FSB, as Trustee

/s/ Joseph H. Clark
By: Joseph H. Clark
Vice President

MDC IV Associates Trust U/T/A November 30, 2010
by Wilmington Trust FSB, as Trustee

/s/ Joseph H. Clark

By: Joseph H. Clark
Vice President

Delta Trust U/T/A November 30, 2010
by Wilmington Trust FSB, as Trustee

/s/ Joseph H. Clark

By: Joseph H. Clark
Vice President

Gen4 Trust Advisor LLC

/s/ Robert B. Hellman, Jr.
By: Robert B. Hellman, Jr.
Member

/s/ Robert B. Hellman, Jr.
Robert B. Hellman, Jr.

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