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MAGAZINE

June 2015

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Mergers & Acquisition

Ray Loewen vs Jerry O'Keefe Revisited

20th Anniversary of The Loewen Group's "Sinking Ship"

In 1995, a funeral home operator in Mississippi won \$500 million in damages in a breach of contract suit. The large amount of punitive damages awarded relative to business assets not worth more than \$4 million was criticized, but this setback led to a downturn in the company's fortunes. In 1998, Loewen stepped down as CEO and sold his shares in the company. The Loewen Group filed for bankruptcy protection in 1999; in 2002, it was restructured as the Alderwoods Group

Matthews International Announces Definitive Agreement to Purchase Aurora Casket Company

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notes from the editor

Notes From the Editor by John Yopp and Bob Pierce

The Matthews-Aurora Transaction is a Natural

This issue of Southern Funeral Director magazine is our annual “Mergers & Acquisition.” We are revisiting the Loewen-O’Keefe Mississippi trial from 20 years ago that sunk Ray Loewen and The Loewen Group. This issue presents Part I or III Segments and focuses on the infamous Trial Lawyer, Willie Gary. It is also timely that Matthews International announces a signed contract to purchase Aurora Casket Company creating Matthews-Aurora Funeral Solutions.

What the industry is curious to know is “*why?*” Aurora Casket is a leading supplier of caskets, urns, stationery, memorial products and technology solutions to funeral homes across North America. The company operates five manufacturing facilities in the United States and Canada. Founded in 1890, Aurora was privately owned through five generations by the Backman and Barrott families, before Kohlberg & Company purchased the company in 2012.

Aurora partnering with Matthews will greatly benefit the industry and each other, especially in 3 areas where Aurora excels:

- 1) This will allow Aurora to deliver their “business building solutions” to a much larger customer base, which will enhance and help grow Matthews’ market share**
- 2) Spreads capital investment over a larger base of customers and products**
- 3) Adds innovation to drive growth**

According to Bob Pierce, President of Pierce CFO, “Aurora Casket Company is owned by Kohlberg & Company, a private equity company. Private equity companies do not purchase companies in shrinking industries without a sound exit strategy in place. A consolidation of the casket industry has been in the works from the day that Kohlberg & Company acquired Aurora Casket Company. There were simply too many casket providers in a shrinking marketplace. Consolidation was inevitable with or without Kohlberg

& Company. The shrinking pie simply would not support a growing number of casket providers.

One would have to say that Matthews International has been successful on behalf of its shareholders. Matthews Stock price which trades on the NASDAQ exchange under the symbol MATW has increased 1200 percent since 1995. The stock trades at an approximate market multiple of 17 which means that the marketplace “appreciates” what the Company is doing. The Company’s dividend increases at a respectable rate and currently represents a yield of 1%.

Matthews acquired York Casket Company in 2001 as a part of an aggressive and successful acquisition program. Aurora has been in the casket business since 1890 and is a solid company with exceptional capability. Aurora brings a lot to the Matthews table.

Matthews estimates that the purchase of Aurora will result in between \$15-\$20 million dollars of annual cost savings as Matthews eliminates excess production capacity, warehouse personnel and locations, administration employees, sales and marketing representatives, and real estate.

The combined entity should be able to expand its casket and other offerings to its funeral homes clientele and act as a source of new relationship for the Matthews cremation equipment and cemetery products business. It is going to be a win-win for the funeral home clientele of both Matthews and Aurora and it is a deal made in heaven for the Matthews shareholders.”

Many industry people wanted to know if Matthews-Aurora Funeral Solutions will be the largest casket manufacturer in the United States, if the deal is consummated. The answer is No. Even the combination of the two companies will not surpass Batesville Casket’s roughly 43%+/- market share of the approximately 1.8 million caskets produced by all manufacturers.

Matthews International Corporation Signs Definitive Agreement to Acquire Aurora Casket Company

- **Acquisition Expected to Benefit Funeral Home Customers by Combining the Capabilities and Offerings of Matthews and Aurora.**
- **Transaction Purchase Price is \$214 Million; Aurora's 2014 Revenues Were \$142 Million With Adjusted EBITDA of Approximately \$21 Million.**
- **Combination Expected to Achieve \$15 to \$20 Million in Annual Cost Synergies.**

PITTSBURGH, Pa., June 09, 2015 - Matthews International Corporation (MATW) ("Matthews" or the "Company") today announced that the Company has signed a definitive agreement to acquire Aurora Casket Company ("Aurora") from Kohlberg & Company. Aurora is a well-respected manufacturer and distributor of caskets and other products to funeral homes across the United States. In the year ended December 31, 2014, Aurora's revenues were \$142 million with adjusted EBITDA (earnings before interest, taxes, depreciation and amortization) of approximately \$21 million.

Under the terms of the transaction, Matthews will purchase Aurora's stock for \$214 million in cash on a debt-free basis subject to a working capital adjustment. Additional consideration of \$10 million is payable contingent upon the achievement of a specified increased level of adjusted EBITDA for the last full twelve (12) months prior to the closing. The combination is ultimately expected to achieve \$15 to \$20 million in annual cost synergies. The transaction is expected to close in the quarter ending September 30, 2015, subject to the receipt of regulatory approvals. Matthews plans to integrate Aurora within its existing Memorialization Segment, which is a leading total solutions provider to the funeral and cemetery industries. The Matthews Funeral Home Products operations will be combined with Aurora to form Matthews Aurora Funeral Solutions.

Matthews and Aurora share established traditions of providing funeral homes with the highest quality products and outstanding service. The joining of these two industry players will offer their customers a compelling opportunity, bringing together their



best products, marketing programs, and services. Customers will continue to receive an extensive casket selection, exemplary delivery service, industry-leading marketing programs and continuity of experienced sales support.

Joseph C. Bartolacci, President and Chief Executive Officer of Matthews, stated, "The Aurora acquisition advances Matthews strategic vision for growth, and we expect it to create significant shareholder value. We expect the integration to generate substantial synergies by eliminating redundant costs without impacting customer service. This will allow us to build even greater capabilities and continue to be competitive in an ever-changing marketplace with a growing number of competitive alternatives."

Steven D. Gackenbach, Group President for Matthews Memorialization, stated, "Matthews and Aurora share a legacy of deep commitment to serving the funeral industry, and the new Matthews Aurora will be committed to maintaining the exceptional product quality, sales support, customer service and delivery for which both companies are known. We greatly respect the Aurora organization and its heritage, and look forward to uniting our two companies. Matthews and Aurora were both strong independently but together we possess tremendous capabilities to better serve our customers."

Michael R. Quinn, President and CEO of Aurora stated, "We see tremendous potential in combining Aurora with Matthews International Corporation, forming the most progressive industry supplier committed to helping funeral homes grow and succeed. Our company missions are similar, our geographic footprints are complementary, and we know that the new Matthews Aurora Funeral Solutions will continue Aurora's tradition of helping to celebrate every life and creating healing moments for families."

THE BURIAL - Part I of III

20 Year Anniversary of the Biggest Story in Funeral Industry History

Winning multi-million-dollar verdicts had become easy for Willie Gary, and he began to want something bigger. Then he met a man with a complaint (Jerry O'Keefe), against a funeral-home empire pioneered by Ray Loewen.

By Jonathan Harr

On the morning of September 12, 1995, a civil trial began in the Hinds County Circuit Court in Jackson, Mississippi. Like most lawsuits, especially those that fail to settle before trial, this case had a long and complicated history and antagonists who had become bitter enemies. The case was, at root, a contract dispute, similar to thousands that are filed in courts across the land each year, and in this respect it was unremarkable. Its outcome, however, caused consternation in circles far removed from Mississippi. That outcome was due in part to revelations that emerged during the trial about the nature of a hugely profitable industry, one that sooner or later enters the life of every human being. And it was also due in part to the skills of an unusual legal advocate.

I - LAWYER GARY

Willie Edward Gary graduated from North Carolina Central University law school in June, 1974. He was twenty-six years old, married, and had two sons—a four-year-old and an eleven-month-old. He and his wife, Gloria, packed up their belongings and, on July 1st left their apartment in Raleigh. They drove sixteen hours to Stuart, Florida. He pulled up to the Raintree Run Apartments, in Stuart, around midmorning and went into the manager's office to get the key to a two-bedroom apartment that he had rented in a series of transactions by telephone and through the mail.

In Willie Gary's recollection, the woman seated behind the desk looked at him curiously and asked him to wait a moment. She got up and went into another office, shutting the door behind her. When she returned, she said, "I'm sorry, we don't have any vacant apartments."

Willie Gary showed the woman the receipt for the deposit he had sent. He showed her the correspondence he had received—paperwork concerning all the terms of tenancy, down even to the use of the swimming pool.

The woman said, "I'm very sorry, but we just don't have any units available now."

Willie Gary said to the woman, "I talked to you about hooking up the gas and electricity. Don't you remember that? And now you're telling me you don't have an apartment?"

From the back office, a man emerged. Willie Gary explained the circumstances again. "My wife and two young children are out in the car," he said. "We've got no place to go."

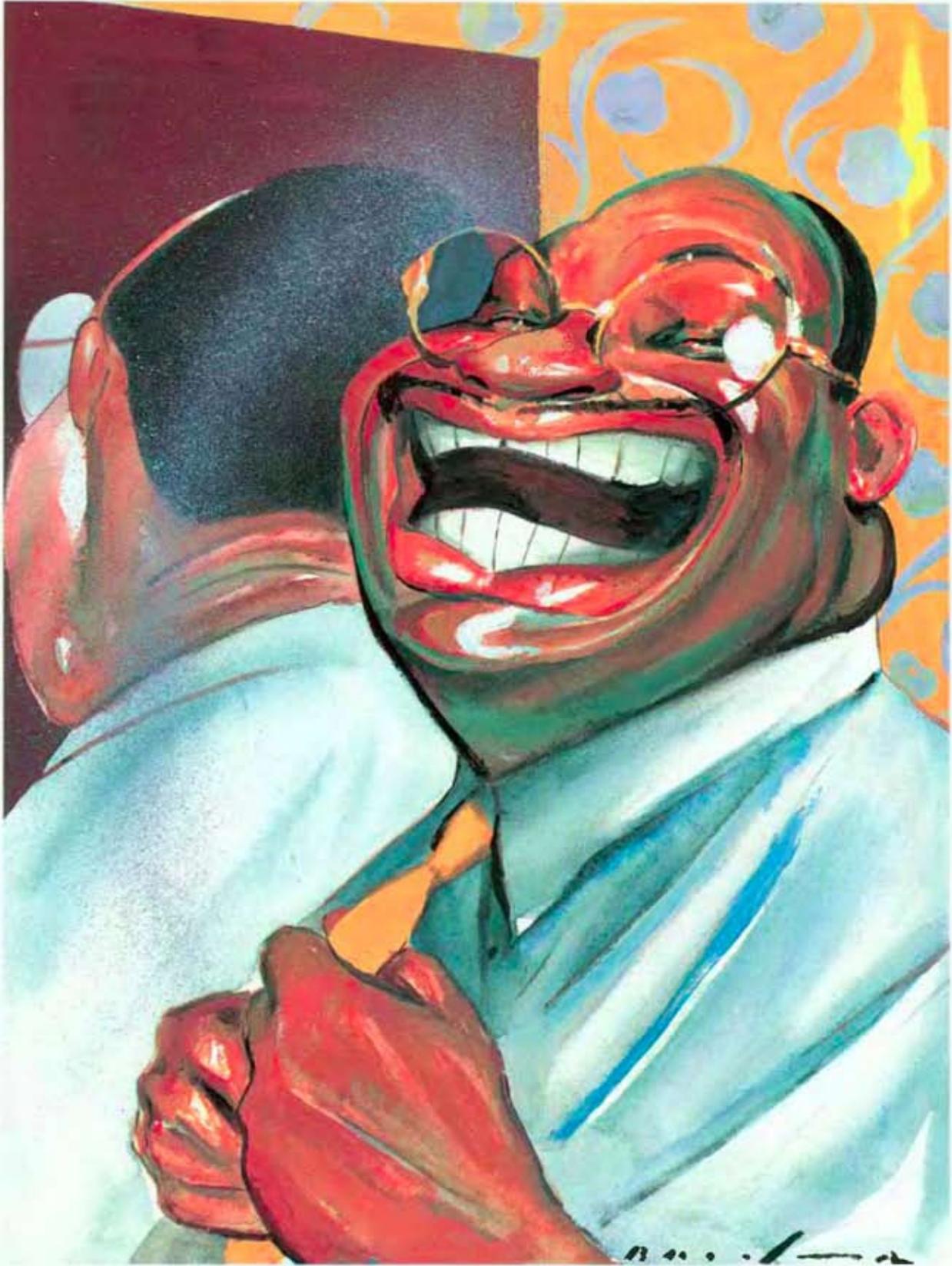
The man said, "I'm sorry, sir. We don't have an apartment."

Willie Gary said, "You can keep me out. That's O.K. But I want you to know that I just graduated from law school, and I'm going to sue you to kingdom come. I contracted with you, and it's clear that you don't want me here because my face is black."

Willie Gary turned and walked out to the car, where his wife and sons were waiting for him. He stood by the car, taut with anger, explaining the circumstances to his wife. As they debated what to do next, the man appeared at the door and called out his name.

Within an hour, Willie Gary had the keys to the apartment, the same apartment that he had confirmed in the contract. The Gary family was one of the first black families to live in Raintree Run Apartments.

Willie Gary long ago departed the Raintree Run, but he finds himself on occasion driving by the apartment complex. He currently drives a blue Bentley, one of the two Bentleys that he recently bought. He owns several other cars, among them a Mercedes-Benz, but Mercedes-Benzes are commonplace in the affluent and mostly white enclave of Stuart, and Willie Gary prefers that people take notice of his presence.



Gary tells every jury, "If I just talk in plain ordinary talk about what happened, you won't hold that against me, will you?"

People's talking notice serves him both professionally and personally. He makes his living as a personal-injury lawyer and many personal-injury lawyers tend to advertise their success to potential clients by the cars that they drive, the clothes they wear, and the heavily jeweled watches that adorn their wrists. Willie Gary wears three-thousand dollar suits and a diamond-encrusted Rolex. He has cases pending in forty-two states. He is away from home approximately twenty days of every month. He travels in his own plane, a Gulfstream II executive jet that he has named Wings of Justice. He has two offices in Florida, one in Stuart, the other in Fort Pierce. The larger of the two, the office in Stuart, occupies the former Pelican Hotel, a grand hacienda-style edifice that overlooks the Saint Lucie River. He has smaller offices in Texas, Mississippi, and Louisiana. Twenty-seven lawyers work for him, along with a staff of a hundred and twelve, which includes paralegals, secretaries, receptionists, accountants, stenographers, clerks, messengers, janitors, groundskeepers, four private detectives, three pilots, and an aviation mechanic. Because many of his cases concern claims of medical malpractice, he also employs five nurses and a doctor.

Willie Gary stands five feet seven inches tall. He is fifty-two-years old and thickly built across the shoulders, stout in the torso, and well muscled in all his limbs. He walks with a distinctly pigeon-toed gait. His skin, which has a rich, dark-brown sheen, radiates health. He has a deep and resonant voice that carries well in courtrooms and from pulpits. In middle age, he wears his hair cropped close to his scalp, although as a young man he wore it variously in an Afro and a flattop—a three-inch-high topiary of a flattop, according to those who knew him back then—so that he would appear taller. He arrived at college, at Shaw University, in Raleigh, unbidden and without an application on file, in the hope of winning a football scholarship. He sported the flattop and wore platform shoes. In this ensemble, he appeared nearly six feet tall. The football players called him Shorty.

It was not vanity or lack of confidence that caused him to elongate himself. He has rarely, it seems, suffered a want of confidence. The story of his life, which he has told on many occasions, with various embellishments and abridgments, with and without conscious exaggeration, has acquired, in its repetition, the contours of legend. Some facts, however, are verifiable.

He was born a twin on July 12, 1947, on a farm near Eastman, Georgia, to Mary and Turner Gary. His birth was, by all accounts, a difficult one. His twin did not survive, and he and his mother required hospitalization. The medical bills forced Turner Gary to sell his farm. The family moved to the town of Canal Point, Florida, on the shores of Lake Okeechobee. Willie Gary, who was the sixth of eleven children, spent much of his early childhood in a whitewashed three-room shack with a tar-paper roof and no electricity or plumbing. The shack stood until a few years ago, in a state of advanced decay, overgrown with vines and palmetto trees.

Turner Gary had only a second-grade education. He supported his family by working in the cane fields, and later, when the family moved north, to Indiantown, in the bean fields. In June, he would nail shut the windows and doors of the shack, and the Gary family would travel with other migrants to camps in the Carolinas. They would return in November, after the apple harvest, just as the winter crops were coming ripe in Florida. When the Gary children grew old enough to work, they joined their father and siblings in the fields. Willie Gary began in 1952, at the age of five, carrying water and food to his family and other field workers. Turner Gary had an enterprising mind. By the mid-nineteen-fifties, he had acquired an old delivery truck, cut a panel out of the side, and outfitted it with a gas burner. He made sandwiches and soups and carried cold drinks in a cooler, which he sold to the field workers at lunch. Willie Gary served as his primary assistant.

By the time Willie was ten, he was an experienced picker of sweet corn, string beans, celery, cabbage, and apples. Like other migrant children in the Carolinas, he went to school for half a day, in the morning. At noon, a bus would pick up the children at school and take them directly to the fields. Back in Florida, he attended school for a full day, except during the height of various picking seasons, when he'd frequently miss a day or two each week to work in the fields.

The year that Willie Gary entered high school, in 1961, he returned to Florida in early September rather than in November, so that he could try out for the football team. He made the team as a linebacker. The following year, Mary Gary and the youngest of the children stopped travelling north to the fields, and by 1964 Turner Gary had also quiet the migrant trail. The family still

subsisted by working in the Florida cabbage fields and cornfields, and also by growing their own crops on a small plot of land.

During high school, Willie Gary started a lawn mowing and yard-cleaning service aimed at the families of Indiantown. He talked the owner of Stuart Feed Supply into allowing him to buy a lawnmower on credit. He made his lawnmower payments faithfully. "I paid every dime on time. My daddy always told me, 'Pay your bills on time. Even if you can't eat, pay your bills, or explain why you can't.'" He negotiated a deal for a second lawnmower and hired high-school friends to cut grass while he contracted with clients.

He was not an exceptional student. He was, however, an energetic football player. He overcame his modest physical skills and diminutive size by application of energy and a will to succeed. In his senior year, he made the Treasure Coast Conference team and won an invitation to try out for a football scholarship at Bethune-Cookman, a small black college in Daytona. By his own account, he was the first boy from Indiantown to go off to college, and his departure was

cause for celebration.

He arrived at Bethune-Cookman in August for three weeks of training camp. The coach, Jack McClairen, had played professionally for the Pittsburgh Steelers. At the end of each day's practice, Coach McClairen would call out the names of those boys who had failed to make the cut. Back then, in 1966, failing to make the cut meant failing to get the scholarship. On the last day of the training camp, a Friday in early September, McClairen summoned Willie Gary to his office. McClairen still remembers Willie Gary today. "He was a small youngster, a marginal athlete. He didn't fit into what we needed at that time." And this is what McClairen told Willie Gary, who wept openly. He said that he would mow the field, clean the locker room, and wash uniforms if he could keep the scholarship. McClairen has no specific recollection of this moment, but he does not doubt Willie Gary's account. "A lot of them would say, 'This is the only way for me to get an education, I'm the first in my family to go to college.' They'd just break down and start crying. It was the most difficult part of my duties. It makes you feel like a dog."

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Willie Gary returned to Indiantown by bus that Friday night. The next morning, he called his high-school coach, Lewis Rice, and told him what had happened. Rice said to Willie Gary, "You got discriminated against because you're a little guy. Jack McClairen don't like little guys." Rice said he would call Coach Dennis Jefferson, at Shaw University, in Raleigh, on Monday morning. He knew Jefferson personally. "He's a small guy, used to be a quarterback," Rice

On Sunday morning, Willie Gary told his mother he was leaving for Raleigh that day. He and his girlfriend, Gloria Royal, packed his suitcase. He caught a Greyhound bus by the side of the road. He arrived in Raleigh at dawn on Monday, with thirteen dollars in his pocket. He walked two miles to Shaw University, where he got directors to Coach Jefferson's office. He stood outside the coach's door for what seemed a long time, waiting for an audience. "Those coaches," he recalled later in life, "they were mean just for nothing." Finally, the coach asked him what he wanted.

"I'm here to try out for a scholarship," he said. "Coach Lewis Rice called about me."

Coach Jefferson said, "I haven't got a call about you. We've got a hundred players trying out. You don't even have an application on file. You've got to go home."

William Gary told Coach Jefferson that he didn't have enough money to get back home.

The coach advised him to call home and get the money. "We just can't have you here. I can't be responsible for you."

Willie Gary went directly to the admissions office, where he filled out an application. The dean of admissions, Dr. Fleming, waived the ten-dollar application fee but told him he would need a copy of his high-school transcript. Willie Gary put in a collect call to his high school. The high-school secretary, Mrs. Dixon, accepted the call. "I'll forget that lady for doing that," Willie Gary said many years later. Mrs. Dixon put a copy of the transcript in the mail that day.

He found his way to Tupper Memorial hall, the football players' dormitory. He met Jimmie Young, who today teaches high school in Chapel Hill, North Carolina, and Walter Johnson, from Melbourne, Florida. They

brought him food that evening from the cafeteria. He slept on the soft in the dorm lounge.

Early the next morning, he went back to the gym and began cleaning up the locker room. Years afterward, in his middle age, he would become fond of recalling his father's many maxims for negotiating one's way through life: "My daddy always said, 'If you want a job, start working for nothing. They'll end up paying you.' I guess it doesn't take a genius to figure that out, but a whole lot of people haven't figured it out yet."

On Wednesday morning, the assistant coach came upon Willie Gary cleaning up the locker room. He asked him who he was and what he was doing in the locker room. The boy told him his story. The assistant coach said, "Man, you really want to go to school, don't you?"

Walking across the campus that afternoon, Willie Gary encountered Coach Jefferson, whom he had diligently been trying to avoid. The coach asked if he'd got the money to go home. Willie Gary said he was still waiting for it. Coach Jefferson gave him a meal card that was good until Friday. "By then, you better have your money," the coach said. "Meanwhile, help the trainer carry the stuff out to the field."

At practice on Friday afternoon, Willie Gary was standing on the sidelines, watching the scrimmage, when one of the plyers was hurt. The coach said to Willie Gary, "Baby, it's time to see what you can do." He put on the pads, a helmet, and a jersey several sizes too big for him, and went onto the field. He recalls that on the first play he penetrated he offensive line, evading a trio of guards, and got to the quarterback. He further recalls that he blocked two punts that afternoon.

Willie Gary made the Shaw University football team and received a scholarship. From the beginning, it was his habit to lead the players in prayer and in the team fight songs. In his junior year, his teammates elected him captain.

He decided to major in business administration. During his first year of college, he took remedial courses, as did most of the football players. In August, before the start of his second year, he married Gloria Royal, his girlfriend from Indiantown. She was the seventh of eleven children. Her father and his had trucked together on the migrant route to the Carolinas. In her

first specific memory of him, at age five, on a summer day in Hendersonville, she and her older sister came across him changing the diaper of his brother Freddie and laughed at him. In his first vivid memory of her, in the second grade, he was elected, along with Diane Jones and John Henry Rivers, to deliver a fruit basket to her home, the custom in Indiantown when someone missed school because of illness. During his first year at Shaw, he received as many as four letters a day from her.

They moved into a small apartment near the campus. Gloria, who had attended a junior college in Florida and was a diligent student, enrolled at Shaw and tutored her husband and the other football players. To make ends meet, Willie Gary waited on tables and worked as a short-order cook. Then he began another landscaping business, renting equipment and hiring his teammates as laborers. He called his business Gary's Home Beautification Service and advertised in the quick-reference section of the Raleigh paper. By his third year of college, with more business than he could handle, he hired a manager. He made enough money to buy a new Camaro, with an eight-track. Coming

upon a billboard announcing the construction of a five-hundred-home trailer park, he went to the builder, an Orlando construction company, and offered his services as a landscaper. He said he would grade, clear rocks, seed, and plant shrubbery for a hundred and seventy-five dollars per trailer home. Then he bid out the job for seventy-five dollars per yard. He cleared fifty thousand dollars. His teammates called him Little Boss Man. One of them, Jimmie Young, recalls, "We ragged him, but he was doing stuff you wouldn't believe. He was making more money than the college professors."

Willie Gary was subsequently accepted at North Carolina Central University law school, in Durham. In his first year, he got one A, several C's, and a D, in criminal law. He knew he was no scholar. Without his football teammates around him, he felt, he said, like "the country bumpkin," but he sat in the front row of every class and applied himself to his studies more strenuously than he ever had at Shaw. Once, in a law-school exercise, he gave a closing argument in a case that concerned minor damages arising out of a hypothetical auto collision. The first words out of his mouth were "Members of the jury, I'm going to ask

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you for one million dollars.” The other students gasped, and then laughed. Undeterred, he said, “Why do I ask you for one million dollars? Because the Constitution says I can.” He felt no self-consciousness talking in front of groups. “I was used to standing in front of people in church, praying and singing.” He missed only two classes in three years of law school, and yet kept his landscaping business going to pay tuition and to support his wife and children.

When Willie and Gloria moved back to Florida, to the Raintree Run Apartments, in Stuart, he set himself to studying for the bar exam. He’d heard that ninety-seven per cent of black law-school graduates who took the Florida bar exam—a two-day ordeal—failed on their first attempt, and that most failed on their second, third and fourth attempts. He’d heard stories of black law-school students who had graduated cum laude failing repeatedly.

He studied eighteen hours a day. In October, after lengthy prayer with Gloria, he went to Jacksonville to take the exam. He felt feeling he’d genuinely done well. While awaiting the results, he began looking in earnest for a job as a clerk or paralegal. Lacking an introduction, he went door to door to each local law firm in turn. All these firms were run by white lawyers, and usually Willie Gary did not make it any further than the receptionist’s desk. He finally found his way to the Office of the Public Defender in Stuart, where Elton Schwarz, the head of the office, granted him an interview. Many years later, Schwarz recalled being impressed by Willie Gary. “He had a drive to succeed. I knew his parents couldn’t have financed his education. He had to have worked his way through law school.” Schwarz told Willie Gary he had no money in the budget to hire a new lawyer, even though he needed one. His office covered a four-county area, and he had only four lawyers. “If I had the money, I’d give you a job,” Schwarz said.

Willie Gary said he would work for nothing. Schwarz, astonished by this offer, managed to come up with twenty-five dollars a week in token pay, and told him, “If I get additional funding, you can have a job.”

In his first week, Willie Gary accompanied Schwartz to the Saint Lucie county jail, where a man named Levis Leon Aldridge was awaiting trial for first-degree murder. Aldridge was accused of killing the manager of a local

restaurant, where he had once worked as a dishwasher, in the course of a holdup. Aldridge, who was white, had grown up in a tar-paper shack in Missouri and picked cotton. He had no previous history of violent crime, but now faced the death penalty. When he saw Willie Gary, Aldridge said to Schwarz, “Who’s the kid?”

Schwarz introduced them. “You a lawyer?” Aldridge asked.

“No, sir,” said Willie Gary, “but I’m going to be one.”

For reasons that neither Schwarz nor Willie Gary ever fathomed, Aldridge took a liking to Willie Gary. “It was very unusual,” Schwarz recalled. Just before Aldridge’s second appearance before the judge, Schwarz told Willie Gary, “Leon wants you there.”

“What do I say in the courtroom?” Willie Gary asked. “Nothing,” said Schwarz. “Leon just wants you there.” In the courtroom, Aldridge was brought out in manacles and chains. The judge asked if the defendant was prepared to enter a plea. Schwarz stood up. “My client wants—” Aldridge brought both manacled fists down on the table. “I want Willie Gary to represent me,” he said.

Willie Gary, of course, had not yet passed the bar and thus could not address the court on behalf of Aldridge. But as they left the courtroom that day Schwarz said to him, “You just hitched on to your first murder-one case.”

Some weeks later, on November 20th—Willie Gary recalls the date precisely—Schwarz stopped at the cubbyhole where Willie Gary worked. “The results of the bar exam come out today,” Schwarz said. “Do you want me to call and get your score?” “No way,” Willie Gary replied. “If I’m going to get hurt, I want to open that envelope real slow.”

Schwarz went into his office and called for the bar-exam results anyway. He returned to Willie Gary and said, “I called them, Willie. You passed.” Willie tried to reach Gloria at work, in Belle Glade, but she’d already left for home. He got in his car and drove toward Belle Glade, hoping to meet her on the highway. When he saw her car, he flagged her down and shouted out his window, “Baby, I passed, I passed!” By the side of the road, they hugged and cried.

William Gary's formal admission to the Florida bar, on December 20, 1974, was cause for celebration in Indiantown. He was regarded by many of the townsfolk with an awe that bordered on reverence. When he came home to visit his parents, he would sit on the sofa in the living room and a crowd would gather around and hang on every word he uttered. In the way that people customarily addressed a medical doctor, the people of Indiantown addressed him as Lawyer Gary.

The capital-murder trial of Levis Leon Aldridge began on January 6, 1975. Elton Schwarz, who had just weeks earlier completed another capital-murder case, begged for a continuance, on the ground that defense counsel was unprepared. The judge rejected the plea, and the trial went forward. It lasted only three days. Aldridge maintained his innocence throughout, but the evidence against him was compelling.

Elton Schwarz conducted the examinations of the witnesses, but he did not feel sanguine about the outcome. Aldridge wanted Willie Gary to address the jury on his behalf, and Schwarz, who would speak last to the jury, agreed. Willie Gary recalls that Schwarz said to him, "You got Leon to listen to you. I know you

can get the jury to listen."

So it was that a freshly minted lawyer, a member of the bar for only three weeks, addressed the jury in the first real case of his life, a capital-murder trial. In Willie Gary's memory, his plea to the jury was "one hell of a closing argument" that kept the jurors "deliberating for hours and hours." In truth, the transcript reveals only a competent, workmanlike argument. If was brief—Willie Gary had only thirty minutes allotted to him—but not unskillful in its discretion of the credibility of the prosecution's two main witnesses. And the jurors did deliberate for two hours, although that is not very long in a death-penalty case. When Willie Gary recounted this tale of his first trial, he omitted the crucial part, leaving the listen to ask, "So what happened to Aldridge?"

"He's on death row," Willie Gary relied. "If he hasn't been executed yet."

Aldridge has not been executed, and he is no longer on death row. Also omitted from Willie Gary's telling is Aldridge's appeal, on the ground that his lawyers had provided ineffective counsel, that a mere legal intern—

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Willie Gary—had prepared his case-in-chief. To save Aldridge from the death penalty, both Willie Gary and Elton Schwarz testified on his behalf, asserting that they had expected the judge to grant a thirty-day continuance and that they had indeed been unprepared for trial. Aldridge's appeal, rejected by the Florida Supreme Court, finally resulted in a retrial and a life sentence.

The day after the trial, Elton Schwarz called Willie Gary into his office. The budget for the Public Defender's Office, he said, had been reduced rather than increased, and he could not offer Willie Gary a job.

Willie decided to start his own law firm. He and Gloria, with their life savings of fifteen hundred dollars, began looking for an office in Stuart. They found a storefront on Colorado Avenue. It has a soiled pink carpet and grimy walls in need of paint. Together, they spent a week scrubbing the place. The other occupants of the shopping strip objected to Willie Gary's presence. They thought this law office would attract vagrants and criminals.

Willie Gary opened his door for business on January 17, 1975. His first client was a woman named Bessie Lewis, who wanted to deed some property to one of her daughters. It was a simple matter for which Willie Gary, on the advice of another lawyer in town, charged four hundred dollars. His conscience ate at him. He tried to return some of Bessie Lewis's money, but she refused it. He committed to representing her free for the rest of her life. That, too, proved to be a mistake of another kind. When Bessie Lewis was overcharged three dollars on her light bill, she called on Lawyer Gary to rectify matters. When her Sears washing machine broke down, it was Lawyer Gary who examined the warranty and set matters straight.

In his first year of business, Willie Gary dealt with small matters criminal and domestic. In his second year, he represented the widow of a trust driver who had died in an accident in Palatka, Florida, near the Georgia border. The court records have been destroyed, but the case is still vivid in Willie Gary's memory. The truck driver, Charlie Hayes, who was black, had swerved to avoid crushing the car of an elderly white lady, Mrs. Ella Dancy, who had gone through a stop sign. Charlie Hayes's truck went off the road and into a barn, where Hayes was decapitated by falling timber.

Palatka was in Putnam County, which had a long and ugly history of Ku Klux Klan activity. Willie Gary figured that he needed to settle the case. He asked for thirty-five thousand dollars. The insurance-company lawyer who represented Ella Dancy offered twenty thousand dollars. The case was put on the trial calendar. Having read in books on trial practice that a lawyer should get to know his client, Willie Gary took a bus to North Carolina to visit Charlie Hayes's widow. On a rainy afternoon, they sat on the front porch together, overlooking a small plot of land that Charlie Hayes had farmed. It was choked with weeds. There was a leak in the roof, under which Mrs. Hayes had put a bucket. "If Charlie was here, he'd fix it," Mrs. Hayes told him.

Willie Gary tried the case before an all-white jury. He survived the defense motion for a directed verdict. In the closing argument, he recalls saying to the jurors, "I was told that Mrs. Hayes couldn't get a fair trial in this county. Maybe I'm naïve, but when you raised your hand and swore you'd render a fair verdict I believed in you."

And then he described the day he'd spent with Mrs. Hayes. "I can tell you about the grass in the field that hasn't been mowed, and the leak in the roof that hasn't been fixed, because Charlie's not around to take care of these things. But I can't tell you what Mrs. Hayes feels. The only thing I can tell you is that when I was sitting on her front porch she heard a truck blow its horn out in the distance. She said, 'Lawyer Gary, that's my Charlie now. He's coming home.' I said to her, 'No, that's not Charlie. He's not coming home again.'"

In his telling, it is at this point that he saw a woman on the jury take a handkerchief from her purse and dab her eyes. "Don't give us charity," he recalls saying to the jurors. "Just do what's right." He suggested that two hundred and twenty-five thousand dollars was about right in this instance. When the jury returned its verdict, it was, he says, "to the penny" what he had asked for.

The case helped establish Willie Gary's reputation locally, and it also established in his mind a desire to concentrate his practice on personal-injury law. He began getting referrals from other lawyers. His business grew. He moved to a larger office and took on a partner, and then another. For a time, he aimed at building the biggest black law firm in the nation, even

though, as it turned out, he had more white clients than black. In a contract case, he sought the help of a retired white lawyer, a former city and school-board attorney from Michigan, who had come to Florida to fish and sail. They formed a friendship, and they prevailed in the contract case. Two weeks later, Willie Gary invited this lawyer, whose name was Robert Parenti, to join his firm. Parenti, on brief consideration, decided that working with Willie Gary might prove more fun than full-time fishing and sailing.

In his second year as a lawyer, Willie Gary negotiated his first million-dollar settlement. In the years that followed, he asked juries on many occasions for million-dollar verdicts, but he did not win his first million-dollar jury verdict—the trial lawyer’s benchmark of success—until 1984. The next year, in a case against Florida Power & Light involving the electrocution deaths of seven family members, he negotiated a settlement of more than forty million dollars. After that, big cases seemed to arrive almost routinely at his office. Willie Gary’s office keeps a roster of his biggest cases and their awards. Against a Florida hospital, in the misdiagnoses of a seven-month-old girl with meningitis, and the alleged alteration of medical records: \$17.7 million. Against an Atlanta hospital, in a circumcision procedure that severely burned the penis of a one-day-old boy: \$22.8 million. Against an osteopath and the Chicago Board of Education, in the paralysis of a high-school football player: \$3.95 million. Against a Cola-Cola bottler, in the brain damage of a two-year-old boy hit by a company van: \$8 million. By 1996, Willie Gary had accumulated nearly sixty settlements or verdicts of a million dollars or more.

Nowadays, lawyers and investigators on his staff prepare most cases. The firm’s monthly calendar lists, on average, thirty cases in various stages of mediation, settlement, and trial. In December, 1996, for example, the calendar contained cases in Ohio, Georgia, Mississippi, Virginia, North Carolina, and Florida. Gary becomes personally involved, as a rule, when a case is ready for trial or settlement. The vast majority of all civil claims settle before trial, but he has tried as many as seven cases in a year. During trial, he begins his mornings by listening to gospel music at a volume just short of deafening. As he dresses, he sings along to the Mighty Clouds of Joy or the Gospel Warriors, pausing occasionally to shadowbox. He wears hand-tailored shirts and gold cufflinks, but does not ear his

bejeweled Rolex in front of jurors. Before heading off to the courtroom, he gathers his trial team—the lawyers, the expert witnesses, the secretaries, the clients—in a circle, and all hold hands as he prays for divine guidance and victory. Like many trial lawyers, he has superstitions. Walking to the courthouse, no member of the team may cross to the other side of the street, or deviate around a lamppost, or ascent a flight of stairs on the opposite side of the railing. He keeps an eagle eye out for infractions, and if he spies one of the offender must retrace his steps.

He begins every trial by telling the jurors that he would like to keep things simple. “I’m just a country boy,” he says. “If I just talk in plain ordinary talk about what happened, you won’t hold that against me, will you?” Eloquence in the classic oratorical sense holds little appeal for him. His presentation is sometimes repetitive, occasionally erratic. His very tenses often do not match. Sometimes he omits verbs altogether. He uses double negatives. He refers in openings and closings to at least one of his father’s homilies, of which he has an apparently inexhaustible supply. He lapses now and then, when it suits his purpose, into the cadences of the pulpit. His voice fills a courtroom. His presence fill the courtroom too. A white lawyer whose case he once took over at the behest of the client, and who was therefore not particularly well disposed toward him, said about him, “He acts like the most important guy in the world. The thing is he makes everybody else around him feel important, too. That’s his genius.”

He has never smoked, and he does not drink alcohol. In his entire life, he can recall only once having a sip of champagne. He has given large sums of money to religious, educational, and charitable institutions. In 1991, for example, he pledged ten million dollars to Shaw University, which was then near bankruptcy, and led a drive that raised another seventeen million dollars. His great indulgence is lavish spending, and in this he can match the excess of any corporate mandarin. The interior of his Gulfstream jet, for example, is outfitted with 18k. gold fixtures. The newest of his two homes, a Mediterranean-style villa on the Saint Lucie River at Sewall’s Point, has some forty rooms and twelve bathrooms, a gym, and a movie theatre. He employs three full-time staff people to care for the house, although Gloria, at her own insistence, continues to cook the meals. The family eats in the kitchen. •

To be Continued - Next Issue: Part II - The Defendant

“Q&A” with Jake Johnson, President of Johnson Consulting Group

1) There seems to be a division between the publicly traded companies and regional and local acquirers. Can you expound on the strategy and target markets for the public traded companies vs. middle range private equity funded companies and the small regional and local buyers?

Actually pretty clear when you think about it. The Publicly traded companies are mostly looking for high profile firms in large metropolitan areas or firms that fit into their current profiles. The regional and local firms that are buying are more focused on firms in their general area of influence although they will broaden their scope for a prize firm.

2) Since the late 1990's (when Loewen declared bankruptcy and the “Death Stock's” values plummeted), there seems to have been a major slowdown in individual/single acquisitions. During these past 15 years many potential sellers are in their late 60's and early 70's. Do you see an upward trend in sellers over the next 3-5 years?

We see the upward trend now. Prices are not what they were in the 90's but that, in my opinion, will never happen again. There was too much damage when that was being done. That being said, there is a lot of activity right now and with the general climate of increased cremation and lower buying habits in general, funeral directors are not seeing a bright future. Combine that with the ages of current owners and there will be increased activity for sure.

3) What multiples of “revenue” and/or “cash flow” do you see for corporate buyers vs. small or single acquirers?

We do not like to go there as there are too many intangibles that affect the multiples being paid. Rural vs. urban. New funeral home vs. old. Good or poor demographics. Calls increasing or decreasing. Mix issues. Etc. etc. Too dangerous to quote a multiple



*Johnson
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number although there are those that try. Big mistake. Very individual.

4) Provident Financing use to be a favorite lending source back in the 1990's for funding of funeral homes and cemeteries. What are some of the sources available for today's funding. How have Live Oak Bank, Midwest Business Capital and some of the other SBA lenders affected buying and selling in today's market?

The bankers today are receptive but basically most are SBA type loans. Cash flow lending as seen in the Provident days is basically a thing of the past. We basically do a Money Tree type lending profile at JCG whereby we go to several banks that we have used in the past and try to find the right fit for the owners. It has been very effective.

5) What are the advantages and disadvantages to seller financing in the industry? Do you recommend it to any of your clients?

Seller financing can be effective but most sellers really do not want to do it as they have nightmares about getting their firm back in a sale gone wrong. What I have seen mostly is some seller financing on top of bank financing to get to the number that the sellers want. In these cases it would be subordinated debt.

6) How important is a funeral home's book of preneed accounts when valuing a business. Is it more of a liability or asset?

It can go both ways. It is generally considered an asset if there is a good book of future business that is well funded. It is a vital part of their current business but more importantly a precursor to the future. Conversely, a poorly funded pre need book of business that is improperly managed can be a nightmare.

7) For owners that have a funeral home and cemetery combination, how much value is placed on the cemetery, especially in today's rising cremation rate?

First of all the funeral home/cemetery combination is the prized asset that most buyers are looking for. In most cases it will bring a very good multiple. About the only time you do not see this happen is when the cemetery is almost out of land or the combined operation is rather small. The price is not placed on the cemetery or funeral home individually but more so on the combined operation. Yes, cremation will affect the bottom line numbers but there are a lot of places in a cemetery for memorialization.

JCG 2014 Excellence in Customer Service Awards

Phoenix, AZ – Jake Johnson, President of Johnson Consulting Group (JCG), the death care industry's premier Total Solutions Consulting Firm announced its winners of the "JCG 2014 Excellence in Customer Service Awards." The Awards were presented to JCG client funeral homes who achieved the highest Overall Performance Scores from family satisfaction surveys during 2014. The Overall Performance Score is a calculation of nineteen independent questions that measure results in four areas: Initial Contact with the Funeral Home, The Arranging Director, Facilities & Vehicles and Staff & Services Provided. The JCG client funeral homes were divided into four categories based on call volume. The winners are:

Category One:

- Allnutt Funeral Service – Estes Park Chapel, Estes Park, CO
- Martin-MacLean-Altmeier – Calcutta Chapel, Calcutta, OH
- Hiers-Baxley Funeral Services – Belleview Chapel, Belleview, FL
- Claiborne-Overholt Funeral Home, New Tazewell, TN



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Altmeyer Funeral Home – Denbigh Chapel, Newport News, VA
 McGuinness Funeral Home – Washington Township, Sewell, NJ
 Pollock-Best Funeral & Cremation, New Bern, NC
 Harper-Talasek Funeral Home – Belton, TX
 Scott Seawinds Funeral Home, Lake Placid, FL
 Roberts Funeral Homes – Bruce Chapel East, Ocala, FL
 Bauknecht-Altmeyer Funeral Home – Shadyside Chapel, Shadyside, OH
 Fairhaven Funeral Home, Fairhaven, MA
 Kirk & Nice Suburban Chapel, Feasterville, PA
 Ingold Funeral Chapel, Fontana, CA
 Carter-Trent Funeral Home, Church Hill, TN
 Diuguid Funeral Service & Crematory, Lynchburg, VA
 Beck-Altmeyer Funeral Home – St. Clairsville Chapel, St. Clairsville, OH
 Hiers-Baxley Funeral Services, Chiefland, FL

Category Two:

Baker Funeral Home, Baker, LA
 Kersey Funeral Home, Auburndale, FL
 D’Esopo East Hartford Memorial Chapel, East Hartford, CT
 James F. Webb Funeral Home, Meridian, MS
 Ardoin’s Funeral Home, Eunice, LA
 Altmeyer Funeral Home – Elm Grove Chapel, Wheeling, WV
 Weed-Corley-Fish – Lake Travis Chapel, Austin, TX
 Emken-Linton Funeral Home, Texas City, TX
 Watkins Heritage Chapel, Kansas City, MO
 Hathaway Community Home for Funerals, Somerset, MA
 Bunker Family Funerals & Cremation – University Chapel, Mesa, AZ
 Boone Family Funeral Home, Bossier City, LA
 Old Bridge & Waitt Funeral Homes, Morganville, NJ
 Inglesby & Sons Funeral Home, Pennsauken, NJ
 Walrath & Stewart Funeral Home, Gloversville, NY

Category Three:

Crapo-Hathaway Funeral Home, Taunton, MA
 Daniels Family Funeral Services – Southern Chapel, Rio Rancho, NM
 Bartlett-Chapman Funeral Home, St. Albans, WV
 Thompson Funeral Home – Greentown Memorial, Columbia, SC
 Bunker Family Funerals & Cremation – Garden Chapel, Mesa, AZ

Altmeyer Funeral Home – Wheeling Chapel, Wheeling, WV
 Gramer Funeral Home, Clawson, MI
 Tiffany Funeral Home, Lansing, MI
 Westbrook Funeral Home, Beebe, AR
 Mahn Family Funeral Home – Bodelson-Mahn Chapel, Red Wing, MN
 Roberson Funeral Homes, Bethany, MO
 Weed-Corley-Fish – South Chapel, Austin, TX
 Brown-Butz-Diedring Funeral Service & Crematory, Anderson, IN
 Rabenhorst Funeral Home, Baton Rouge, LA
 Sunset Memorial Gardens & Funeral Home, Odessa, TX
 Angeleno Mortuary, Van Nuys, CA
 D’Esopo Funeral Chapel, Wethersfield, CT
 Phillips Funeral Home, Ironton, OH

Category Four:

Menke Funeral Home, Sun City, AZ
 Solimine Funeral Homes, Lynn, MA
 Whitney & Murphy Funeral Home, Phoenix, AZ
 Buxton and Bass Okeechobee Funeral Home, Okeechobee, FL
 Hansen Desert Hills Mortuary, Scottsdale, AZ
 Weed-Corley-Fish – North Chapel, Austin, TX
 Stauffer Funeral Homes, Frederick, MD
 North Little Rock Funeral Home, North Little Rock, AR
 Forest Lawn – Cathedral City, Cathedral City, CA
 Guerra Gutierrez Mortuaries, Los Angeles, CA

Our Mission

We strive to provide our clients with the highest quality services and to be the leading consulting firm in our profession. Our objective is to provide creative, innovative state of the art services so that our valued clients can achieve optimum levels of business performance and ultimately enterprise value. Through innovation, dedication, integrity and teamwork, our goal is to be a trusted partner to funeral businesses across North America.





Tom Johnson



Jake Johnson



Bill Cutter



Bob Horn



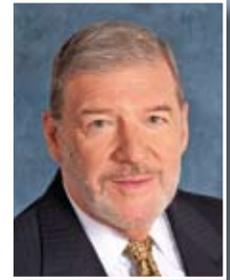
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Blair Nelsen, Former Owner – Nelsen Family Funeral Services, Inc.
”



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Carriage's Story



Carriage Services continuously seeks to achieve our Mission Statement of “Being the Best,” and build a high performance company that is built to last. Co-founded in 1991 in Houston, Texas by Mel Payne, Mel has since led Carriage as our only Chief Executive Officer and Chairman of the Board. Since day one, we have also been guided by our Mission Statement and our **Five Guiding Principles**:

- Honesty, integrity and quality in all that we do.
- Hard work, pride of accomplishment and shared success through employee ownership.
- Belief in the power of people through individual initiative and teamwork.
- Outstanding service and profitability go hand-in-hand.
- Growth of the company is driven by decentralization and partnership.
- Our vision, our mission and our guiding principles for Carriage are not negotiable, and never will be. Over time, we have adopted new ideas and frameworks to help us continuously improve while eliminating other practices and concepts that may have kept us from full alignment to our vision and continuous improvement.

These have included some of the following:

- From our founding in 1991 to 2003, we operated on budgets, which we abandoned in 2004 in favor of our Standards Operating Model. This decision allowed for us to more closely re-align our operating practices with our Five Guiding Principles (especially our beliefs in shared success, employee ownership, the power of people, decentralization and partnership). Without budgets, we have been free to focus on leadership, people, and culture.
- Shortly thereafter, we adopted concepts from Jim Collins’ book “Good to Great” and customized them into our culture and practices (i.e. First Who, Then What; Right People in Right Seats, Flywheel Effect).
- In 2006, Carriage Services adopted Jack Welch’s 4E Leadership Model to identify the required skills necessary for a high performance company.



- In 2012, we embarked upon a “New Beginning” and launched our “Good to Great” Journey with the idea of achieving continuous and dynamic high performance over time.
- Also in 2012, we revised our Strategic Acquisition Model to more appropriately align our practices to our vision of partnering with the best remaining independents in strategic markets.
- In 2015, Carriage Services is better than it ever has been before in our twenty-four year history. However, we plan on and expect to continuously and dynamically improve over time in our mission of “Being the Best.”

The culture of our entire company is one of entrepreneurship, high performance leadership, ownership, and partnership both in principle and in practice at every level.

Starting with the foundation that is our Mission Statement and our Guiding Principles, we believe that in constantly practicing our unique culture and executing well our three operating models (Standards, 4E Leadership and Strategic Acquisition Model) will lead to sustained high performance and a company that is built to last.



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Succession Planning & the Value of Your Business

*By: Shannen Mayfield, CPA/ABV
& Rebecca Stoedter, CPA*

Succession Planning is an important business process and should be a priority. In the funeral business we work with our families and encourage them to pre-arrange their funeral. Why do we do this? Obviously, to help our funeral operation to potentially secure a future sale, but also, and more importantly, to make dealing with the loss easier for the family. The family is not forced to make decisions when they are in their weakest moments. Shouldn't we do the same for own family?

The majority of funeral home owners we work with have not established a succession plan. Typically we find that they say they are too busy to deal with it right now and they will get to it later. Unfortunately, later could be, and often is, too late.

We have also found that some business owners haven't addressed succession planning because they are so closely connected to their business that they cannot imagine the business continuing without them. In addition, none of us want to think about our mortality.

The development of a succession plan, along with a will and estate plan, are key to ensuring your assets are handled in the manner you desire, and to ease the burden of your surviving family members in not having to decide what to do with the business.

The development and implementation of this plan is a process, not a one-time event. The plan can evolve and change over time as your situation changes.

At Federated, we consider succession planning a comprehensive process that begins with identifying and understanding your goals and business plans. We then identify and explain various options available to help you meet those goals. Next, we'll perform a business valuation which will enable you to know the true value of your business. Based on the value of the business, we can evaluate the tax implications of the various transition options and ensure you understand the options. Finally, we can assist you in structuring and implementing the plan.

Often-times, the value of the business and the structure of the transaction are key factors in your succession plan. We have worked with business owners that were not aware of their business's value in advance of retirement and have either been disappointed in the potential selling price or surprised by the tax implications of the decisions they have made before consulting with us.

Business valuations are useful for not only succession planning but can also be used in establishing buy/sell agreements, converting to a new business structure,

financing purposes, gifting, estate planning, litigation, and many more situations. Another very important reason is to know the financial health and standing of your business.

Transactions are typically asset based transactions or stock based transactions. Usually stock (or equity) transactions are used in the situation of transferring ownership to family members or key employees; or when ownership will be transferred at less than 100%. Asset transactions are typically seen in the situation of an unrelated buyer.



Value of the Business

One of the biggest challenges is knowing how to understand and use the values calculated. The values calculated can be used to increase earnings and cash flow, adjust pricing and expenses to more closely align with industry averages, and manage and minimize debt. The cash flow value represents the current value benefit stream. This is the value used for an asset transaction and includes the core operating assets of the company, including operating real estate even if the real estate is separately owned. It is true the real estate transaction (if owned outside of the corporation) will still be separate from the corporate asset transaction, but the cash flow value reflects the total debt the company can service.

Equity value represents the value of stock. The total value of the assets less the total value of liabilities equals equity value. Sometimes this is a simple calculation, but there are several things to consider that could make this more complex. Real estate can be owned within and outside of the company. If it is owned within the company, then it is part of either the asset or equity transaction. If real estate is owned outside of the

company, then this sale or purchase occurs as a separate transaction from the asset or equity transaction.

Transaction Types

The structure of the transaction has a significant impact on the tax treatment of the transaction and indicates what type of value of the business you need. It is critical that you understand the results of the valuation you get and the options and the implications of the decision you make. We can analyze your financial statements to calculate both the cash flow value and equity value of your business. By having both values, you can see the full financial picture of your business.

In an asset transaction, let's look first from the perspective of the buyer. Buyer A would like to purchase the assets of Company X. Buyer A first needs to set up a new corporate entity, Company Y. Company Y buys the operating assets (inventory, furniture & fixtures, automobiles, real estate) of Company X. Company Y goes on to operate business as usual. Company X will record the purchase of assets and is able to depreciate those assets over their useful life.

Now on the seller side, after the assets are sold, Company X records a gain or loss on the sale. Company X pays all debts, including tax incurred on the sale of assets if the sale was a gain. The last step for Company X is to liquidate, or distribute all the assets to the shareholders.

One of the biggest negatives to an asset sale for the seller is double taxation. Company X incurs tax at the corporate level on any gain on sale. Once the liquidation has occurred, the shareholders receive their share of the assets and are taxed at the personal level on the amount they receive, less their basis in the company.

In an equity transaction, stock can be sold or redeemed. In a stock sale Buyer A buys the stock of Company X from Owner B. Now, Buyer A is the owner of Company X, and Company X continues operations as normal. Buyer A is responsible for paying the price of the stock and payments on any notes payable to Owner B for the stock buyout. From the seller side, Owner B now has a gain or loss on the sale of stock, depending on his basis in the stock. Any gain or loss is reported on Owner B's personal tax return and taxed at personal capital gains rates.

If a stock redemption occurs, Company X buys Owner B's stock. Company X is responsible for paying the price of the stock and payments on any notes payable to Owner B for the stock buyout. Buyer A buys one share of stock from Company X. Buyer A now owns the only issued share of Company X. The effect is the same to the seller in that Owner B now has a gain or loss on the sale of stock, depending on his basis in the stock, which is reported at the personal level. An important note on a redemption is that the Buyer A is a related party to Owner B; there are special rules to consider.

Real estate can be owned within and outside of the company. If it is owned within the company, then it is part of either the asset or equity transaction. If real estate is owned outside of the company, then this sale or purchase occurs as a separate transaction from the asset or equity transaction.

Due to the complexity and volume of the factors involved, we highly recommend you consult with reputable professional to perform the valuation and assist you with the transaction. At Federated, our business valuation staff is credentialed by the AICPA as Accredited in Business Valuation (ABV). This credential is accepted by the Small Business Administration as a "qualified source of business valuations for lenders."

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Contact Shannen Mayfield CPA/ABV at planning@federated-funeral.com





How Do I Get the Amount I Want from My Sale?

Jeff Boutwell, President, Dwight Glover, Director – Advisory Services, and Tony Kumming, Senior Advisor, Midwest Region for NewBridge Group

This is an ongoing series provided by NewBridge Group Mergers & Acquisition Consultants. Have a question about business and finance? Email it to us at Carolyn@NewBridgeGroup.com

I'm not quite ready to sell my business yet, but I'm concerned about not having enough for retirement. I want to receive a specific amount for my sale to support myself afterward. I don't want to sell now if I can't get that amount, and I don't want to wait too long until my take-home is a lot less. What tips do you have?

The best time to sell a business is when you can get the highest price. Current values of funeral homes are at the highest we have seen in the past 10-15 years. The large public companies had been building up cash reserves and are able to have access to additional capital at historically low interest rates. In addition several new firms, supported by large equity funds entered the market Banks are projecting interest rates to rise in the next few years. When this happens, business values will likely decline. We understand that timing is very important, so if you're on the fence about whether to sell, one of your deciding factors should be that valuations are at a peak right now.

Our valuation process shows our clients exactly what a sale would mean to them financially. We calculate the debt and taxes due at the point of the sale, and show the amount you'll be left with after the sale. Then we show projections for how much income you can expect each year using the proceeds from the sale. We view this step as an educational process and one that we feel is very important before talking to potential buyers about the sale of your business. You never know until you start looking into it. Depending on the result, we

have told certain people, "Now's not your best time to sell." And we can help put a plan in place to start paying down debt, and spruce things up and improve your financials to sell your business at the best price possible in the future. This is all part of the buying and selling educational process we perform for our clients.

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The first step in our process is to give you a valuation based on what we have seen other funeral homes of comparable size and quality sell for. This will give you a range for the expected sale price. Typically, when we are involved in the sale process, we are able to get a higher value than if the owner had tried to sell on their own. We recently helped a seller get a sale price that was 75% higher than offers they had received before we got involved. If the valuation is lower than what you think you need for retirement, we will advise you to hold off on selling.

For more information on buying or selling a funeral home, visit NewBridgeGroup.com or call Dwight Glover at 404-249-9582. If you have a question you'd like answered here, email it to Carolyn@NewBridgeGroup.com.

Jeff Boutwell, President, has worked as a merger and acquisition consultant solely focused on the funeral industry for more than 20 years. Prior to founding NewBridge Group, Jeff was the Vice President of The Quantum Group, a mid-market merger and acquisition company based in Phoenix, Arizona. Additionally, he served as the lead financial analyst at Thomas-Pierce

& Company, the top death-care industry brokerage firm during the 1990s. Having been involved in more than 400 transactions, Jeff's experience negotiating with public and private buyers of funeral homes has given him an unparalleled knowledge of the industry and best methods to increase the values of funeral home businesses.

Dwight Glover, Director, Advisory Services, Dwight has over 25 years of experience in management consulting, banking and mergers and acquisitions. Since 2009, he has been with NewBridge Group, assisting the owners of funeral homes in profitability consulting, sale exploration, and financing. He has closed transactions for owners totaling over \$55 million in value. Prior to joining NewBridge Group, Dwight was a founder of a management consulting firm based in Atlanta and has also served as an Adjunct Professor of Economics at Kennesaw State University.

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David Peters Elected President Succeeding Jerry Warren at National Association of Approved Morticians (NAAM) in Carlsbad, CA

Dear NAAM Member:

The 2015 National Association of Approved Morticians (NAAM) convention has just wrapped up in Carlsbad, CA. President Jerry Warren from Casa Grande AZ and first lady Janet hosted the event at the grand La Costa SPA and Resort. The usual number of members made the trek across the country to attend the event.

Jerry arranged for Doug Gober from Gober Strategic Capital to be with us for two consecutive sessions. Doug offered us a preview of the presentation he will be giving to ICFA next week in San Antonio. Doug backed up his presentation with entertaining audio and visual effects. On several occasions Doug praised our group for being proactive in our industry. He also brought a pretty sweet golf swing to the course at La Costa after the first session. Behind the scenes Janet was making sure everything ran smoothly for the three days we were there.

The weather was sunny and pleasant. This made everyone eager to get out into the sunshine when the sessions ended promptly at noon. Janet arranged a bus to take the group to Bernardo Winery for a wine tasting. On the way, Ron from La Jolla Wine Tours shared his knowledge wine of making and history of North San Diego County. On the way home Ron quizzed us on what we had learned. Sherri Amigone had most of the correct answers but was disqualified by Ron because she didn't identify herself before blurting out the answer. It was all fun.

The evenings were full of camaraderie, lively discussions, delicious food and spectacular views of the Pacific and the mesas surrounding us. Many photos were taken. I will let them paint the picture of a truly beautiful setting for our convention. The traditional round table was held on the final morning session. Each member was prepared with information from their own organization to share with the group. Time flew by as questions were directed toward each presenter. Much

of the material we focused on was from Doug Gober's earlier sessions. . As usual some questions will have to be followed up when we get home from our meeting.

Ron Adair reported on NAAM finances. They appear to be in good shape. There will be ample funds to put to use on next year's convention. On the evening of March 31st the group gathered at the resort's Blue Fire Grill. After dinner a new board was announced. The following positions were filled:

President -David Peters - A.H. Peters Funeral Home, Grosse Pointe Woods and Warren, MI

President Elect – Bill Lanning – Gasch Funeral Home, Hyattsville, MD

Vice President - Jay Kleczka - Prasser-Kelczka Funeral Homes, Milwaukee, WI

Immediate Past President – Jerry Warren - J. Warren Funeral Services, Casa Grande, AZ

Director - Mike Ratterman - Ratterman Funeral Home, Louisville, KY

Director - Vince Amigone - Amigone Funeral Homes, Buffalo, NY

Director - Ron Adair - Adair Funeral Homes, Tucson, AZ



Your President, David Peters, at Orfelia Vineyards

After the installation I presented the past president and first lady a gift for their hard work and loyal service to the organization. It was a fun sculpture featuring footprints. Jerry said it would look nice at his place in Rocky Point. I would like to thank Jerry and Janet for their efforts in organizing the 2015 Convention including attending to all the little details that made the convention run so smoothly. We were blessed to have these two looking after our organization for the year. So this leaves me in charge for the next year along with the rest of the board. Please let me know of any news from your organization so that I might communicate it

with the group. To help me with next year's convention please let me know any topics you would be interested in exploring. In mean time have a healthy and happy spring/ summer and I will get back with you in later in the year.

Sincerely,
 David Peters
 A.H. Peters Funeral Homes
 Grosse Pointe Woods and Warren, Michigan



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Wilbert ESP™ - A cloud-based application simplifying burial vault education and selection

BROADVIEW, IL – Wilbert Funeral Services, Inc. has launched the Wilbert Educated Selection Process (Wilbert ESP™), a customized cloud-based application that facilitates education and the selection of a burial vault for families.

Through slides, video and funeral professional guidance, families concisely learn about burial vaults and personalization options. An on-screen display of specific Wilbert vaults offered by the funeral establishment, along with their retail pricing, guides families through the selection process. At the end, a summary of the selection and other details such as service dates and times for at-need arrangements is generated and stored.

Wilbert ESP can be used for both at-need and pre-need situations on virtually any computer, tablet or other device. It can be easily incorporated into an electronic showroom or an existing traditional display. When arrangements are made, designated personnel are automatically notified via email. Useful management reports are built into the program, providing visibility into key indicators.

“Wilbert ESP was developed in response to Funeral Professionals who were asking for a program that went beyond a wall display or a basic PowerPoint-like presentation of burial vault photos,” said Mark Klingenberger, VP Sales & Marketing, Wilbert Funeral Services, Inc. “They wanted something that engages and educates families in a very short period of time. Wilbert ESP does exactly that.”

To learn more about the Wilbert Educated Selection Process, contact any Wilbert Licensee or call 1-800-323-7188. A demo video can also be viewed at www.wilbert.hmsbox.com/esp.



Aurora Casket Launches Family Connections Advisor

Provides Families with Private Website to Share Memories, Photos and Prepare for Funeral Arrangements

AURORA, Indiana – Aurora Casket Company, LLC, has launched a new technology solution designed to provide funeral service professionals with a new way to help families through one of the most trying times of their life – preparing to arrange funeral services for a loved one.

The new Family Connections Advisor provides families with a private, password-protected website where they can learn about the choices for creating a meaningful and appropriate final goodbye; record favorite memories, pictures, and preferences of their loved one; and connect with other family and friends to inform them of the passing, along with funeral or memorial details.

“For many families, the funeral planning process begins prior to the official arrangement meeting with a funeral professional. Families often spend the hours before arrangements trying to come to agreement on what their loved one may have wanted and how the family wants to say goodbye,” said Bill Hudson, vice president of sales for Aurora.

“Family Connections Advisor gives families a roadmap on how to prepare for the arrangement meeting – what to bring, ideas and choices for funeral or memorial services. We have seen that this makes the arrangement meeting with a funeral professional that much easier for the family and the funeral director.”

Family Connections Advisor is part of the Advisor suite of technology solutions that Aurora provides to funeral homes. Merchandise Advisor provides a solution for presenting funeral merchandise from a high-definition monitor, interactive touchscreen or tablet. Business Advisor is the first customer service system created for funeral homes, combining comprehensive

case management, interactive arrangement features, as well as forms and report automation.

“Consumers today have certain expectations about the way they purchase goods and services,” Hudson added. “Funeral homes who use Family Connections Advisor will be providing an extra level of service and care to helping families face the loss of a loved one.”

For more information about Family Connections Advisor, funeral professionals can visit www.auroraadvantage.com/familyconnections or contact their Aurora representative.



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ASD Expands Spanish Bilingual Team to 20 Employees

Media, PA—In an effort to provide 24/7 seamless support to funeral homes serving Spanish-speaking families, ASD – Answering Service for Directors, the only funeral exclusive answering service, recently increased the company’s bilingual team. With 20 Spanish-speaking Call Specialists on staff, ASD’s bilingual team ensures Latino callers can always communicate their needs to ASD clients. Since ASD started building this team, the company has assisted more than 40,000 Spanish-speaking callers.

Over the past decade, ASD has worked diligently to attract and retain bilingual employees in order to offer this protection to funeral homes serving a large Spanish-speaking population. For many years, these directors have been limited to generic companies that do not work exclusively with funeral homes. With the growth of ASD’s bilingual team, clients can protect calls from Spanish families while working with a company that caters to the specific needs of funeral professionals.

“Everything we do here at ASD is about eliminating the possibility of a lost business opportunity for a funeral home. We understand it is crucial for Latino families to always feel valued when contacting a funeral home day or night,” says ASD Vice President, Kevin Czachor. “Having our bilingual team in place ensures ASD clients have peace of mind knowing first calls from Spanish-speaking families will always be handled with understanding and compassion.”

According to the Pew Research Center, more than 37 million people in America speak Spanish at home. In states such as California, Texas and New Mexico about 10% of the population speak only Spanish. In addition to providing funeral services to Spanish families, many funeral homes have handled calls from families needing assistance with transporting their loved one’s remains to a different country. ASD has assisted on many of these calls for funeral homes all over the

United States. In some instances, directors who are not fluent in Spanish have relied upon ASD Call Specialists to provide accurate translations.

ASD’s supportive company culture has helped the company to retain bilingual employees. The average ASD bilingual employee has been employed for four and a half years. By offering support and incentives to Call Specialists who are fluent in Spanish, ASD has been able to build an experienced and highly skilled bilingual team.



“Working at ASD has allowed me to learn about other cultural norms and traditions,” says ASD bilingual Call Specialist, Yheralis. “I especially enjoy comforting and translating for our Spanish callers who may not be aware of American traditions.”

About ASD

ASD – Answering Service for Directors has created a new class of answering service for the funeral profession. Family owned and operated since 1972, ASD blends state-of-the-art technology with an intensive, 6-month training program focusing on compassionate care. The company’s custom-built communication systems and sophisticated mobile tools were designed solely to meet the needs of funeral homes. With patented solutions, ASD’s smartphone app was recognized as the winner of the 2012 NFDA Innovation Award after revolutionizing communications for thousands of funeral homes nationwide. By offering funeral directors unmatched protection for their calls, ASD has redefined the role of an answering service for funeral homes. For more information, visit www.myASD.com or call 1-800-868-9950.

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South Carolina FDA Holds 28th Annual Mid Winter Expo

The South Carolina Funeral Directors Association held their 28th Annual Mid-Winter and Expo at the Columbia Convention Center and Columbia Hilton in Columbia, SC, February 2-4, 2015 and attracted over 700 funeral directors, cemeterians, suppliers and guests.

NFDA sponsored and presented an “Early Bird” pre-convention “Certified Crematory Operator Program (CCO) with Mike Nicodemus, CFSP and Michael Watkins, CFSP as presenters for the day long course. The program provided the participants with instructions for the best practices for safe, proper and ethical crematory operations and excellence in service to cremation families and much more. The CCO is a must-have certification for everyone offering cremation to the families they serve.

The following morning the educational programs began with a presentation from Daniel Clark, CSP, CPAE, Dan Clark and Associates, which was titled “Achieving the Level Beyond Success.” The 3 CEU included discussions on how and why the job of a funeral director is not just a career, “it’s a sacred “calling” as you are revered in your communities at the same level and for the same reasons as religious ministers, bishops, rabbi’s and clerics. However, because your products and services do cost money, and you are a professional businessmen and women, regardless of what you want to call it, you still must charge for providing your full array of services.

The final morning sessions concluded with Doug Gober, Gober Strategic Capital, talking about “Upping Your Game – When the Competition Levels the Playing Field.” Doug summarized how competition eventually catches up to doing the tribute videos, personalizing memorial folders and taking condolences from their website. It is imperative that the funeral director continue to provide additional varieties of extra services to stay ahead of what the competition is offering.

The afternoon was dedicated to the Exhibit Hall with the latest products and services offered from a large number of vendors at the convention center.

The Expo concluded the following day with morning exhibits and following a buffet lunch presentations were given from Wayne Outlaw, CSP, CMC, The Outlaw Group and William “Ziggy” Zwicharowski, Branch Chief-Dover Air Force Base.

Wayne Outlaw discussed that “Funeral Service...” Ain’t What It Used to Be” and how family’s needs are as diverse as they have ever been. When grieving families come to the funeral home they are distinctly more prepared and better educated on their options and some of the costs of these options. To be truly successful today and in the future, any business must truly uncover what clients both “feel they want” and what “they truly need.” Once known, we must have even more talented and trained staff members to satisfy those needs under sometimes the most difficult and trying circumstances.

Lastly, Branch Chief Zwicharowski shared the Dover Mission in regards to the dignified return of our fallen heroes – and the funeral benefits and entitlements for active duty military and dependents. “These fallen men and women are the reason we have freedom in our country and should be honored in the highest esteem we deem possible!”

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Kathy Wisnefski and Jason Bangs during the opening reception



(L-R) Marty Flynn, Mark Lanford, Tracie McKelvey and Jim Hardy



Official Ribbon Cutting for opening of exhibits (L-R) Bob Parks, Scott Fowler, Walker Posey, Ashley Cozine, Casey Ward, Jay Dover



Legislative Reception (L-R) Doug Gober, Ashley Cozine, Mike Squires and Michael Watkins



(L-R) Archie Willis, Jerry Small and Kemp Settle



(L-R) Mr. Mrs Bill Shives and Chris Robinson

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New Abraham Lincoln Features Debut at the National Museum of Funeral History

Celebrating the life and legacy of our nation's 16th President in honor of the 150th anniversary of his death and funeral

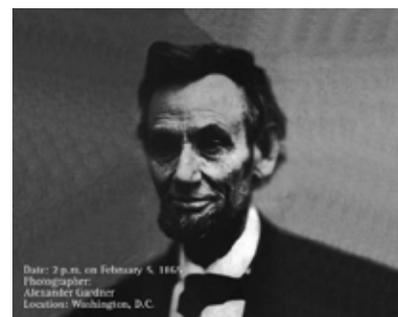
The National Museum of Funeral History celebrates the life and legacy of Abraham Lincoln and commemorates the 150th anniversary of his death (on April 15, 1865) and subsequent funerals (in early May 1865) with the addition of new Lincoln-related artifacts and displays to the Museum's Presidential Funerals exhibit.

The National Museum of Funeral History is adding a new section to its Presidential Funerals exhibit entitled "The Faces of Abe," a chronological portrait history of Lincoln featuring 20 images which illustrate the change in Lincoln's appearance over a nearly 20 year period, featuring both his pre-presidency and presidency years. Visitors will see firsthand how Lincoln's appearance naturally matured in the years leading up to his presidency and then witness the drastic transformation, particularly to his facial features, over the course of his four years as president, as his role as our nation's leader took its toll on him.

Additionally, the Museum will display a replica of Abraham Lincoln's 1865 "death mask," the original of which was cast using wet plaster to the face after his assassination. This exact replica, which even shows the bullet indentation on Lincoln's scalp where he was shot, was created by a local Houston area artist. Historically, death masks and their "life mask" counterparts were often created by sculptors or portraitists on either living subjects or the recently deceased before the age of photography to immortalize a person's likeness. During his lifetime, Lincoln also had two life masks of himself casted.

In conjunction with Lincoln's life mask and portrait history, the Museum also will feature the diaries of Anna B. Temple, a young 14-year-old girl living in Chester County, Pennsylvania in the 1800s. In January 1859, Temple began keeping a diary and continued her entries through the Civil War in 1865. These accounts were published in 1990 and include two pages of her own report on hearing the news of Lincoln's death. The Museum has copies of Temple's diaries available for sale in the Museum's gift shop.

For the past year, the Museum has been "Looking for Lincoln" as part of its "Leave us your Lincoln" campaign, which encouraged visitors to leave their "Lincoln cash" - five dollar bills and / or pennies - to help support the Museum's efforts to bring more Lincoln artifacts to the Presidential Funerals exhibit. Additionally, the Museum was



relying on museum-goers to help fill the Lincoln Penny Folder, which features pennies that have been minted from as far back as 1909, as that was the first year Lincoln was ever featured on U.S. currency. As an unexpected result of this "call to action," the Museum wound up receiving coins (and even some stamps!) from contributors around the country, including a collection of rare Lincoln coins and stamps from the early 1900s.

Sure to be a hit amongst coin and stamp collectors, the rare collection will debut on June 20 as a new permanent feature to the Presidential Funerals exhibit. A few highlights from the collection - a penny from 1910 and an authenticated collection of six stamps commemorating the anniversary of the Emancipation Proclamation, including a 4¢ Lincoln stamp from 1959 in honor of the 150th anniversary of Lincoln's birth, a 25¢ Frederick Douglas stamp from 1967, a 13¢ Harriet Tubman stamp from 1978 and more. Additionally, coin enthusiasts will marvel at the Museum's "Money Casket," a custom-made casket made with authentic dollar bills and coins, featured in the Coffins & Caskets of the Past exhibit.



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Please join us at Brickyard Crossing at the acclaimed Indianapolis Motor Speedway for the 15th annual Funeral Service Foundation Golf Classic.

Golf.

Combining the grandeur and excitement of auto racing with the natural beauty of a championship, Pete Dye-designed golf course, **Brickyard Crossing** provides a unique golf experience you won't want to miss. A four-hole stretch inside the famed Indianapolis Motor Speedway makes this a "Bucket List" golf course. Brickyard Crossing is one of the few select venues in the country to host PGA, LPGA and Champions tour events.

Network.

Held in conjunction with the **2015 NFDA International Convention & Expo**, the Golf Classic is one of the profession's most popular networking events, drawing together funeral directors and allied professionals who, like you, are committed to supporting the Funeral Service Foundation's mission to fund projects and programs that support all of funeral service in building meaningful relationships in the community.

Support.

More than a **half-million dollars** has been raised over the years thanks to generous donors who attend and sponsor the annual Golf Classic.

Please call **877-402-5900** or visit
FuneralServiceFoundation.org/Golf
for registration and sponsorship information.

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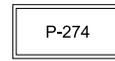
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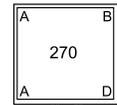
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