

UNITED STATES BANKRUPTCY COURT

DISTRICT OF DELAWARE

In re:) Chapter 11
)
PRIME SUCCESSION, INC., et al.,) Case No. 00-2969 (PJW)
)
) (Jointly Administered)
Debtors.)

OMNIBUS ORDER APPROVING FINAL FEE APPLICATIONS

Upon consideration of the final applications for compensation and reimbursement of expenses of the professionals listed on Exhibit A attached hereto; and adequate notice of such applications having been given; and after due deliberation, and sufficient cause appearing therefore, it is hereby

ORDERED, that the final applications for compensation and reimbursement of expenses for the professionals listed on Exhibit A attached hereto are approved in the respective amounts set forth on Exhibit A; and it is further

ORDERED, that the Debtors are authorized and directed to pay the approved amounts of compensation and reimbursement of expenses set forth on Exhibit A.

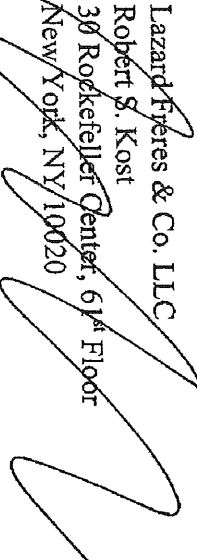
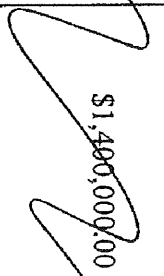
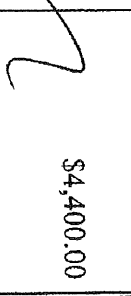
DATED: March 19, 2001



Peter J. Walsh
United States Bankruptcy Court Chief Judge



EXHIBIT A

Applicant	Period	Fees	Expenses
Jeffrey Chanin and Company LLC Randall Lambert 12 East 49 th Street, Suite 1400 New York, NY. 10017 Financial Advisors to the Official Committee of Unsecured Creditors	Final Application 7/11/00-11/8/00	\$370,000.00 Including \$75,000.00 Transaction Fee	\$4,048.23
KPMG LLP Roy O. Crook, Jr. 201 East Fifth Street, Suite 1600 Cincinnati, Ohio 45202 Accountants for the Debtors	Final Application 7/12/00-11/8/00	\$137,001.50	\$4,233.00
Lazard Freres & Co. LLC Robert S. Kost 30 Rockefeller Center, 61 st Floor New York, NY 10020  Financial Advisor to the Debtor	Final Application 7/12/00-11/8/00	\$1,400,000.00 	\$4,400.00 
Munger, Tolles & Olson, L.L.P. Thomas B. Walper, Esquire 355 South Grand Avenue, 35 th Floor Los Angeles, California 90071 Counsel to the Official Committee of Unsecured Creditors	Final Application 7/26/00-11/8/00	\$141,061.00	\$23,461.45

Applicant	Period	Fees	Expenses
Pachulski, Stang, Ziehl, Young & Jones, P.C. Laura Davis Jones, Esquire 919 N. Market Street, 16 th Floor P.O. Box 8705 Wilmington, Delaware 19899-8705 Counsel to the Official Committee of Unsecured Creditors	Final Application 7/26/00-11/8/00	\$25,974.25	\$2,706.55
Paul, Weiss, Rifkind, Wharton & Garrison Jeffrey D. Saferstein 1285 Avenue of the Americas New York, NY. 10019 Co-counsel to the Debtor	Fourth Application 10/1/00-11/8/00 Final Application 7/12/00-11/8/00	\$70,230.50 \$328,780.50	\$3,207.31 \$31,269.77
Young Conaway Stargatt & Taylor, LLP Pauline K. Morgan 11 th Floor, Rodney Square North Wilmington, De. 19899 Co-Counsel to the Debtors	Fifth Application 11/1/00-11/8/00 Final Application 7/12/00-11/8/00	\$1,973.50 \$44,624.00	\$1,734.98 \$32,566.00