

The deadline to timely file an objection to this eighth interim fee application is September 16, 2003.

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

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
KIMBETH S. GARDNER, CLERK
AUG 27 2003
PS REP. - DR

In re:) Chapter 11
)
Conseco, Inc., et. al.¹) Case No. 02-49672
)
Debtor) (Jointly Administered)

**EIGHTH INTERIM APPLICATION OF BAKER & DANIELS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES
AS SPECIAL COUNSEL FOR THE DEBTOR**

Baker & Daniels hereby makes its eighth interim application for the allowance of its attorneys' fees as special counsel for Conseco, Inc. (the "Debtor") and for reimbursement of out-of-pocket expenses advanced on behalf of the Debtor. In support of this application, Baker & Daniels states as follows:

1. Debtor filed its voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code on December 17, 2002 (the "Petition Date"). This Court, by order dated January 14, 2003, approved the Debtor's retention of Baker & Daniels as special counsel.

2. This application is the eighth application filed by Baker & Daniels, seeking interim compensation and reimbursement of out-of-pocket expenses advanced by counsel for the Debtor for the period July 1, 2003 through and including July 31, 2003.

3. On January 29, 2003, Baker & Daniels filed its First Interim Application of Baker & Daniels for Compensation and Reimbursement of Expenses as Special Counsel for the Debtor (the "First Application") seeking approval and allowance of fees in the amount of

¹ The Debtors are the following entities: Conseco, Inc., CIHC, Incorporated, CTIHC, Inc., Partners Health Group,

\$10,351.80 (90% of the \$11,502.00 in services billed) and reimbursement of expenses in the amount of \$93.03.

4. On February 25, 2003, Baker & Daniels filed its Second Interim Application of Baker & Daniels for Compensation and Reimbursement of Expenses as Special Counsel for the Debtor (the "Second Application") seeking approval and allowance of fees in the amount of \$17,056.35 (90% of the \$18,951.50 in services billed) and reimbursement of expenses in the amount of \$2,283.59.

5. On March 25, 2003, Baker & Daniels filed its Third Interim Application of Baker & Daniels for Compensation and Reimbursement of Expenses as Special Counsel for the Debtor (the "Third Application") seeking approval and allowance of fees in the amount of \$12,328.20 (90% of the \$13,698.00 in services billed) and reimbursement of expenses in the amount of \$733.12.

6. On April 25, 2003, Baker & Daniels filed its Fourth Interim Application of Baker & Daniels for Compensation and Reimbursement of Expenses as Special Counsel for the Debtor (the "Fourth Application") seeking approval and allowance of fees in the amount of \$14,228.10 (90% of the \$15,809.00 in services billed) and reimbursement of expenses in the amount of \$548.48.

7. On May 15, 2003, Baker & Daniels filed its First Quarterly Application of Baker & Daniels for Compensation and Reimbursement of Expenses as Special Counsel for the Debtor (the "First Quarterly Application") seeking approval and allowance of fees in the amount of \$59,960.50 and reimbursement of expenses in the amount of \$3,658.22.

8. On May 27, 2003, Baker & Daniels filed its Fifth Interim Application of Baker & Daniels for Compensation and Reimbursement of Expenses as Special Counsel for the Debtor (the "Fifth Application") seeking approval and allowance of fees in the amount of \$36,952.20 (90% of the \$41,058.00 in services billed) and reimbursement of expenses in the amount of \$711.24.

9. On June 25, 2003, Baker & Daniels filed its Sixth Interim Application of Baker & Daniels for Compensation and Reimbursement of Expenses as Special Counsel for the Debtor (the "Sixth Application") seeking approval and allowance of fees in the amount of \$19,656.45 (90% of the \$21,840.50 in services billed) and reimbursement of expenses in the amount of \$1,077.43.

10. On July 25, 2003, Baker & Daniels filed its Seventh Interim Application of Baker & Daniels for Compensation and Reimbursement of Expenses as Special Counsel for the Debtor (the "Seventh Application") seeking approval and allowance of fees in the amount of \$2,465.10 (90% of the \$2,739.00 in services billed) and reimbursement of expenses in the amount of \$79.80.

11. On August 14, 2003, Baker & Daniels filed its Second Quarterly Application of Baker & Daniels for Compensation and Reimbursement of Expenses as Special Counsel for the Debtor (the "Second Quarterly") seeking approval and allowance of fees in the amount of \$65,637.50 and reimbursement of expenses in the amount of \$1,868.47.

12. In the course of its representation of the Debtor, Baker & Daniels performed a variety of services, all of which are described in detail in the billing statements attached hereto and incorporated by reference herein collectively as Exhibit A. The services

performed by Baker & Daniels for and on behalf of the Debtor include, but are not limited to the following:

- a. General Case Administration. This category consists primarily of work discharged by paralegals, and includes the accumulation, organization, retention and distribution of information for reporting purposes, the preparation of pleadings and notices, preparation for hearings, as well as for parties in interest, assembly of, filing, and maintenance of files concerning the numerous pleadings filed in the case, communications with attorneys regarding appearance and interventions to make sure that all counsel, particularly from outside this district, properly were made part of the Court's intervenor's list and were properly included upon the Debtor's service list, review and calendaring of orders and notices, and communications with the Court regarding the entry and distribution of same;
- b. Claims Administration And Objection. Review and advise Debtor and assist lead counsel with respect to employee, landlord and other claims; preparation of multiple memoranda, pleadings and/or correspondence related to the foregoing; various communications, telephone conferences, conversations and meetings related to the foregoing;

13. Baker & Daniels has reviewed its detailed summary of time, and has attempted to eliminate double billing for conference time between two Baker & Daniels' timekeepers, except where the participation of both timekeepers has demonstrable benefit to the estate. The designation of "NC" or "\$0.00" after a description of services means that no time has been charged for those services.

14. Exhibit A to this application provides the detail of the time and hourly billing rate for each attorney, law clerk or paralegal of Baker & Daniels who has performed services in this case. A summary of the fees requested by Baker & Daniels for each such attorney, law clerk or paralegal and the number of hours worked for each individual, the billing rate requested and the total fees claimed is set forth below.

Attorney/Paralegal Name	Hours	Rate	Total Fee
James M. Carr	2.3	\$380.00	\$874.00
Rebecca A. Richardson	2.0	\$305.00	\$610.00
Suzette E. Bewley	4.7	\$195.00	\$916.50
Sarah B. Laughlin	3.1	\$115.00	\$356.50
TOTALS	12.1		\$2,757.00

15. Baker & Daniels has advanced the sum of \$28.07 for out-of-pocket expenses incurred in connection with this case on behalf of the Debtor during the period of July 1, 2003 through July 31, 2003. A summary of the out-of-pocket expenses incurred by Baker & Daniels is set forth in Exhibit A.

16. In the period of July 1, 2003 through July 31, 2003, all Baker & Daniels' professionals have recorded their time to the "Restructuring" matter. Within the "Restructuring" matter, as of the Petition Date, Baker & Daniels established certain task codes that cause related time to be grouped together to facilitate the review of the Firm's requested fees by the Court, the United States Trustee, and Debtor's creditors. Set forth below is a summary of the aggregate billings under the established tasks for the period July 1, 2003 through July 31, 2003.

Task Description	Hours	Value
Case Administration	1.00	\$115.00
Claims Administration and Objections	6.9	\$1,771.00
Fee/Employment Applications	2.1	\$241.50
Financing	2.0	\$610.00
Plan and Disclosure Statement	0.1	\$19.50
TOTALS	12.1	\$2,757.00

17. As of the Petition Date, Baker & Daniels held a retainer in the amount of \$150,000. Other than this retainer, no payments have been made or promised to Baker & Daniels for services rendered or to be rendered in any capacity in connection with this case for the services described in this application. No prior fees have been awarded to Baker & Daniels as counsel for the Debtor in this case.

18. No agreement or understanding exists between Baker & Daniels and any other person or entity for the sharing of compensation received for services rendered in connection with this case.

19. All services rendered and all expenses incurred for which compensation or reimbursement is sought have been rendered or incurred exclusively on behalf of the Debtor and represent necessary and proper expenses.

20. The deadline to timely file an objection to this eighth interim fee application is **September 15, 2003**.

WHEREFORE, Baker & Daniels requests that the Court award an allowance of compensation for attorneys' fees in the amount of Two Thousand Four Hundred Eighty-One and 30/100 Dollars (\$2,481.30), which represents 90% of the total fees in the amount of Two Thousand Seven Hundred Fifty-Seven and 00/100 Dollars (\$2,757.00) plus reimbursement for out-of-pocket expenses incurred in the amount of Twenty-Eight and 07/100 Dollars (\$28.07), and grant Baker & Daniels all other proper relief.

Respectfully submitted,

BAKER & DANIELS

By: 

James M. Carr

Attorneys for Conseco, Inc.

300 North Meridian Street
Suite 2700
Indianapolis, Indiana 46204
(317) 237-0300

Exhibit A

Client Manager: J.H. Yeager Jr. J.X. Carr
 Billing Attorney: 10771
 Client: 0008862 Conseco
 Matter: 0008852.0033228 Restructuring

Proforma No.: 260153 as of 07/31/03
 Requested By: sa on 08/05/03

UNBILLED SERVICES

Date	Atty	Name	Hours	Rate	Value	Index	Description
07/11/03	CASE ADMINISTRATION 10414	S.B. Laughlin	.30	115	34.50	7317038	Review docket for Certification of No Objection following voice mail message from J. Yeager (.2); status voice mail and e-mail messages to J. Yeager (.1).
07/18/03	10414	S.B. Laughlin	.50	115	57.50	7299664	Review docket and files following voice mail message from J. Yeager regarding Certificate of No Objection (.2); organize file (.1); review docket and download all certificates following e-mail message from J. Yeager (.2).
07/24/03	10414	S.B. Laughlin	.20	115	23.00	7309274	Forward copy of certification of no objection to J. Yeager; forward copy of latest fee application to Accounting.
Total for B004			1.00	115.00			
07/09/03	CLAIMS ADMINISTRATION AND OBJECTIONS 10412	S.E. Bewley	.10	195	19.50	7288876	Conference with J. Carr regarding review of documents and preparation for 7/10/03 hearing
07/09/03	10771	J.M. Carr	.80	380	304.00	7284308	Telephone call R. Higgins re participation conference hearing 7/10/03 re resolution inter-company claims; review documents; conference with S. Bewley
07/10/03	10412	S.E. Bewley	1.80	195	351.00	7289020	Review various documents (pleadings, plans, etc.) regarding settlement of intercompany claims in preparation for 7/10/03 hearing and conference with J. Carr regarding same
07/10/03	10412	S.E. Bewley	2.70	195	526.50	7290095	Participation in hearing re intercompany claim and TOPR's objection to third amended plan without resolicitation
07/10/03	10771	J.M. Carr	1.10	380	418.00	7285109	E-mails R. Higgins re continued confirmation hearing
07/11/03	10771	J.M. Carr	.40	380	152.00	7293551	
Total for B005			6.90	1,771.00			
07/21/03	FEE/EMPLOYMENT APPLICATIONS 10414	S.B. Laughlin	2.10	115	241.50	7301384	Draft Affidavit, Cover Sheet and Seventh Fee Application (1.9); draft and finalize letter to BMC and K&E (.1); prepare file copies and finalize packages (.1).
Total for B007			2.10	241.50			

Date	Atty	Name	Hours	Rate	Value	Index	Description
B009	FINANCING						
07/25/03	10837	R.A. Richardson	.30	305	91.50	7323008	Work with M. Barnes on opinion
07/28/03	10837	R.A. Richardson	.50	305	152.50	7323057	Review draft certificates and conference with M. Barnes re opinion
07/29/03	10837	R.A. Richardson	1.20	305	366.00	7323076	Telephone call with lender's counsel re draft opinion; research issues; conference with M. Barnes
Total for B009			2.00		610.00		
B012	PLAN AND DISCLOSURE STATEMENT						
07/02/03	10412	S.E. Bewley	.10	195	19.50	7279475	Review exchange of emails regarding proposed plan confirmation order in CFC bankruptcy case
Total for B012			.10		19.50		
Total Services			<u>12.10</u>		<u>2,757.00</u>		

UNBILLED DISBURSEMENTS

Date	Quantity	Value	Check No	Voucher ID	Index	Description
602	Computerized Research	13.07			2352014	Computerized Research Westlaw
	Subtotal for Computerized Research	<u>13.07</u>				
604	Copying Costs	2.70			2356245	Copying Costs
	07/10/03	7.80			2356246	Copying Costs
	07/21/03	2.55			2356247	Copying Costs
	07/21/03	.60			2356248	Copying Costs
	07/24/03	3.35			2356249	Copying Costs
	07/24/03	15.00				
Subtotal for Copying Costs		<u>28.07</u>				

Total Disbursements		<u>28.07</u>	
Total Services and Disbursements		2,785.07	

TIME SUMMARY

Attorney	Classification	Hours	Matter Rate	Matter Value	Standard Value	Premium Value	Last Date
10771 Carr, J.M.	Partner	2.30	380.00	874.00	874.00	954.50	07/11/03
10837 Richardson, R.A.	Partner	2.00	305.00	610.00	610.00	680.00	07/29/03
10412 Bewley, S.E.	Associate	4.70	195.00	916.50	916.50	1,034.00	07/13/03
10414 Laughlin, S.B.	Legal Assistant	3.10	115.00	356.50	356.50	418.50	07/24/03

Client Manager: J.H. Yeager Jr. J.M. Carr
 Billing Attorney: 10771
 Client: 0008862 Conseco
 Matter: 0008862.0033228 Restructuring

Proforma No.: 260153 as of 07/31/03
 Requested By: sa on 08/05/03

Attorney	Classification	Hours	Matter Rate	Matter Value	Standard Value	Premium Value	Last Date
Total Services		12.10		2,757.00	2,757.00	3,087.00	

TASK SUMMARY

Task Description	Hours	Value
B004 CASE ADMINISTRATION	1.00	115.00
B005 CLAIMS ADMINISTRATION AND OBJECTIONS	6.90	1,771.00
B007 FEE/EMPLOYMENT APPLICATIONS	2.10	241.50
B009 FINANCING	2.00	610.00
B012 PLAN AND DISCLOSURE STATEMENT	.10	19.50
	12.10	2,757.00

IF FEES FOR THE MATTER ARE REDUCED FOR MORE THAN \$1,000, PLEASE COMPLETE.

Amount of Fee w/o* \$ _____ Fees Billed After w/o \$ _____
 Reason for w/o: _____

Approved By: _____ Date: _____ Approved By: _____ Date: _____
 * Approval of two Finance Subcommittee members required for w/o's over \$10,000