

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 6

TO

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

LAZARD LTD

(Exact name of Registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation or organization)

6199
(Primary Standard Industrial
Classification Code Number)

98-0437848
(I.R.S. Employer
Identification Number)

Clarendon House
2 Church Street
Hamilton HM 11, Bermuda
(441) 295-1422

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Scott D. Hoffman, Esq.
Lazard Ltd
30 Rockefeller Plaza
New York, New York 10020
(212) 632-6000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Adam D. Chinn, Esq.
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Wachtell, Lipton, Rosen & Katz
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(212) 474-1000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box. If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If delivery of the prospectus is expected to be made pursuant to Rule 434 under the Securities Act, please check the following box. **CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to Be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Security	Proposed Maximum Offering Price (1)	Amount of Registration Fee (2)
Class A common stock, par value \$0.01 per share	35,034,265	\$ 27	\$ 945,925,155	\$ 111,335

(1) Estimated solely for purposes of calculating the amount of the registration fee in accordance with Rule 457(a) under the Securities Act of 1933, as amended.

(2) Registration fee previously paid in connection with the initial filing of and Amendment No. 3 to this Registration Statement.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to such Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 6 to the Registration Statement is being filed solely to amend Part II of the Registration Statement to file certain exhibits to the Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution

The following table sets forth the estimated costs and expenses, other than underwriting discounts and commissions, payable in connection with the sale of the common stock being registered, all of which will be paid by the Registrant:

	Amount
SEC registration fee	\$ 111,335
New York Stock Exchange listing fee	250,000
National Association of Securities Dealers, Inc. filing fee	30,500
Printing and engraving expenses	1,800,000
Legal fees and expenses	16,000,000
Accounting fees and expenses	2,880,000
Blue sky fees and expenses	25,000
Transfer agent and registrar fees and expenses	10,000
Miscellaneous	1,377,165
Total	\$ 22,484,000

Item 14. Indemnification of Directors and Officers

The bye-laws of the Registrant provide for indemnification of the Registrant's officers and directors against all liabilities, loss, damage or expense incurred or suffered by such party as an officer or director of the Registrant; provided that such indemnification shall not extend to any matter which would render it void pursuant to the Companies Act 1981 of Bermuda (the "Companies Act").

The Companies Act provides that a Bermuda company may indemnify its directors and officers in respect of any loss arising or liability attaching to them as a result of any negligence, default or breach of trust of which they may be guilty in relation to the company in question. However, the Companies Act also provides that any provision, whether contained in the company's bye-laws or in a contract or arrangement between the company and the director or officer, indemnifying a director or officer against any liability which would attach to him or her in respect of his fraud or dishonesty will be void.

The directors and officers of the Registrant are covered by directors' and officers' insurance policies maintained by the Registrant.

The proposed form of underwriting agreement to be filed as Exhibit 1.1 to this registration statement provides for indemnification of directors and certain officers of the Registrant by the underwriters against certain liabilities.

Item 15. Recent Sales of Unregistered Securities

On November 1, 2004, the Registrant issued 12,000 shares of common stock, par value \$1.00 per share, 11,880 of which were issued to Lazard Frères & Co. LLC and 120 of which were issued to Lazard Holdings, Inc. In the opinion of the Registrant, this transaction was exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), by virtue of Section 4(2) thereof in that such transaction did not involve any public offering.

Concurrently with this offering, Lazard LLC intends to privately place \$650 million aggregate principal amount of _____ % senior notes due 2015. The completion of that offering will be conditioned upon the completion of this offering and the ESU offering. In the opinion of the Registrant, this transaction is exempt from registration under Rule 144A of the Securities Act.

As part of the additional financing transactions, the Registrant has entered into an investment agreement with IXIS—Corporate & Investment Bank, or “IXIS.” Under the investment agreement, IXIS has agreed to purchase an aggregate of \$200 million of the Registrant’s securities concurrently with this offering, \$150 million of which will be debt securities of a financing subsidiary that are effectively exchangeable into the Registrant’s common stock and \$50 million of which will be shares of the Registrant’s common stock. The price per security to be paid by IXIS will be equal to the initial public offering price in a registered public offering of securities or the price offered to qualified institutional investors in a private placement of securities, as the case may be. With respect to the exchangeable debt securities, IXIS or one of its affiliates will receive underwriting fees or commissions equal in percentage terms to those paid to the underwriters for the public offering or private placement of the exchangeable debt securities. In the opinion of the Registrant, this transaction is exempt from registration under the Securities Act under Section 4(2) of the Securities Act and Regulation S promulgated thereunder.

The Registrant intends to offer to redeem Lazard LLC Class B-1 interests from the principal executive officer of Lazard LLC in exchange for shares of the Registrant’s common stock. This holder will be entitled to receive the number of shares of the Registrant’s common stock (valued at the price per share in this offering) equal in value to the aggregate price that such holder would have been able to receive in cash for such redemption. The exchange of Class B-1 interests shall be effected by the holder contributing such interests to a newly formed corporation, and then exchanging the shares of that corporation with the Registrant for shares of the Registrant’s common stock. In the opinion of the Registrant, this transaction is exempt from registration under Section 4(2) of the Securities Act.

Item 16. Exhibits and Financial Statement Schedules

<u>Exhibit Number</u>	<u>Exhibit Title</u>
1.1	Form of Underwriting Agreement.*
2.1	Form of Master Separation Agreement.*
2.2	Class B-1 and Class C Members Transaction Agreement.*
3.1	Certificate of Incorporation and Memorandum of Association.*
3.2	Certificate of Incorporation in Change of Name.*
3.3	Form of Amended and Restated Bye-laws.*
4.1	Form of Specimen Certificate for Class A common stock.*
4.2	Form of Indenture of Lazard Group Finance LLC.**
4.3	Form of Supplemental Indenture to the Indenture relating to the Lazard Group Finance LLC senior notes.**
4.4	Form of Purchase Contract Agreement relating to the Lazard Ltd purchase contracts, which are components of the Lazard Ltd equity security units.**
4.5	Form of Pledge Agreement relating to the Lazard Group Finance LLC senior notes, which are components of the Lazard Ltd equity security units.**
4.6	Form of Pledge Agreement relating to the Lazard Group notes.**
4.7	Form of Normal Equity Security Units Certificate (included in Exhibit 4.4).
4.8	Form of Stripped Equity Security Units Certificate (included in Exhibit 4.4).
4.9	Form of Senior Note (included in Exhibit 4.3).
5.1	Form of Opinion of Conyers Dill & Pearman, Bermuda.
8.1	Form of Opinion of Wachtell, Lipton, Rosen & Katz.
8.2	Form of Opinion of Conyers Dill & Pearman, Bermuda (included in Exhibit 5.1).
10.1	Form of the LAZ-MD Holdings Stockholders' Agreement.*
10.2	Form of Lazard Group Fourth Amended and Restated Limited Liability Company Operating Agreement.*
10.3	Form of Tax Receivable Agreement.*
10.4	Form of Employee Benefits Agreement.*
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10.6	Form of Lazard License Agreement.*
10.7	Form of Administrative Services Agreement.*
10.8	Form of Business Alliance Agreement.*
10.9	First Amended and Restated Limited Liability Company Agreement of Lazard Asset Management LLC, dated as of January 10, 2003.*
10.10	Master Transaction and Relationship Agreement, dated as of March 26, 2003, by and among Banca Intesa S.p.A., Lazard LLC and Lazard & Co. S.r.l.*
10.11	Note Purchase Agreement, dated as of March 26, 2003, by and among Lazard Funding LLC, Lazard LLC and Banca Intesa S.p.A.*
10.12	\$150 Million Subordinated Convertible Promissory Note due 2018, issued by Lazard Funding LLC to Banca Intesa S.p.A.*
10.13	\$50 Million Subordinated Non-Transferable Promissory Note due 2078, issued by Lazard & Co. S.r.l. to Banca Intesa S.p.A.*

Exhibit Number	Exhibit Title
10.14	Guaranty of Lazard LLC to Banca Intesa S.p.A., dated as of March 26, 2003.*
10.15	Amended and Restated Operating Agreement of Lazard Strategic Coordination Company LLC, dated as of January 1, 2002.*
10.16	Note Purchase Agreement, dated as of May 11, 2001, by and between Lazard Funding Limited LLC, Lazard LLC, and the purchasers thereto.*
10.17	Amendment No. 1, dated as of August 27, 2003, to the Note Purchase Agreement, dated as of May 11, 2001, by and between Lazard Funding Limited LLC, Lazard LLC, and the purchasers thereto.*
10.18	Lease, dated as of January 27, 1994, by and between Rockefeller Center Properties and Lazard Frères & Co.*
10.19	Lease with an Option to Purchase, dated as of July 11, 1990, by and between Sicomibail and Finabail and SCI du 121 Boulevard Hausmann (English translation).*
10.20	Occupational Lease, dated as of August 9, 2002, Burford (Stratton) Nominee 1 Limited, Burford (Stratton) Nominee 2 Limited, Burford (Stratton) Limited, Lazard & Co., Limited and Lazard LLC.*
10.21	2005 Equity Incentive Plan.*
10.22	2005 Bonus Plan.*
10.23	Form of Agreement relating to Retention and Noncompetition and Other Covenants between Lazard Ltd, Lazard Group LLC and Bruce Wasserstein.*
10.24	Form of Agreement relating to Reorganization of Lazard by and between Lazard LLC and Bruce Wasserstein.*
10.25	Form of Agreement relating to Retention and Noncompetition and Other Covenants between Lazard Ltd, Lazard Group LLC and Steven J. Golub.*
10.26	Form of Agreement relating to Retention and Noncompetition and Other Covenants applicable to, and related Schedule I for, each of Michael J. Castellano, Scott D. Hoffman and Charles G. Ward III.*
10.27	Form of Agreements relating to Retention and Noncompetition and Other Covenants.*
10.28	Form of Amended and Restated Letter Agreement, effective as of January 1, 2004, between Vernon E. Jordan, Jr. and Lazard Frères & Co. LLC.*
10.29	Letter Agreement, dated as of March 15, 2005, from IXIS Corporate and Investment Bank to Lazard LLC and Lazard Ltd.*
10.30	Form of Registration Rights Agreement, by and among Lazard Group Finance LLC, Lazard, Lazard LLC and IXIS Corporate and Investment Bank.*
10.31	Form of Letter Agreement with Bruce Wasserstein family trusts.*
12.1	Condensed Financial Information of Lazard LLC for the Years Ended December 31, 2002, 2003 and 2004.*
21.1	List of Subsidiaries of the Registrant.*
23.1	Consent of Deloitte & Touche LLP.*
23.2	Consent of Conyers Dill & Pearman, Bermuda.*
23.3	Consent of Bruce Wasserstein to be named as a director nominee.*
23.4	Consent of Robert Charles Clark to be named as a director nominee.*

23.5	Consent of Ellis Jones to be named as a director nominee.*
23.6	Consent of Vernon E. Jordan, Jr. to be named as a director nominee.*
23.7	Consent of Anthony Orsatelli to be named as a director nominee.*
23.8	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 8.1).
23.9	Consent of Appleby Spurling Hunter.*
24.1	Powers of Attorney.*
24.2	Power of Attorney for Bruce Wasserstein.*

* Previously filed.

** Incorporated by reference to Amendment No. 1 to Lazard Ltd and Lazard Group Finance LLC's Registration Statement on Form S-1 (File No. 333-123463) filed on April 18, 2005, relating to the equity security units offering of Lazard Ltd and Lazard Group Finance LLC.

Item 17. Undertakings

(i) The undersigned Registrant hereby undertakes to provide to the underwriters at the closing specified in the Underwriting Agreement, certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

(ii) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(iii) The undersigned Registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 4, 2005.

LAZARD LTD

By: /s/ Scott D. Hoffman

Name: **Scott D. Hoffman**
Title: **Vice President**

Power of Attorney

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>*</u> Bruce Wasserstein	Director and Chief Executive Officer (principal executive officer)	May 4, 2005
<u>*</u> Steven J. Golub	Director and President	May 4, 2005
<u>*</u> Michael J. Castellano	Director and Vice President (principal financial and accounting officer)	May 4, 2005
<u>/s/ Scott D. Hoffman</u> Scott D. Hoffman	Director and Vice President	May 4, 2005

By: /s/ Scott D. Hoffman

Name: **Scott D. Hoffman**
Title: **Attorney-in-fact**

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Number**

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May 4, 2005

Lazard Ltd
Clarendon House
2 Church Street
Hamilton HM 11
BERMUDA

DIRECT LINE: 441-299 4923
E-MAIL: cggarrod@cdp.bm
OUR REF: CGG/mgb/329413/Corp.D.141847

Dear Sirs,

Lazard Ltd (the “Company”)

We have acted as special legal counsel in Bermuda to the Company in connection with a registration statement on form S-1 (Registration No. 333-121407) filed with the U.S. Securities and Exchange Commission (the “Commission”) on 17 December, 2004 as amended (the “Registration Statement”, which term does not include any other document or agreement whether or not specifically referred to therein or attached as an exhibit or schedule thereto) relating to the registration under the U.S. Securities Act of 1933, as amended, (the “Securities Act”) of Class A common shares, par value US\$0.01 each, including additional Class A common shares, par value US\$0.01 if the underwriters’ over-allotment is fully exercised (the “Common Shares”).

For the purposes of giving this opinion, we have examined a copy of the Registration Statement. We have also reviewed the memorandum of association and the bye-laws of the Company, each certified by the Secretary of the Company on May 4, 2005, copies of unanimous written resolutions or minutes of a meeting of the members of the Company dated May 4, 2005 and unanimous written resolutions or minutes of a meeting of the board of directors of the Company dated May 4, 2005 (together, the “Minutes”), an officer’s certificate from the secretary of the Company confirming that the Minutes remain in full force and effect and have not been rescinded or amended (the “Officer’s Certificate”) and such other documents and made such enquiries as to questions of law as we have deemed necessary in order to render the opinion set forth below.

We have assumed (a) the genuineness and authenticity of all signatures and the conformity to the originals of all copies (whether or not certified) examined by us and the authenticity and completeness of the originals from which such copies were taken, (b) that where a document has been examined by us in draft form, it will be or has been executed and/or filed in the form of that draft, and where a number of drafts of a document have been examined by us all changes thereto have been marked or otherwise drawn to our attention, (c) the accuracy and completeness of all factual representations made in the Registration Statement, the Officer’s Certificate and other documents reviewed by us, and (d) that there is no provision of the law of

any jurisdiction, other than Bermuda, which would have any implication in relation to the opinions expressed herein.

When used herein, "non-assessable" means that the holders of the Common Shares are not liable, solely by reason of their status as holders of the Common Shares, for additional calls on the Common Shares by the Company or its creditors.

We have made no investigation of and express no opinion in relation to the laws of any jurisdiction other than Bermuda. This opinion is to be governed by and construed in accordance with the laws of Bermuda and is limited to and is given on the basis of the current law and practice in Bermuda. This opinion is issued solely for the purposes of the filing of the Registration Statement and the offering of the Common Shares by the Company and is not to be relied upon in respect of any other matter.

On the basis of and subject to the foregoing, we are of the opinion that:

1. The Company is duly incorporated and existing under the laws of Bermuda in good standing (meaning solely that it has not failed to make any filing with any Bermuda government authority or to pay any Bermuda government fees or tax which would make it liable to be struck off the Register of Companies and thereby cease to exist under the laws of Bermuda).
2. When issued and paid for as contemplated by the Registration Statement, the Common Shares will be validly issued, fully paid and non-assessable.
3. The statements contained in the prospectus forming a part of the Registration Statement under the captions "Material U.S. Federal Income Tax and Bermuda Tax Considerations—Taxation of Lazard and its Subsidiaries—Bermuda" and "Material U.S. Federal Income Tax and Bermuda Tax Considerations—Taxation of Stockholders—Bermuda Taxation", to the extent that they constitute statements of Bermuda law, are accurate in all material respects and that such statements constitute our opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm under the captions "Material U.S. Federal Income Tax and Bermuda Tax Considerations" and "Legal Matters", in the prospectus forming a part of the Registration Statement. In giving this consent, we do not hereby admit that we are experts within the meaning of Section 11 of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder.

Yours faithfully,

CONYERS DILL & PEARMAN

WACHTELL, LIPTON, ROSEN & KATZ

MARTIN LIPSON
HERBERT M. WACHTELL
BERNARD W. NUGGBAUM
RICHARD B. KATCHER
PETER C. CANELLOS
MICHAEL W. SCHWARTZ
ALLAN A. MARTIN
BARRY A. BRYER
LAWRENCE E. PEDOWITZ
ROBERT S. MAZUR
PAUL VICARRONDO, JR.
PETER C. HEIN
HAROLD S. NOVAKOFF
DAVID M. ENKORN
KENNETH E. FORREST
MEYER G. KOPLOW
THEODORE N. HIRVIB
EDWARD D. HERLIHY
DANIEL A. NEFF
ERIC M. ROTH
WARREN R. STERN
ANDREW R. BROWNSTEIN
MICHAEL H. BOWDITZ
PAUL K. ROWE
MICHAEL E. BENNER
MARC WOLINSKY
DAVID STRUNSTEIN
PATRICIA A. VLAMAKIS
STEPHEN O. O'ELLMAN
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PAMELA S. SEYKON
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SCOTT K. CHARLES
ANDREW C. HOUTSON
PHILIP HINDLIN
DAVID S. NEILL
JODI J. SCHWARTZ

ADAM O. EKNERICH
CRAIG N. WAGGERMAN
ADAM D. CHINN
GEORGE T. CONWAY III
RALPH M. LEVENE
RICHARD G. MASON
KAREN G. KRUEGER
DOUGLAS R. MATER
DAVID M. SILK
ROBIN PANOVKA
DAVID A. KATZ
MITCHELL S. PRESSER
ILENE KWABE ODITS
JEFFREY R. BOFFA
DAVID M. MURPHY
JEFFREY M. WINTNER
TREVOR S. NORWITZ
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ANDREW J. NUGGBAUM
MICHAEL S. KATZKE
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GAVIN D. SOLOTAR
DEBORAH L. PAUL
DAVID C. KARRP
RICHARD K. KIM
JOSHUA R. CAMMAKER
MARC OGDON
JOSEPH D. LARSON
LAWRENCE S. HANOW
JARED M. RUSMAN
JEANNEMARIE O'BRIEN
WAYNE H. CARLIN
JAMES GOLE, JR.
STEPHEN R. DIPRIMA
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May 4, 2005

Lazard Ltd
Clarendon House
2 Church Street
Hamilton HM 11, Bermuda

Ladies and Gentlemen:

Reference is made to the Registration Statement on Form S-1 (as amended through the date hereof, the "Registration Statement") of Lazard Ltd, a Bermuda company ("Lazard"), relating to the proposed initial public offering of shares of Class A common stock of Lazard.

We have participated in the preparation of the discussion set forth in the sections entitled "MATERIAL U.S. FEDERAL INCOME TAX AND BERMUDA TAX CONSIDERATIONS—Taxation of Lazard and its Subsidiaries—United States" and "MATERIAL U.S. FEDERAL INCOME TAX AND BERMUDA TAX CONSIDERATIONS—Taxation of Stockholders—U.S. Federal Income Taxation" in the Registration Statement. Subject to the limitations and qualifications set forth therein, such discussion, insofar as it expresses conclusions as to the application of United States federal income tax law, is our opinion as to the material United States federal income tax consequences of the ownership of shares of Class A common stock of Lazard.

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In addition, we are of the opinion that Lazard will be treated as a partnership and not as a corporation for United States federal income tax purposes. In rendering this opinion, we have relied, with the consent of Lazard, upon the truth, correctness and completeness of the factual statements and representations (which factual statements and representations we have neither investigated nor verified) contained in the officer's certificate of Lazard dated the date hereof, and have assumed that where such factual statements and representations express the expectations of Lazard as to a future state of facts, the actual state of facts will be consistent at all times with the state of facts expected by Lazard. We have also relied upon the Registration Statement and the prospectus contained therein, and have assumed that Lazard will conduct its affairs in the manner described therein. We have also relied, with the consent of Conyers Dill & Pearman, Bermuda ("Conyers Dill"), upon the opinion of Conyers Dill as to matters of Bermuda law filed as an exhibit to the Registration Statement, and have assumed the accuracy of the conclusions expressed therein.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement, and to the references therein to us. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Wachtell, Lipton, Rosen & Katz