

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:) Chapter 11
)
Conseco, Inc., et al.,¹)
) Case No. 02 B49672
Debtors.) Honorable Carol A. Doyle
) (Jointly Administered)

**AGREED ORDER GRANTING VERIFIED FINAL FEE APPLICATION OF
BAKER BOTTS L.L.P., SPECIAL COUNSEL TO THE DEBTORS, AND
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OF 08/01/2003 THROUGH 09/09/2003**

Baker Botts L.L.P. ("Baker Botts") filed a Verified Final Fee Application for Allowance of Compensation and Reimbursement of Expenses for December 18, 2002 through September 9, 2003 (the "Application") for its services as special Securities and Exchange Commission litigation counsel to the above-captioned debtors and debtors-in-possession (collectively, the "Debtors").

The United States Trustee and the Fee Review Committee questioned portions of the Baker Botts Application. Baker Botts, the Fee Review Committee, and the United States Trustee have reached agreement regarding the questioned fees and expenses and have agreed to the following reductions from the Application:

¹ The Debtors are the following entities: (i) Conseco, Inc., CIHC, Incorporated, CTHIC, Inc., Partners Health Group, Inc., (ii) Conseco Finance Corp. and Conseco Finance Servicing Corp. and (iii) Conseco Finance Corp. - Alabama, Conseco Finance Credit Corp., Conseco Finance Consumer Discount Company, Conseco Finance Canada Holding Company, Conseco Finance Canada Company, Conseco Finance Loan Company, Rice Park Properties Corporation, Landmark Manufactured Housing, Inc., Conseco Finance Net Interest Margin Finance Corp. I, Conseco Finance Net Interest Margin Finance Corp. II, Green Tree Finance Corp. - Two, Conseco Agency of Nevada, Inc., Conseco Agency of New York, Inc., Green Tree Floorplan Funding Corp., Conseco Agency, Inc., Conseco Agency of Alabama, Inc., Conseco Agency of Kentucky, Inc., and Crum-Reed General Agency, Inc.

6/16/04

The parties have agreed to reduce the fees requested for James E. Rocap III and Stacy L. Paxson to reflect travel deductions for services rendered during the Final Fee Period as follows:

Name of Professional Person	Total Billed Hours	Total Compensation Requested	Voluntary Agreed Reduction	Total Compensation Agreed
Rocap III, James E.	72.20	\$36,100.00	\$5,400.00	\$30,700.00
Paxson, Stacy L.	113.40	\$34,020.00	\$4,080.00	\$29,940.00
TOTAL	1,218.60	\$70,120.00	\$9,480.00	\$60,640.00

After giving effect to this agreed reduction, Baker Botts has requested a final allowance of \$634,455.50 in fees incurred during the pendency of the Debtors' cases and direction to the Debtors to pay Baker Botts \$141,174.05, comprising 10% held back for the First through Eighth Fee Applications (\$54,809.05), and 100% of the agreed reduced fees (\$86,365.00) incurred during the period of 08/01/03-09/09/03.

The parties have further agreed to the following reductions in expenses requested by Baker Botts:

Service Description	Amount Requested	Voluntary Agreed Reduction	Total Expense Agreed
Standard Copies	\$20,191.05	\$736.60	\$19,454.45
Postage	\$140.96	\$66.52	\$74.44
Delivery Services	\$8,689.15	\$346.63	\$8,342.52
Travel Expense	\$34,824.45	\$100.00	\$34,724.45
Business Meals	\$3,371.84	\$479.83	\$2,892.01
Outside Paralegal Assistance	\$3,856.00	\$1,792.00	\$2,064.00
Total	\$71,073.45	3,521.58	\$67,551.87

After giving effect to this agreed reduction, Baker Botts has requested a final allowance of \$102,075.89 in expenses incurred during the pendency of the Debtors' cases and direction to the Debtors to pay Baker Botts \$6,753.84 for expenses incurred during the period of 08/01/03-09/09/03.

The Court has reviewed the Final Fee Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and (b) all persons with standing have been afforded due and sufficient notice of the opportunity to be heard on the Final Fee Application. The Court further finds that the compensation sought by Baker Botts is reasonable for actual, necessary services rendered by Baker Botts in accordance with section 330 of the Bankruptcy Code. Accordingly, it is hereby

ORDERED that:

1. The Final Fee Application is GRANTED.
2. For the period of December 18, 2002 through September 9, 2003, Baker Botts is granted an allowed administrative expense in the sum of **\$634,455.50** for necessary professional services rendered and **\$102,075.89** for expenses incurred throughout the pendency of the Debtors' cases.
3. The Debtors are hereby authorized and directed to pay the outstanding amount of **\$141,174.05** representing (i) the fees held back for the period of December 18, 2002 through July 31, 2003 (\$54,809.05) and (ii) the total unpaid fees and expenses for the final interim period, August 1, 2003 through September 9, 2003 (\$86,365.00).

Dated: Chicago, Illinois
June 4, 2004

ENTERED:



CAROL A. DOYLE
UNITED STATES BANKRUPTCY JUDGE