

STONEMOR PARTNERS LP
 Form 3
 December 02, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MDC IV Trust U/T/A | | | (Month/Day/Year) | STONEMOR PARTNERS LP [STON] | |
| November 30, 2010 | | | 11/30/2010 | | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | |
| 950 TOWER LANE, SUITE 800 | | | (Check all applicable) | | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See footnote (1) | | |
| FOSTER CITY, Â CA Â 94404 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Units representing limited partnership interests | 2,119,891 | I | By CFSI LLC <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| MDC IV Trust U/T/A November 30, 2010 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404 | ^ | ^ | ^ | See footnote (1) |
| MDC IV Associates Trust U/T/A November 30, 2010 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404 | ^ | ^ | ^ | See footnote (1) |
| Delta Fund Trust U/T/A November 30, 2010 950 TOWER LANE, SUITE 800 FOSTER CITY, CA 94404 | ^ | ^ | ^ | See footnote (1) |

Signatures

| | |
|--|------------|
| /s/ MDC IV Trust U/T/A November 30, 2010, by Wilmington Trust FSB, as Trustee, by Joseph H. Clark, Vice President | 12/02/2010 |
| **Signature of Reporting Person | Date |
| /s/ MDC IV Associates Trust U/T/A November 30, 2010, by Wilmington Trust FSB, as Trustee, by Joseph H. Clark, Vice President | 12/02/2010 |
| **Signature of Reporting Person | Date |
| /s/ Delta Fund Trust U/T/A November 30, 2010, by Wilmington Trust FSB, as Trustee, by Joseph H. Clark, Vice President | 12/02/2010 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Reporting Persons may be deemed to be a Section 13(d) group that beneficially owns greater than 10% of the outstanding common units representing limited partnership interests of the Issuer.
The interests in StoneMor Partners L.P. reflected on this report are held directly by CFSI LLC, a Delaware limited liability company ("CFSI"). MDC IV Trust U/T/A November 30, 2010 ("MDC IV Trust"), MDC IV Associates Trust U/T/A November 30, 2010 ("MDC IVA Trust"), and Delta Fund Trust U/T/A November 30, 2010 ("Delta Trust" and, collectively with MDC IV Trust and MDC IVA Trust, the "Trusts") collectively control CFSI. The Trusts also collectively control Cornerstone Family Services LLC, a Delaware limited liability company ("Cornerstone"), which has an equity interest in CFSI. Voting and investment decisions for each of the Trusts are directed by Gen4 Trust Advisor LLC, a Delaware limited liability company (the "Trust Advisor") of which Mr. Robert B. Hellman Jr. serves as the sole member and, in such capacity, has investment and voting control over the shares held by the Trusts.
- (3) The Trust Advisor and Mr. Hellman file Section 16 reports separately from the Reporting Persons. Each of the Trusts disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.