## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM T-1

STATEMENT OF ELIGIBILITY UNDER THE TRUST INDENTURE ACT OF 1939 OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

☑ CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(b) (2)

# WELLS FARGO BANK, NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

A National Banking Association

(Jurisdiction of incorporation or organization if not a U.S. national bank)

**94-1347393** T.R.S. Employe

(I.R.S. Employer Identification No.)

101 North Phillips Avenue Sioux Falls, South Dakota

(Address of principal executive offices)

57104

(Zip code)

Wells Fargo & Company
Law Department, Trust Section
MAC N9305-175
Sixth Street and Marquette Avenue, 17 th Floor
Minneapolis, Minnesota 55479
(612) 667-4608

(Name, address and telephone number of agent for service)

# CARRIAGE SERVICES, INC.

(Exact name of obligor as specified in its charter)

**Delaware** (State or other jurisdiction of

incorporation or organization)

76-0423828

(I.R.S. Employer Identification No.)

3040 Post Oak Blvd., Suite 300 Houston, Texas

(Address of principal executive offices)

77056

(Zip code)

All Debt Securities Registered

(Title of the indenture securities)

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<u>Item 1. General Information.</u> Furnish the following information as to the trustee: <u>Item 2. Affiliations with Obligor.</u> If the obligor is an affiliate of the trustee, describe each such affiliation.

Item 15. Foreign Trustee. Not applicable.

Item 16. List of Exhibits. List below all exhibits filed as a part of this Statement of Eligibility.

**SIGNATURE** 

EX-99.6

EX-99.7

#### TABLE OF ADDITIONAL REGISTRANT GUARANTORS

Exact Name of Additional Registrants	Incorporation/Organization	Identification Number
Carriage Funeral Holdings, Inc.	Delaware	76-0339922
CFS Funeral Services, Inc.	Delaware	76-0386580
Carriage Holding Company, Inc.	Delaware	76-0393194
Carriage Funeral Services of Michigan, Inc.	Michigan	38-3149715
Carriage Funeral Services of Kentucky, Inc.	Kentucky	61-1015339
Carriage Funeral Services of California, Inc.	California	76-0517196
Carriage Cemetery Services of Idaho, Inc.	Idaho	82-0210596
Wilson & Kratzer Mortuaries	California	94-2677490
Rolling Hills Memorial Park	California	94-1495168
Carriage Services of Connecticut, Inc.	Connecticut	06-1491781
CSI Funeral Services of Massachusetts, Inc.	Massachusetts	04-3406556
CHC Insurance Agency of Ohio, Inc.	Ohio	76-0584854
Barnett Demrow & Ernst, Inc.	Kentucky	61-0680428
Carriage Services of New Mexico, Inc.	New Mexico	76-0585891
Forastiere Family Funeral Services, Inc.	Massachusetts	76-0615410
Carriage Cemetery Services, Inc.	Texas	76-0592642
Carriage Services of Oklahoma, L.L.C.	Oklahoma	76-0590850
Carriage Services of Nevada, Inc.	Nevada	76-0595471
Hubbard Funeral Home, Inc.	Maryland	53-0226299
Carriage Team California (Cemetery), LLC	Delaware	76-0627583
Carriage Team California (Funeral), LLC	Delaware	76-0627584
Carriage Team Florida (Cemetery), LLC	Delaware	76-0627585
Carriage Team Florida (Funeral), LLC	Delaware	76-0627586
Carriage Services of Ohio, LLC	Delaware	76-0627588
Carriage Team Kansas, LLC	Delaware	76-0627587
Carriage Municipal Cemetery Services of Nevada, Inc.	Nevada	76-0635742
Carriage Cemetery Services of California, Inc.	California	76-0634987
Carriage Insurance Agency of Massachusetts, Inc.	Massachusetts	76-0644470
Carriage Internet Strategies, Inc.	Delaware	76-0642158
Carriage Investments, Inc.	Delaware	76-0651825
Carriage Management, L.P.	Texas	76-0651824
Cochrane's Chapel of the Roses, Inc.	California	68-0458642
Horizon Cremation Society, Inc.	California	76-0653256
Carriage Life Events, Inc.	Delaware	76-0667598
Carriage Merger I, Inc.	Delaware	76-0695818
Carriage Merger II, Inc.	Delaware	76-0695815
Carriage Florida Holdings, Inc.	Delaware	76-0695816
Cloverdale Park, Inc.	Idaho	82-0251267
Cataudella Funeral Home, Inc.	Massachusetts	04-2588311

The address, including zip code, and telephone number, including area code, of each Additional Registrant Guarantor's principal executive offices is:

c/o Carriage Services, Inc. 3040 Post Oak Blvd., Suite 300 Houston, Texas 77056

Phone: 713-332-8400

Item 1. General Information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Comptroller of the Currency

Treasury Department

Washington, D.C.

Federal Deposit Insurance Corporation

Washington, D.C.

Federal Reserve Bank of San Francisco

San Francisco, California 94120

(b) Whether it is authorized to exercise corporate trust powers.

The trustee is authorized to exercise corporate trust powers.

Item 2. Affiliations with Obligor. If the obligor is an affiliate of the trustee, describe each such affiliation.

None with respect to the trustee.

No responses are included for Items 3-14 of this Form T-1 because the obligor is not in default as provided under Item 13.

Item 15. Foreign Trustee. Not applicable.

Item 16. List of Exhibits. List below all exhibits filed as a part of this Statement of Eligibility.

Exhibit 1. A copy of the Articles of Association of the trustee now in effect.\*

Exhibit 2. A copy of the Comptroller of the Currency Certificate of Corporate Existence and Fiduciary Powers for Wells Fargo Bank, National

Association, dated February 4, 2004.\*\*

Exhibit 3. See Exhibit 2

Exhibit 4. Copy of By-laws of the trustee as now in effect.\*\*\*

Exhibit 5. Not applicable.

Exhibit 6. The consent of the trustee required by Section 321(b) of the Act.

Exhibit 7. A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.

Exhibit 8. Not applicable.

Exhibit 9. Not applicable.

- \* Incorporated by reference to the exhibit of the same number to the trustee's Form T-1 filed as exhibit 25 to the Form S-4 dated December 30, 2005 of Hornbeck Offshore Services LLC file number 333-130784-06.
- \*\* Incorporated by reference to the exhibit of the same number to the trustee's Form T-1 filed as exhibit 25 to the Form T-3 dated March 3, 2004 of Trans-Lux Corporation file number 022-28721.
- \*\*\* Incorporated by reference to the exhibit of the same number to the trustee's Form T-1 filed as exhibit 25 to the Form S-4 dated May 26, 2005 of Penn National Gaming Inc. file number 333-125274.

#### **SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Wells Fargo Bank, National Association, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Dallas and State of Texas on the 7th day of March, 2011.

WELLS FARGO BANK, NATIONAL ASSOCIATION

Patrick T. Giordano Vice President

atrick I. Swedow

March 7, 2011

Securities and Exchange Commission Washington, D.C. 20549

Gentlemen:

In accordance with Section 321(b) of the Trust Indenture Act of 1939, as amended, the undersigned hereby consents that reports of examination of the undersigned made by Federal, State, Territorial, or District authorities authorized to make such examination may be furnished by such authorities to the Securities and Exchange Commission upon its request thereof.

Very truly yours,

WELLS FARGO BANK, NATIONAL ASSOCIATION

Patrick T. Giordano Vice President

Patrick I. Swidow

#### Exhibit 7

## Consolidated Report of Condition of

# Wells Fargo Bank National Association of 101 North Phillips Avenue, Sioux Falls, SD 57104 And Foreign and Domestic Subsidiaries,

at the close of business December 31, 2010, filed in accordance with 12 U.S.C. §161 for National Banks.

		Dollar Amounts In Millions	
ASSETS			
Cash and balances due from depository institutions:			
Noninterest-bearing balances and currency and coin		\$	17,518
Interest-bearing balances			57,228
Securities:			
Held-to-maturity securities			0
Available-for-sale securities			150,439
Federal funds sold and securities purchased under agreements to resell:			
Federal funds sold in domestic offices			1,656
Securities purchased under agreements to resell			16,821
Loans and lease financing receivables:			
Loans and leases held for sale			38,095
Loans and leases, net of unearned income	691,483		
LESS: Allowance for loan and lease losses	19,637		
Loans and leases, net of unearned income and allowance			671,846
Trading Assets			30,824
Premises and fixed assets (including capitalized leases)			8,129
Other real estate owned			5,713
Investments in unconsolidated subsidiaries and associated companies			659
Direct and indirect investments in real estate ventures			111
Intangible assets			
Goodwill			20,931
Other intangible assets			26,452
Other assets			55,856
Total assets		\$	1,102,278
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LIABILITIES			
Deposits:			
In domestic offices		\$	747,742
Noninterest-bearing	165,559	Ψ	747,742
Interest-bearing	582,183		
In foreign offices, Edge and Agreement subsidiaries, and IBFs	302,103		99,235
Noninterest-bearing	2,029		33,233
Interest-bearing	97,206		
Federal funds purchased and securities sold under agreements to repurchase:	57,200		
Federal funds purchased in domestic offices			2,930
Securities sold under agreements to repurchase			16,102
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		lar Amounts n Millions
Trading liabilities		15,647
Other borrowed money		
(includes mortgage indebtedness and obligations under capitalized leases)		40,254
Subordinated notes and debentures		19,252
Other liabilities		37,554
Total liabilities	\$	978,716
EQUITY CAPITAL		
Perpetual preferred stock and related surplus		0
Common stock		519
Surplus (exclude all surplus related to preferred stock)		98,971
Retained earnings		17,489
Accumulated other comprehensive income		5,280
Other equity capital components		0
Total bank equity capital		122,259
Noncontrolling (minority) interests in consolidated subsidiaries		1,303
Total equity capital		123,562
	_	
Total liabilities, and equity capital	\$	1,102,278

I, Howard I. Atkins, EVP & CFO of the above-named bank do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true to the best of my knowledge and belief.

Howard I. Atkins EVP & CFO

We, the undersigned directors, attest to the correctness of this Report of Condition and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

John Stumpf Directors
Dave Hoyt
Michael Loughlin