

# The Depository Trust Company

# IMPORTANT

**B#:** 0631  
**DATE:** September 19, 2000  
**TO:** All Participants  
**CATEGORY:** Proxy  
**FROM:** DTC Proxy Department  
**ATTENTION:** Proxy/Reorganization  
**SUBJECT:** Prime Succession Inc.

<u>Securities</u>	<u>CUSIP #</u>
Prime Succession, Inc. Sr. Sub. Notes 10.75% 8/15/04	741571 AA 1
Prime Succession, Inc. Sr. Sub Notes 10.75% 8/15/04	741571 AB 9
Prime Succession Inc. Sr. Sub Notes 10.75% 8/15/04	741571 AC 7

Prime Succession, Inc. is soliciting acceptances of its Amended Plan of Reorganization, dated July 12, 2000, (the "Plan"). Holders of Prime Succession, Inc., securities listed above, of record on August 24, 2000, are eligible to vote by ballot to accept or reject the Plan.

Accompanying the Amended Disclosure Statement dated July 12, 2000 and other materials for voting on the Plan is the attached Notice, which refers to a hearing on confirmation of the Plan, which is scheduled to be held on September 28, 2000. DTC also received the attached Ballot. Participants may obtain copies of the materials for voting on the Plan by contacting:

Donlin Recano Company  
(212) 481-1411

DTC will provide Prime Succession, Inc. with a listing of the Participants which had the Securities on deposit with DTC at the close of business on August 24, 2000, so that Participants may vote on the Plan.

Participants are referred to the Amended Disclosure Statement dated July 12, 2000, for a statement of the terms of the Plan.

Participants are advised that acceptances or rejections of the Plan must be received by the Ballot Agent Counsel no later than September 21, 2000. Executed ballots should be returned to:

Donlin Recano & Co. Inc.  
P.O. Box 2034  
Murray Hill Station  
New York, NY 10156-0701  
Attn: Prime Succession, Inc.  
Ballot Tabulation

The Securities will remain eligible at DTC during the solicitation.

Participants are referred to RIPS Envelope 93 and LENP for details of the Plan.

Karl Baker

Manager

Attachments

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

**NOTICE OF HEARING TO CONSIDER CONFIRMATION  
OF DEBTORS' JOINT PLAN OF REORGANIZATION**

NOTICE IS HEREBY GIVEN as follows:

On July 12, 2000 (the "Petition Date"), Prime Succession Holdings, Inc., Prime Succession, Inc. ("Prime") and certain of Prime's wholly-owned subsidiaries, the above-captioned debtors and debtors in possession, each with a mailing address of 3940 Olympic Boulevard, Suite 500, Erlanger, Kentucky 41018 (each a "Debtor" and collectively, the "Debtors"), filed petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), and contemporaneously with such chapter 11 filings, filed a motion (the "Motion") requesting entry of (A) an initial order in advance of the hearing (the "Disclosure Statement Hearing") to consider the adequacy of the Debtors' disclosure statement (the "Disclosure Statement") dated July 12, 2000 in connection with the plan of reorganization dated July 12, 2000 (the "Plan") (i) scheduling the Disclosure Statement Hearing, (ii) establishing deadlines and procedures for filing objections to the adequacy of the Disclosure Statement, and (iii) approving the form and manner of notice of the Disclosure Statement Hearing and (B) an order (i) approving the Disclosure Statement, (ii) scheduling a hearing

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to consider confirmation of the Plan, (iii) establishing deadlines and procedures for filing objections to confirmation of the Plan, (iv) approving the form and manner of notice of the confirmation hearing and (v) establishing solicitation, voting and tabulation procedures and deadlines.

**Hearing On  
Confirmation of the Plan**

1. A hearing to consider confirmation of the Plan and any objections thereto (the "Confirmation Hearing"), has been set by the United States Bankruptcy Court for the District of Delaware for 2:00 p.m., Wilmington, Delaware time, on September 28, 2000 at the United States Bankruptcy Court, Marine Midland Plaza, 824 North Market Street, Wilmington, Delaware 19801 (the "Court") before the Honorable Peter J. Walsh, at which time any party in interest who has not waived its right to object may appear and state its objections, if any, to confirmation of the Plan. No further notice shall be provided to creditors or interest holders of any adjournment of the Confirmation Hearing announced in open court at the Confirmation Hearing or at any subsequent Confirmation Hearing.

2. Any objection to confirmation of the Plan must (a) be in writing, (b) comply with the Federal Rules of Bankruptcy Procedure and General Orders of the Court, (c) set forth the name of the objector, and the nature and amount of any claim or interest asserted by the objector against the estates or properties of the Debtors, (d) state with particularity the legal and factual basis for such objection, and (e) be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware (including a copy for Chambers of the Honorable Peter J. Walsh), together with proof of service

thereof, and served upon (1) Young Conaway Stargatt and Taylor, LLP, 11th Floor, Rodney Square North, P.O. Box 391, Wilmington, Delaware 19899-0391, Attn: Pauline K. Morgan, Esq., and Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas, New York, New York 10019-6064, Attn: Jeffrey D. Saferstein, counsel for the Debtors; (2) Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071, Attn: Thomas B. Walper, Esq., counsel for the Unofficial Committee; (3) Skadden, Arps, Slate, Meagher & Flom, 333 West Wacker Drive, Chicago, IL 60606, Attn: Eric Ivester and Mayer, Brown & Platt, 1675 Broadway, New York, New York, 10019, Attn: Raniero D'Aversa, Jr. counsel to the Agents for the prepetition and proposed postpetition lenders, and (4) the Office of the United States Trustee, 601 Walnut Street, Room 950W, Philadelphia, Pennsylvania 19106, and (5) counsel for any statutory committees appointed in these cases so as to be actually filed and received no later than September 21, 2000 at 4:00 p.m., Wilmington, Delaware time.

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**UNLESS AN OBJECTION IS TIMELY SERVED AND FILED  
IN ACCORDANCE WITH THIS NOTICE IT WILL  
NOT BE CONSIDERED BY THE COURT**

Dated: August 21, 2000

YOUNG CONAWAY STARGATT & TAYLOR, LLP  
Pauline K. Morgan (No. 3650)  
Michael R. Nestor (No. 3526)  
11th Floor, Rodney Square North  
P.O. Box 391  
Wilmington, Delaware 19899-0391  
(302) 571-6600

- and -

PAUL, WEISS, RIFKIND, WHARTON & GARRISON  
Alan W. Kornberg  
Jeffrey D. Saferstein  
Dana S. Safran  
Nkiruka R. Nwokoye  
1285 Avenue of the Americas  
New York, New York 10019-6064  
(212) 373-3000

Attorneys for Prime Succession, Inc., et al.,  
debtors and debtors in possession

**NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT.**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

**MASTER BALLOT FOR ACCEPTING OR  
REJECTING THE CHAPTER 11 PLAN OF  
PRIME SUCCESSION, INC., et al.**

(Class 5 Senior Subordinated Note Claims)  
10-3/4 % Senior Subordinated Notes Due August 15, 2004

This Master Ballot is being sent to brokers, proxy intermediaries or other nominees ("Record Holders") of beneficial owners of Class 5 Senior Subordinated Note claims (the "Senior Subordinated Notes") of Prime Succession, Inc. ("Prime" and together with Prime Succession Holdings, Inc. and certain of Prime's wholly-owned subsidiaries, the "Debtors").

The Debtors' joint plan of reorganization under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), dated July 12, 2000 (the "Plan") can be confirmed by the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") and thereby made binding on beneficial owners ("Beneficial Interest Holders") of Senior Subordinated Notes if it is accepted by the holders of at least two-thirds in dollar amount and more than one-half in number of claims, and at least two-thirds in amount of equity interests, that actually vote in each class of claims or interests voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the Bankruptcy Court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy

Code. To have the votes of Beneficial Interest Holders count, you must (a) complete and return this Master Ballot to Donlin, Recano & Co., Inc. ("Donlin, Recano") in the enclosed return envelope, or (b) promptly pre-validate and send the accompanying Beneficial Interest Holder Ballots to the Beneficial Interest Holders for whom you are a Record Holder so that they may return such ballots directly to Donlin, Recano.

**PLEASE READ AND FOLLOW THE ATTACHED INSTRUCTIONS CAREFULLY. PLEASE COMPLETE, SIGN AND DATE THIS MASTER BALLOT AND RETURN IT SO THAT IT IS RECEIVED BY DONLIN, RECANO & CO., INC. (THE "BALLOTING AGENT") BY 5:00 P.M., WILMINGTON, DELAWARE TIME, ON OR BEFORE SEPTEMBER 21, 2000, AT THE FOLLOWING ADDRESS:**

<p>By Mail:</p> <p><b>DONLIN, RECANO &amp; CO., INC.</b> P.O. Box 2034 Murray Hill Station New York, New York 10156-0701 Attn: Prime Succession, Inc. Ballot Tabulation</p> <p>Telephone: 212-481-1411</p>	<p>By Hand or Overnight Delivery:</p> <p><b>DONLIN, RECANO &amp; CO., INC.</b> 419 Park Avenue South New York, New York 10016 Attn: Prime Succession, Inc. Ballot Tabulation</p> <p>Telephone: 212-481-1411</p>
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**PHOTOCOPIED BALLOTS OR BALLOTS CAST BY FACSIMILE  
WILL NOT BE COUNTED**

**PLEASE READ THE ATTACHED INSTRUCTIONS ON  
RETURNING YOUR BALLOT**

**Item 1. Aggregate Face Amount of Senior Subordinated Notes as to Which  
Votes are Cast.**

By signing this Master Ballot, the undersigned certifies that it is the registered owner as of August 24, 2000 of \$ \_\_\_\_\_ aggregate face amount of Senior Subordinated Notes, for which voting instructions have been received from persons who were Beneficial Interest Holders as of August 24, 2000 for whom the undersigned owns Senior Subordinated Notes in its name as listed in Item 3 below.

**Item 2. Senior Subordinated Notes Vote on Plan -- Aggregate Face Amount  
and Aggregate Number.**

As instructed by the Beneficial Interest Holders of the aggregate face amount of Senior Subordinated Notes set forth in Item 1 above, the undersigned transmits

the following votes of such Beneficial Interest Holders in respect of their Senior Subordinated Notes:

To ACCEPT the Plan \$ \_\_\_\_\_  
Aggregate face amount of Senior Subordinated Notes

To REJECT the Plan \$ \_\_\_\_\_  
Aggregate face amount of Senior Subordinated Notes

To ACCEPT the Plan \_\_\_\_\_  
Aggregate Number of Beneficial Interest Holders

To REJECT the Plan \_\_\_\_\_  
Aggregate Number of Beneficial Interest Holders

**Item 3. Senior Subordinated Notes Vote on Plan -- Number of Beneficial Interest Holders.**

The undersigned certifies that the following Beneficial Interest Holders of Senior Subordinated Notes, as identified by their respective customer account numbers or the respective sequence numbers set forth below, have delivered to the undersigned ballots casting votes (indicate the aggregate face amount for each respective account under the appropriate column) (please use additional sheets of paper if necessary). Please note: Each Beneficial Owner must vote all of its Senior Subordinated Notes either to accept or reject the Plan, and may not split such vote:

**FACE AMOUNT OF Senior Subordinated Notes**

<b>Account or Other Identifying Number for Each Beneficial Owner of Senior Subordinated Notes</b>	<b>To Accept the Plan</b>	<b>To Reject the Plan</b>
1. _____	\$ _____	\$ _____
2. _____	\$ _____	\$ _____
3. _____	\$ _____	\$ _____
4. _____	\$ _____	\$ _____
5. _____	\$ _____	\$ _____
6. _____	\$ _____	\$ _____
7. _____	\$ _____	\$ _____
8. _____	\$ _____	\$ _____
9. _____	\$ _____	\$ _____
10. _____	\$ _____	\$ _____

**Item 4.** The undersigned certifies that it has transcribed below the information, if any, provided in Item 3 of each Ballot received from a Beneficial Interest Holder that, in turn, has indicated that it holds Senior Subordinated Notes for a Beneficial Interest Holder thereof (please use additional sheets of paper if necessary):

<b>Account or Other Identifying Number for each Beneficial Interest Holder</b>	<b>Account number of other account</b>	<b>To Accept the Plan</b>	<b>To Reject the Plan</b>
1. _____	_____	\$ _____	\$ _____
2. _____	_____	\$ _____	\$ _____
3. _____	_____	\$ _____	\$ _____
4. _____	_____	\$ _____	\$ _____
5. _____	_____	\$ _____	\$ _____

**Item 5.** By signing this Master Ballot, the undersigned certifies that each Beneficial Interest Holder of Senior Subordinated Notes whose votes are being transmitted by this Master Ballot has been provided with a copy of the Debtors' amended disclosure statement dated August 21, 2000 (the "Disclosure Statement") pursuant to section 1125 of the Bankruptcy Code, the Plan, the notice of the confirmation hearing and objection dates, and the solicitation letter ordered by the Bankruptcy Court to be transmitted to holders of claims entitled to vote on the Plan.

**Item 6.** By signing this Master Ballot, the undersigned certifies that it is the registered or record holder of the Senior Subordinated Notes to which this ballot pertains and/or has full power and authority to vote to accept or reject the Plan. The undersigned

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also acknowledges that the solicitation of this vote to accept or reject the Plan is subject to all the terms and conditions set forth in the order approving the Disclosure Statement, including that the undersigned has neither been offered nor received any consideration to submit a changed ballot. The undersigned also agrees that it shall retain all Ballots received from beneficial interest holders for a period of one year from the date hereof.

This Master Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan.

This Master Ballot is to be used by Record Holders, such as brokers, proxy intermediaries or other nominees, for casting votes to accept or reject the Plan on behalf of Beneficial Interest Holders holding Senior Subordinated Notes. Such vote is subject to all the terms and conditions set forth in the Disclosure Statement.

Name of Record or Registered Holder: \_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No. \_\_\_\_\_

Address: \_\_\_\_\_  
(Street)

\_\_\_\_\_  
(City, State, Zip Code)

Telephone Number: ( ) \_\_\_\_\_

By: \_\_\_\_\_  
(Sign Here)

Print or Type Name: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Date Completed: \_\_\_\_\_

Participant I.D. No.: \_\_\_\_\_

**TO BE COUNTED THIS MASTER BALLOT MUST BE RECEIVED BY THE  
BALLOTING AGENT, DONLIN, RECANO & CO., INC. BY 5:00 P.M.  
DELAWARE TIME, AT ONE OF THE ADDRESSES SET FORTH ON PAGE 2  
HEREOF.**

**PLEASE MAKE SURE YOU HAVE SIGNED AND PROVIDED  
ALL INFORMATION REQUESTED BY THIS BALLOT**

## INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT

Prime Succession Holdings, Inc., Prime Succession, Inc. ("Prime") and certain of Prime's wholly-owned subsidiaries (each a "Debtor," and collectively, the "Debtors") are soliciting votes of beneficial holders of securities on the Debtors' plan of reorganization under chapter 11 of the Bankruptcy Code, dated July 12, 2000 (the "Plan") referred to in the amended disclosure statement dated August 21, 2000 (the "Disclosure Statement"). Please review the Disclosure Statement and the Plan carefully before you complete the Master Ballot. The capitalized terms used herein and in the Master Ballot and not otherwise defined herein shall have the meanings ascribed to them in the Plan.

**The Master Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan.** Holders should not surrender, at this time, certificates representing their securities, and Donlin, Recano & Co., Inc. (the "Balloting Agent") will not accept delivery of any such certificates surrendered together with this Master Ballot. Surrender of securities may only be made by you and will only be accepted pursuant to a letter of transmittal which will be furnished to you by Donlin, Recano & Co. if the Plan is confirmed by the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

To have the vote of your customers count, you must either (a) pre-validate the Beneficial Interest Holder Ballot contained in the enclosed materials ("Pre-Validated Ballot") by signing that Ballot and by indicating on that Ballot the record holder of the Senior Subordinated Notes voted, the principal amount, and the appropriate account numbers through which the Beneficial Interest Holder's holdings are derived and then forward the Solicitation Package (as defined in the Order approving the Disclosure Statement included in the materials enclosed herewith) to the Beneficial Interest Holders of the Senior Subordinated Notes for voting, with sufficient lead time so that each Beneficial Interest Holder may return the completed Beneficial Interest Holder Ballot directly to the Balloting Agent in the return envelope provided in the Solicitation Package so that it is received by the Balloting Agent not later than the Voting Deadline (as hereinafter defined); or (b) forward the Solicitation Package to each Beneficial Interest Holder of the Senior Subordinated Notes for voting and include a return envelope provided by and addressed to you, with sufficient lead time so that the Beneficial Interest Holder may return the completed Ballot to you by September 18, 2000. In the latter case, you must summarize the individual votes of your respective Beneficial Interest Holders from their Ballots on this Master Ballot, sign and return this Master Ballot so that it is received by the Balloting Agent, Donlin, Recano & Co., Inc., at one of the addresses set forth on page 2 of the ballot, not later than 5:00 p.m., Delaware time, on September 21, 2000 (the "Voting Deadline").

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To complete the Master Ballot properly, take the following steps:

(a) Provide appropriate information for each of the items on the Master Ballot. Please note that Item 3 requests information for each individual beneficial owner for whom you hold Senior Subordinated Notes in your name (the "Beneficial Interest Holders"). Please use the customer account number assigned by you to each such Beneficial Interest Holder or, if no such customer account number exists, please use the sequential numbers provided (making sure to retain a separate list of each Beneficial Interest Holder and his or her assigned sequential number).

(b) Vote to accept or reject the Plan in Item 2 for the Senior Subordinated Notes held by you as the registered or record holder on behalf of the Beneficial Interest Holders.

(c) Fill in the information requested in Item 4, if applicable.

(d) Read Items 5 and 6 carefully.

(e) Sign and date your Master Ballot.

(f) If you are completing this Master Ballot on behalf of another entity, indicate your relationship with such entity and the capacity in which you are signing.

(g) Provide your name and mailing address.

- You should review carefully the Order approving the Disclosure Statement included in the enclosed materials.
- You should deliver the Beneficial Interest Holder Ballot to each Beneficial Interest Holder for whom you hold Senior Subordinated Notes, and take any action required to enable each such Beneficial Interest Holder to timely vote his or her Senior Subordinated Notes to accept or reject the Plan. With regard to any Beneficial Interest Holder Ballots returned to you, you must (1) execute the Master Ballot so as to reflect the voting instructions given to you in the Beneficial Interest Holder Ballots by the Beneficial Interest Holders for whom you hold Senior Subordinated Notes and (2) forward such Master Ballot to the Balloting Agent.

No fees or commissions or other remuneration will be payable to any broker, dealer or other person for soliciting ballots accepting the Plan. Donlin, Recano & Co., Inc. will provide you with sufficient Solicitation Packages to comply with these instructions.

(h) Return this Master Ballot so that it will be received by the Balloting Agent by 5:00 p.m., Delaware time, on September 21, 2000.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS MASTER BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT, THE BENEFICIAL INTEREST HOLDER BALLOT OR THE OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT AT (212) 481-1411.**

**NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY OTHER PERSON THE AGENT OF THE DEBTORS OR THE BALLOTING AGENT, OR AUTHORIZE YOU OR ANY OTHER PERSON TO USE ANY OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLAN, EXCEPT FOR THE STATEMENTS CONTAINED IN THE DOCUMENTS ENCLOSED HERewith.**

**PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED BY THIS MASTER BALLOT.**

**ONLY ORIGINAL MASTER BALLOTS WITH ORIGINAL SIGNATURE WILL BE ACCEPTED; PHOTOCOPIED MASTER BALLOTS OR MASTER BALLOTS SUBMITTED BY FACSIMILE WILL NOT BE COUNTED.**

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**NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR  
ADVICE, OR TO MAKE ANY REPRESENTATION, OTHER THAN WHAT IS  
CONTAINED IN THE MATERIALS MAILED WITH THIS BALLOT OR  
OTHER MATERIALS AUTHORIZED BY THE BANKRUPTCY COURT**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**BENEFICIAL/RECORD OWNER BALLOT FOR ACCEPTING OR  
REJECTING JOINT CHAPTER 11 PLAN OF  
PRIME SUCCESSION, INC., et al.**

(Class 5 Senior Subordinated Note Claims)  
10¾% Senior Subordinated Notes due August 15, 2004

This Ballot is being sent to beneficial/record owners of 10¾% Senior Subordinated Notes due August 15, 2004 (the "Senior Subordinated Notes") of Prime Succession, Inc. ("Prime") for their use in voting to accept or reject the joint plan of reorganization under chapter 11 of the Bankruptcy Code, dated July 12, 2000 (the "Plan") of Prime Succession Holdings, Inc., Prime, and certain of Prime's wholly-owned subsidiaries (collectively, the "Debtors"). The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if the court finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of section 1129 (b) of the Bankruptcy Code. To have your vote count, you must complete and return this *original* Ballot.

PLEASE READ CAREFULLY AND FOLLOW THE ATTACHED INSTRUCTIONS ON RETURNING YOUR BALLOT. THE VOTING DEADLINE BY WHICH YOUR VOTE MUST BE RECEIVED BY THE VOTING AGENT IS 5:00 P.M., DELAWARE TIME, ON SEPTEMBER 21, 2000, OR THE VOTES REPRESENTED BY YOUR BALLOT WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS, AND ARE THE BENEFICIAL OWNER, PLEASE CALL YOUR BROKER. IF YOU ARE A RECORD OWNER PLEASE CALL THE VOTING AGENT, DONLIN, RECANO & COMPANY AT (212) 481-1411.

YOU SHOULD REVIEW THE ACCOMPANYING DISCLOSURE STATEMENT FOR A DESCRIPTION OF THE PLAN AND ITS EFFECTS ON HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS.

DO NOT RETURN ANY SECURITIES WITH THIS BALLOT. This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan.

By returning this Ballot, you are certifying that either you were the beneficial/record owner on August 24, 2000 (the "Record Date") of the Senior Subordinated Notes in the face amount set forth below or you are an authorized signatory or Nominee (as defined below) for someone who was a beneficial/record owner of such face amount of such Senior Subordinated Notes on the Record Date. Beneficial/record owners may not split their vote on the Plan with respect to their Senior Subordinated Notes. If you are submitting a vote with respect to any Senior Subordinated Notes that you beneficially own, you must vote all of your Senior Subordinated Notes in the same way (i.e., all "accept" or all "reject").

An authorized signatory (e.g., a guardian, conservator, executor, or other agent or representative) of an eligible beneficial/record owner may execute this Ballot and may be required to submit evidence to the Debtors and the Bankruptcy Court demonstrating such signatory's authorization to vote on behalf of the beneficial/record owner. Authorized signatories voting on behalf of more than one beneficial/record owner must complete a separate Ballot for each owner.

You may receive multiple mailings containing Ballots, especially if you own your Senior Subordinated Notes through more than one bank, broker, or other intermediary, or agent thereof (each, a "Nominee"). You should vote each Ballot that you receive for all of the Senior Subordinated Notes that you beneficially own.

**Item 1. Vote On Plan. (Please check one.)**

The undersigned:  ACCEPTS (votes FOR) the Plan.

REJECTS (votes AGAINST) the Plan.

**Item 2. Certification As To Senior Subordinated Notes Held In Additional Accounts.** By returning this Ballot, the beneficial/record owner certifies that either (1) it has not submitted any other Ballots for Senior Subordinated Notes held in other accounts or other record names, or (2) it has provided the information specified in the following table for all other Senior Subordinated Notes for which it has submitted additional Ballots, each of which indicates the same vote to accept or reject the Plan (please use additional sheets of paper if necessary):

**ONLY COMPLETE THIS SECTION IF YOU HAVE VOTED  
BALLOTS OTHER THAN THIS BALLOT**

Name of Holder <sup>1/</sup>	Account Number	Principal Amount of Other Senior Subordinated Notes Voted
		\$
		\$
		\$

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<sup>1</sup> Insert your name if Senior Subordinated Notes are held by you in record name or, if held in street name, insert name of Nominee.

**Item 3. Authorization.** By returning this Ballot, the beneficial/record owner hereby certifies that it either (a) was on the Record Date the registered or record holder *and* the beneficial/record owner of the Senior Subordinated Notes to which this Ballot pertains: and is sending this Ballot directly to the Voting Agent or (b) was on the Record Date the beneficial/record owner of the Senior Subordinated Notes, but *not* the registered or record holder, to which this Ballot pertains and is sending this Ballot to the registered or record holder of, or other Nominee of the undersigned with respect to, the Senior Subordinated Notes to which this Ballot pertains, whom the undersigned hereby authorizes and instructs to (i) execute a Master Ballot reflecting this Ballot and (ii) deliver such Master Ballot to the Voting Agent.

The beneficial/record owner further certifies that it (a) has been provided with a copy of the Debtors' amended disclosure statement dated August 21, 2000, filed in connection with the Plan (the "Disclosure Statement"), the Plan, the notice of the confirmation hearing and objection dates, and the solicitation letter ordered by the Bankruptcy Court to be transmitted to holders of claims entitled to vote on the Plan, (b) understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the order approving the Disclosure Statement and (c) has neither been offered nor received any consideration to submit a changed ballot.

Name of Voter: \_\_\_\_\_  
(Print or Type)

Social Security or Federal Tax I.D. No.: \_\_\_\_\_

Signature: \_\_\_\_\_

By: \_\_\_\_\_

Print or Type Name: \_\_\_\_\_

Title: \_\_\_\_\_

Street Address: \_\_\_\_\_

City, State, Zip code: \_\_\_\_\_

Telephone Number: (\_\_\_\_) \_\_\_\_\_

Date Completed: \_\_\_\_\_

**VOTING DEADLINE**

**YOUR VOTE MUST BE FORWARDED TO YOUR NOMINEE OR TO THE VOTING AGENT, AS APPLICABLE, IN AMPLE TIME FOR YOUR VOTE TO BE RECEIVED PRIOR TO THE *VOTING DEADLINE*, WHICH IS 5:00 P.M., *DELAWARE TIME*, ON *SEPTEMBER 21, 2000*, OR YOUR VOTE WILL NOT BE COUNTED.**

**PLEASE MAKE SURE YOU HAVE PROVIDED ALL INFORMATION REQUESTED BY THIS BALLOT.**

**YOU SHOULD *NOT* SUBMIT SENIOR SUBORDINATED NOTES WITH THIS BALLOT.**

**PHOTOCOPIED BALLOTS AND BALLOTS SUBMITTED BY FACSIMILE WILL *NOT* BE COUNTED.**

**ALL BALLOTS REQUIRE ORIGINAL SIGNATURE.**

## INSTRUCTIONS FOR COMPLETING THE BENEFICIAL/RECORD OWNER BALLOT

Prime Succession Holdings, Inc., Prime Succession, Inc. ("Prime") and certain of Prime's wholly-owned subsidiaries (the "Debtors") are soliciting your vote on their joint plan of reorganization under chapter 11 of the Bankruptcy Code, dated July 12, 2000 (the "Plan"), referred to in their amended disclosure statement, dated August 21, 2000, (the "Disclosure Statement"). Please review the Disclosure Statement and Plan carefully before you vote. Unless otherwise defined, capitalized terms used herein and in the Ballot have the meanings ascribed to them in the Plan.

**This Ballot does *not* constitute and shall not be deemed to constitute (a) a proof of claim or (b) an admission by the Debtors of the nature, validity, or amount of any claim. This Ballot is not a letter of transmittal and may *not* be used for any other purpose than to cast votes to accept or reject the Plan.** Holders should not surrender, at this time, certificates representing their securities, and neither the Debtors nor the Voting Agent will accept delivery of any certificates surrendered together with this Ballot. Surrender of securities for exchange may only be made by you or your Nominee pursuant to a letter of transmittal, which will be furnished by the Debtors following confirmation of the Plan by the United States Bankruptcy Court.

To have your vote count, you must complete, sign and return this Ballot to the address set forth on the enclosed pre-addressed postage-paid envelope provided. Unsigned ballots may not be counted. Ballots must be received by the Voting Agent, Donlin, Recano & Co., Inc., 419 Park Avenue South, Suite 1206, New York, New York 10016 by 5:00 P.M. Delaware Time, on September 21, 2000. If you received a return envelope addressed to your Nominee, be sure to return your Ballot early enough for your vote to be processed and then forwarded and received by the Voting Agent by the Voting Deadline.

To complete the Ballot properly, take the following steps:

- (a) Cast your vote either to accept or reject the Plan by checking the proper box in Item 1.
- (b) Provide the information required by Item 2, if applicable to you.
- (c) Read Item 3 carefully.
- (d) Sign and date your Ballot. (Applicable only if your Ballot has not been prevalidated by your Nominee).
- (e) If you believe that you have received the wrong ballot and are a record holder, please contact the Voting Agent, Donlin, Recano & Co., Inc., at (212) 481-1411, or, if you are a beneficial owner, your broker or Nominee, immediately.

(f) If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

(g) Provide your name and mailing address (i) if different from the printed address that appears on the Ballot, or (ii) if no pre-printed address appears on the Ballot.

(h) Return your Ballot using the enclosed return envelope.

The Ballot should be returned by mail in the pre-addressed envelope provided with the Ballot. The Voting Deadline is September 21, 2000 at 5:00 p.m. Delaware Time. If you hold your Senior Subordinated Notes in street name, please allow sufficient time for your Ballot to be processed by your Nominee, so that your vote will be received by the Voting Agent, Donlin, Recano & Co., Inc., by the Voting Deadline.

**IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL (A) THE VOTING AGENT, DONLIN, RECANO & CO., INC., AT (212) 481-1411, IF YOU ARE A RECORD HOLDER, OR (B) YOUR BROKER OR NOMINEE, IF YOU ARE A BENEFICIAL OWNER..**