

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**ORDER GRANTING LAZARD FRÈRES & CO LLC'S
FIRST AND FINAL APPLICATION FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the First and Final Application for Compensation and for Reimbursement of Expenses of Lazard Frères & Co., LLC, financial advisor to the Debtors-in-Possession, seeking allowance of compensation and reimbursement of expenses for the period from July 12, 2000, through November 8, 2000 (the "Application"), dated January 11, 2001; and this Court having determined that proper and adequate notice has been given and that no other or further notice is necessary; and no objections to the Application having been submitted to the Court; and the deadline for such objections having expired; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The First and Final Application of Lazard Frères is GRANTED in its entirety subject to the following modifications which were negotiated between the parties subsequent to the filing of the Application: