

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

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
OCT 09 2003
KENNETH S. GARDNER, CLERK
PS REP. - DR

In re:) Chapter 11
)
Conseco, Inc., et al.,¹)
)
Debtors.) Case No. 02 B49672
) Honorable Carol A. Doyle
) (Jointly Administered)
)
_____)
In re:) Case No. 02 49675
) Honorable Carol A. Doyle
Conseco Finance Corp., et al.,²) (Jointly Administered)
)
Debtors.)
) Hearing Date: February 4, 2004, at 11:00 a.m.
) Objections Deadline: TBD

**NOTICE OF FILING REGARDING THE NINTH INTERIM AND
FINAL APPLICATION OF BAKER & DANIELS
FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

PLEASE TAKE NOTICE, that on October 9, 2003, we filed with the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division, located at 219 S. Dearborn Street, Chicago, IL 60604, the **Ninth Interim and Final Application of Baker & Daniels for Compensation and Reimbursement of Expenses as Special Corporate and Conflicts Counsel for the Holding Company Debtors (the "Application")**.

¹ The CNC Debtors comprise the following entities: Conseco, Inc., ("CNC"), CIHC, Incorporated, ("CIHC"), CTIHC, Inc., Partners Health Group, Inc., (collectively the "CNC Debtors").

² The CFC Debtors comprise the following entities: (i) Conseco Finance Corp. ("CFC") and Conseco Finance Servicing Corp., (ii) 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., Green Tree Finance Corp. - Five and Green Tree Residual Finance Corp. I, and Conseco Finance Credit Card Funding Corp., (the "CFC Debtors" and the CNC Debtors are collectively the "Debtors").

PLEASE TAKE FURTHER NOTICE, that on **February 4, 2004, at 11:00 a.m.**, or as soon thereafter as counsel may be heard, we shall appear before the Honorable Carol A. Doyle in Courtroom 742 of the Everett McKinley Dirksen Building, 219 South Dearborn Street, Chicago, Illinois, 60604, or in her absence, before any other Judge who may be sitting in her place or stead, and shall then and there present the **Application**. The hearing on this **Application** may be continued from time to time without further notice except as it may be given in open court.

Chicago, Illinois
Dated: October 9, 2003

Respectfully submitted,

BAKER & DANIELS
James M. Carr
300 North Meridian Street, Suite 2700
Indianapolis, IN 46204
(317) 237-0300

Special Counsel for the Debtors

and

KIRKLAND & ELLIS LLP



James H.M. Sprayregen, P.C. (ARDC No. 6190206)
Richard L. Wynne (Admitted pro hac vice)
Anne Marrs Huber (ARDC No. 6226828)
Anup Sathy (ARDC No. 6230191)
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200 East Randolph Drive
Chicago, IL 60601-6636
(312) 861-2000 (telephone)
(312) 861-2200 (facsimile)

Counsel for the Debtors and Debtors In Possession

The deadline to timely file an objection to this ninth interim and final fee application is October 29, 2003.

**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. 02-49672**
)
Debtor) **(Jointly Administered)**

FILED
UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
OCT 09 2003
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PS REP. DR

**NINTH INTERIM AND FINAL APPLICATION OF BAKER & DANIELS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES
AS SPECIAL CORPORATE AND CONFLICTS COUNSEL
FOR THE HOLDING COMPANY DEBTORS**

Baker & Daniels hereby makes its ninth interim and final application (the "Application") for the allowance of its attorneys' fees as special corporate and conflicts counsel for Conseco, Inc., CIHC, Incorporated ("CIHC"), CTIHC, Inc. and Partners Health Group, Inc. (collectively, the "Holding Company Debtors") and for reimbursement of out-of-pocket expenses advanced on behalf of the Holding Company Debtors. In support of this application, Baker & Daniels states as follows:

**Services Performed As Special Corporate And Conflicts Counsel
For The Holding Company Debtors**

1. Debtors filed their voluntary petitions 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 Holding Company Debtors' retention of Baker & Daniels as special corporate and conflicts counsel.

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

2. This Application is the ninth interim application filed by Baker & Daniels, seeking compensation in the aggregate amount of \$225,449.50 and reimbursement of out-of-pocket expenses in the amount of \$2,247.44 advanced by Baker & Daniels for the Holding Company Debtors, which consists of (a) compensation and expenses incurred as special corporate and conflicts counsel to the Holding Company Debtors in connection with the bankruptcy cases for the period August 1, 2003 through and including September 9, 2003, (b) compensation and expenses incurred in connection with the CIHC Transaction (as defined below) for the period June 1, 2003 through September 9, 2003, and (c) the compensation and expenses incurred with respect to the calculations and preparation of this Application for the period September 17, 2003 through October 8, 2003.

3. This Application also constitutes Baker & Daniels' final fee application and is being filed pursuant to paragraphs 56 and 57 of the Order Confirming Reorganizing Debtors' Sixth Amended Joint Plan Of Reorganization Pursuant To Chapter 11 Of The United States Bankruptcy Code entered September 9, 2003 (the "Confirmation Order"). This Application requests that the Court determine that all compensation and reimbursement of expenses previously awarded pursuant to Baker & Daniels' First through Eighth Applications (as described in paragraphs 4 through 13 herein), and requested pursuant to this Application, are now finally determined. Further, as this is Baker & Daniels' final fee application, to the extent the Court has not yet authorized payment of fees and expenses requested in the First through Eighth Applications, Baker & Daniels respectfully requests the Court allow such fees and expenses and authorize payment thereof on a final basis.

Interim Applications Filed Previously

4. 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")², which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$11,502.00 and reimbursement of expenses in the amount of \$93.03. No objections to the First Application were timely filed. Pursuant to the Amended Administrative Order Under Sections 105(a) And 331 Of The Bankruptcy Code Establishing Procedures For Interim Compensation And Reimbursement Of Expenses For Professionals And Committee Members dated January 2, 2003 (the "Amended Administrative Order"), the Holding Company Debtors were authorized to pay Baker & Daniels \$10,351.80, which represents 90% of the fees (\$11,502.00), and \$93.03, which represents 100% of the expenses, requested in the First Application, for a total of \$10,444.83, for the period December 17, 2002, through December 31, 2002, upon the filing of the Certification Of No Objection Regarding Docket No. 793 (the "793 Certification") and without the need for entry of a Court Order approving the First Application.

5. 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"), which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$18,951.50 and reimbursement of expenses in the amount of \$2,283.59. No objections to the Second Application were timely filed. Pursuant to the Amended Administrative Order, the Holding Company Debtors were authorized to pay Baker & Daniels \$17,056.35, which represents 90% of the fees (\$18,951.50),

² To avoid the expense of reproducing each of its interim and quarterly fee applications previously filed in these bankruptcy cases (see docket numbers 793, 1582, 2238, 2809, 3209, 3400, 4256, 5090, 5356, and 5639), Baker & Daniels has not attached each of its interim and quarterly fee applications and the corresponding detailed time/billing records to this Application, with the exception of the detailed time/billing records for the period August 1, 2003 through September 9, 2003 and with respect to the CIHC Transaction (as defined below). To the extent a

and \$2,283.59, which represents 100% of the expenses, requested in the Second Application, for a total of \$19,339.94, for the period January 1, 2003, through January 31, 2003, upon the filing of the Certification Of No Objection Regarding Docket No. 1582 (the "1582 Certification") and without the need for entry of a Court Order approving the Second Application.

6. 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"), which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$13,698.00 and reimbursement of expenses in the amount of \$733.12. No objections to the Third Application were timely filed. Pursuant to the Amended Administrative Order, the Holding Company Debtors were authorized to pay Baker & Daniels \$12,328.20, which represents 90% of the fees (\$13,698.00), and \$733.12, which represents 100% of the expenses, requested in the Third Application, for a total of \$13,061.32, for the period February 1, 2003, through February 28, 2003, upon the filing of the Certification Of No Objection Regarding Docket No. 2238 (the "2238 Certification") and without the need for entry of a Court Order approving the Third Application.

7. 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"), which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$15,809.00 and reimbursement of expenses in the amount of \$548.48. No objections to the Fourth Application were timely filed. Pursuant to the Amended Administrative Order, the Holding Company Debtors were authorized to pay Baker & Daniels \$14,228.10, which represents 90% of the fees (\$15,809.00), and \$548.48,

which represents 100% of the expenses, requested in the Fourth Application, for a total of \$14,776.58, for the period March 1, 2003, through March 31, 2003, upon the filing of the Certification Of No Objection Regarding Docket No. 2809 (the "2809 Certification") and without the need for entry of a Court Order approving the Fourth Application.

8. 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"), which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$59,960.50 and reimbursement of expenses in the amount of \$3,658.22. A hearing has not been scheduled on the First Quarterly Application.

9. 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"), which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$41,058.00 and reimbursement of expenses in the amount of \$711.24. No objections to the Fifth Application were timely filed. Pursuant to the Amended Administrative Order, the Holding Company Debtors were authorized to pay Baker & Daniels \$36,952.20, which represents 90% of the fees (\$41,058.00), and \$711.24, which represents 100% of the expenses, requested in the Fifth Application, for a total of \$37,663.44, for the period April 1, 2003, through April 30, 2003, upon the filing of the Certification Of No Objection Regarding Docket No. 3507 (the "3507 Certification") and without the need for entry of a Court Order approving the Fifth Application.

10. On June 25, 2003, Baker & Daniels filed its Sixth Interim Application Of

prior interim and quarterly fee applications.

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Baker & Daniels For Compensation And Reimbursement Of Expenses As Special Counsel For The Debtor (the "Sixth Application"), which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$21,840.50 and reimbursement of expenses in the amount of \$1,077.43. No objections to the Sixth Application were timely filed. Pursuant to the Amended Administrative Order, the Holding Company Debtors were authorized to pay Baker & Daniels \$19,656.45, which represents 90% of the fees (\$21,840.50), and \$1,077.43, which represents 100% of the expenses, requested in the Sixth Application, for a total of \$20,733.88, for the period May 1, 2003, through May 31, 2003, upon the filing of the Certification Of No Objection Regarding The Sixth Interim Application Of Baker & Daniels For Compensation And Reimbursement Of Expenses As Special Counsel For The Debtor For The Period May 1, 2003, Through May 31, 2003 [Docket No. 4256] (the "4256 Certification") and without the need for entry of a Court Order approving the Sixth Application.

11. 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"), which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$2,739.00 and reimbursement of expenses in the amount of \$79.80. No objections to the Seventh Application were timely filed. Pursuant to the Amended Administrative Order, the Holding Company Debtors were authorized to pay Baker & Daniels \$2,465.10, which represents 90% of the fees (\$2,739.00), and \$79.80, which represents 100% of the expenses, requested in the Seventh Application, for a total of \$2,544.90, for the period June 1, 2003, through June 30, 2003, upon the filing of the Certification Of No Objection Regarding Seventh Interim Application Of Baker & Daniels For Compensation And Reimbursement Of Expenses As Special Counsel For The Debtor For The Period June 1, 2003,

Through June 30, 2003 [Docket No. 5090] (the "5090 Certification") and without the need for entry of a Court Order approving the Seventh Application. Though authorized, the Holding Company Debtors have not yet paid Baker & Daniels regarding the Seventh Application.

12. 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 Application"), which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$65,637.50 and reimbursement of expenses in the amount of \$1,868.47. A hearing is scheduled for October 29, 2003 on the Second Quarterly Application.

13. On August 27, 2003, Baker & Daniels filed its Eighth Interim Application Of Baker & Daniels For Compensation And Reimbursement Of Expenses As Special Counsel For The Debtor (the "Eighth Application"), which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$2,757.00 and reimbursement of expenses in the amount of \$28.07. No objections to the Eighth Application were timely filed. Pursuant to the Amended Administrative Order, the Holding Company Debtors were authorized to pay Baker & Daniels \$2,481.30, which represents 90% of the fees (\$2,757.00), and \$28.07, which represents 100% of the expenses, requested in the Eighth Application, for a total of \$2,509.37, for the period July 1, 2003, through July 31, 2003, upon the filing of the Certification of No Objection Regarding Eighth Interim Application Of Baker & Daniels For Compensation And Reimbursement Of Expenses As Special Counsel For The Debtor For The Period July 1, 2003, Through July 31, 2003 [Docket No. 5639] (the "5639 Certification") and without the need for entry of a Court Order approving the Eighth Application. Though authorized, the Holding Company Debtors have not yet paid Baker & Daniels regarding the Eighth Application.

Services Performed In Addition To Interim Applications Filed Previously

14. In the course of its representation of the Holding Company Debtors during the period August 1, 2003 through September 9, 2003, Baker & Daniels performed a variety of services for the Holding Company Debtors, all of which are described in detail in the billing statements attached hereto and incorporated by reference herein collectively as Exhibit A. This Application also includes the time and expenses incurred with respect to the calculations and preparation of this Application, which work was performed (and expenses incurred) September 17, 2003 through October 8, 2003. The services performed by Baker & Daniels for and on behalf of the Holding Company Debtors 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;
- b. Claims Administration And Objection. Communications with the Holding Company Debtors' and the Unsecured Creditors' Committee's professionals (counsel and financial advisors) regarding the administrative expense claim bar date in the Conseco Finance Corp. Chapter 11 case and possible claim to be asserted by the Holding Company Debtors; and
- c. Fee Application. Draft, revise and finalize this Application, Cover Sheet and Affidavit in support; various communications, telephone conferences, conversations, and meetings related to all of the foregoing and previously filed fee applications.
- d. Financing. Attention to post-confirmation loan issues.

15. 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.

16. 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	1.6	\$380.00	\$608.00
Joseph H. Yeager, Jr.	1.9	\$350.00	\$665.00
Rebecca A. Richardson	0.5	\$305.00	\$152.50
Suzette E. Bewley	12.6	\$195.00	\$2,457.00
Sarah B. Laughlin	21.3	\$115.00	\$2,449.50
Ginger M. Rezy	2.7	\$140.00	\$378.00
Scott M. Kosnoff	7.7	\$345.00	\$2,656.50
Tibor D. Klopfer	1.9	\$395.00	\$750.50
TOTALS	50.2		\$10,117.00

17. Baker & Daniels has advanced the sum of \$296.01 for out-of-pocket expenses incurred in connection with this case on behalf of the Holding Company Debtors during the period of August 1, 2003 through September 9, 2003 (which also includes some expenses incurred during prior periods but not recorded and invoiced until the August 1, 2003 through September 9, 2003 period). A summary of the out-of-pocket expenses incurred by Baker & Daniels is set forth in Exhibit A.

18. During the period August 1, 2003 through September 9, 2003, and during the period September 17, 2003 through October 8, 2003 (with regard to the preparation of this Application), several 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 the Holding Company Debtors' creditors. Set forth below is a summary of the aggregate billings under the established task codes for the period August 1, 2003 through September 9, 2003.

Task Description	Hours	Value
Case Administration	2.7	\$310.50
Claims Administration and Objections	.5	\$153.00
Fee/Employment Applications	46.20	\$9,396.00
Financing	.5	\$152.50
Litigation	.3	\$105.00
TOTALS	50.2	\$10,117.00

Services Relating To The "CIHC Transaction"

19. During the pendency of these cases, Baker & Daniels also provided a variety of regulatory advice and representation to *non-debtor* insurance company subsidiaries of the Holding Company Debtors. Baker & Daniels billed those subsidiaries under a matter titled "CIG: General."

20. Pursuant to the Order Authorizing The Debtors To Employ And Compensate Professionals Utilized In The Ordinary Course Of The Debtors' Businesses entered January 14, 2003 (the "OCP Order"), this Court approved the Holding Company Debtors' retention of Baker & Daniels as an ordinary course professional for various matters in which Baker & Daniels advised the Holding Company Debtors, such as insurance regulatory and transactional matters.

21. During the summer of 2003, certain of Baker & Daniels' insurance/transaction lawyers began working on a complex and novel corporate restructuring involving the re-domestication and conversion of CIHC into a Texas life insurance company to be effective following CIHC's emergence from bankruptcy protection (the "CIHC Transaction"). The CIHC Transaction was undertaken at the request of representatives of the Holding Company

Debtors and their Official Committee of Unsecured Creditors in an effort to generate financial and other benefits for the post-confirmation entity. The CIHC Transaction was, by its very nature, highly complex and technical. The conversion of CIHC involved a large number of independent transactions among many of the debtor and non-debtor companies. It required intensive coordination among numerous lawyers and other professionals.

22. Because Baker & Daniels understood this insurance work to be part of its ordinary course professional work, fees directly related to the CIHC Transaction were included in the "CIG: General" billing statements for June, July and August, 2003. Those bills remain unpaid. Such fees were not included in any of the First through Eighth Applications described above.

23. In late September 2003, the Holding Company Debtors' representatives requested that Baker & Daniels include all fees for services related to the CIHC Transaction in this Application. Based upon the request of the Holding Company Debtors and because the fees incurred in connection with the CIHC Transaction exceed the \$50,000 per month authorization contained in the OCP Order, such fees are included in this Application. The detailed billing statements for the services rendered in connection with the CIHC Transaction are attached hereto and incorporated by reference herein collectively as Exhibit B.

24. Exhibit B 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 related to the CIHC Transaction.³ 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

³ All services performed and fees recorded in the "CIG: General" matter that are unrelated to the CIHC Transaction have been removed from Exhibit B and have been or will be billed to the non-debtor subsidiaries as appropriate.

individual, the billing rate requested and the total fees claimed with respect to the CIHC

Transaction is set forth below:

Attorney/Paralegal Name	Hours	Rate	Total Fee
James A. Aschleman	0.3	\$395.00	\$118.50
Tibor D. Klopfer	157.1	\$395.00	\$62,054.50
Theodore J. Esping	3.6	\$345.00	\$1,242.00
Scott M. Kosnoff	27.3	\$345.00	\$9,418.50
Jeffrey M. Stautz	167.6	\$345.00	\$57,822.00
Adam B. Hirschfeld	24.2	\$250.00	\$6,050.00
Marc J. Moss	231.8	\$175.00	\$40,565.00
Jennifer L. Hatchett	103.2	\$140.00	\$14,448.00
Sara K. Manske	131.1	\$140.00	\$18,354.00
Ginger M. Rezy	36	\$140.00	\$5,040.00
Howard E. Trivers	2.3	\$75.00	\$172.50
Constance Matts	0.5	\$95.00	\$47.50
TOTALS	885.0		\$215,332.50

25. Baker & Daniels has advanced the sum of \$1,951.43 for out-of-pocket expenses incurred on behalf of the Holding Company Debtors in connection with the CIHC Transaction. A summary of the out-of-pocket expenses incurred by Baker & Daniels is set forth in Exhibit B.

26. All fees incurred in connection with the CIHC Transaction fall into the task code for "Corporate Finance," which included legal research concerning Delaware corporate law and Texas corporate and insurance laws, obtaining corporate approvals in Delaware and Texas and insurance regulatory approvals in Texas and other states, preparation of corporate authorization documents (board and shareholder consents) for the numerous steps of the transactions, preparing implementation documents (for example, a complex stock exchange agreement and a transfer and assumption agreement), and organizing the closing and consummation of the key component transactions, which were time sensitive and had to be completed during a two day period. Set forth below is a summary of the aggregate billings under

the established task code for the services rendered in connection with the CIHC Transaction.

Task Description	Hours	Value
Corporate Finance	885.0	\$215,332.50

Conclusion

27. In summary, Baker & Daniels requests final allowance of compensation for attorneys' fees and reimbursement of expenses as follows:

Application	Attorneys' Fees	Expenses
First Interim Application	\$11,502.00	\$93.03
Second Interim Application	\$18,951.50	\$2,283.59
Third Interim Application	\$13,698.00	\$733.12
Fourth Interim Application	\$15,809.00	\$548.48
Fifth Interim Application	\$41,058.00	\$711.24
Sixth Interim Application	\$21,840.50	\$1,077.43
Seventh Interim Application	\$2,739.00	\$79.80
Eighth Interim Application	\$2,757.00	\$28.07
Ninth Interim Application		
Restructuring	\$10,117.00	\$296.01
CIG/General (CIHC Transaction)	\$215,332.50	\$1,951.43
TOTALS	\$353,804.50	\$7,802.20

28. Baker & Daniels has received the following payments on account of its attorneys' fees and expenses:

Application	Attorneys' Fees	Expenses
First Interim Application	\$10,351.80	\$93.03
Second Interim Application	\$17,056.35	\$2,283.59
Third Interim Application	\$12,328.20	\$733.12
Fourth Interim Application	\$14,228.10	\$548.48
Fifth Interim Application	\$36,952.20	\$711.24
Sixth Interim Application	\$19,656.45	\$1,077.43
Seventh Interim Application	\$0	\$0
Eighth Interim Application	\$0	\$0
Ninth Interim Application		
Restructuring	\$0	\$0
CIG/General (CIHC Transaction)	\$0	\$0
TOTALS	\$110,573.10	\$5,446.89

These payments have been made, at the direction of the Holding Company Debtors, either as a

reduction of the \$200,000 retainer⁴ that Baker & Daniels had held since before the Petition Date or as a cash payment received from the Holding Company Debtors.

29. Upon approval of Baker & Daniels' fees and expenses on a final basis, Baker & Daniels requests this Court's authority to apply the balance of the retainer it has held since the Petition Date to the unpaid amounts. To the extent retainer funds remain after such application, Baker & Daniels will refund same to the Holding Company Debtors. To the extent the retainer balance is insufficient to pay Baker & Daniels in full for all fees and expenses allowed, Baker & Daniels will seek payment from the Professional Escrow Account established pursuant to the Confirmation Order.

30. Other than the retainer and payments described above, no payments have been made or promised to Baker & Daniels for services rendered or to be rendered in any capacity in connection with these cases for the services described in this Application.

31. 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 these cases.

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

33. The deadline to timely file an objection to this application is **October 29, 2003**.

WHEREFORE, after notice and hearing set in accordance with the Fee Review Committee Billing Guidelines, the Federal Rules of Bankruptcy Procedure, the Local Rules of

⁴ The First through Eighth Applications inadvertently reflected the retainer amount as \$150,000. The correct
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this Court and applicable Orders entered by this Court, Baker & Daniels requests that (i) with respect to this ninth interim application, the Court award an allowance of compensation for attorneys' fees in the amount of \$225,449.50, plus reimbursement for out-of-pocket expenses incurred in the amount of \$2,247.44, for services rendered to the Holding Company Debtors during the period August 1, 2003 through September 9, 2003, plus services rendered in connection with the CIHC Transaction for the period June 1, 2003 through September 9, 2003, plus those fees and expenses incurred with regard to the preparation of this Application during the period September 17, 2003 through October 8, 2003; (ii) authorize Baker & Daniels to be paid from the retainer and, to the extent necessary, seek payment from the Professional Escrow Account established pursuant to the Confirmation Order; (iii) approve, allow and award to Baker & Daniels on a final basis those fees and expenses requested in the First through Ninth Applications; (iv) hold that all compensation and reimbursement of expenses previously awarded pursuant to the First through Eighth Applications and this Application are now finally determined and allowed; and (v) grant to Baker & Daniels all other proper relief.

Respectfully submitted,

BAKER & DANIELS

By: 

James M. Carr

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

Attorneys for the Holding Company Debtors

UNBILLED SERVICES

Date	Atty	Name	Hours	Rate	Value	Index	Description
08/05/03	10414	CASE ADMINISTRATION S.B. Laughlin	2.20	115	253.00	7335173	Review and organize files in preparation for closure/storage.
08/06/03	10414	S.B. Laughlin	.50	115	57.50	7337190	Organize files (.1); create legal key forms (.4)
Total for B004			2.70	310.50			
08/25/03	10412	CLAIMS ADMINISTRATION AND OBJECTIONS S.E. Bewley	.10	195	19.50	7375830	Email Holding Company Debtors' and committee's professionals regarding administrative expense claim bar date conference with J. Carr and send second email to Holding Company Debtors' and committee's professionals regarding bar date for filing administrative expense claims
08/26/03	10412	S.E. Bewley	.10	195	19.50	7377625	Telephone call A. Sathy re timing of filing administrative claims (.2); conference with S. Bewley (.1)
08/26/03	10771	J.M. Carr	.30	380	114.00	7372302	
Total for B005			.50	153.00			
08/04/03	10414	FEE/EMPLOYMENT APPLICATIONS S.B. Laughlin	2.50	115	287.50	7333530	E-mail message to T. Wallace regarding issues concerning August fee application (.1); begin drafting second quarterly fee application, affidavit and cover sheet (2.4)
08/06/03	10414	S.B. Laughlin	.20	115	23.00	7453214	Draft letter to Kirkland & Ellis and BMC regarding fee application (.2)
08/07/03	10414	S.B. Laughlin	1.80	115	207.00	7351506	Draft Eighth Interim Fee Application, Affidavit and Cover Sheet (.7); revise Second Quarterly Application (.8); finalize Second Quarterly documents for filing (.3)
08/07/03	10414	S.B. Laughlin	.20	115	23.00	7351510	Revise and finalize transmittal letters to Kirkland & Ellis and BMC.
08/13/03	10414	S.B. Laughlin	1.00	115	115.00	7373444	Conseco Finance unpaid fees (.1); review open invoice report (.2); determine pre and post petition fees and late fees (.3); draft insert to fee application (.4)
08/22/03	10414	S.B. Laughlin	1.50	115	172.50	7364876	Revise cover sheet and application (1.3); draft and finalize letter to Kirkland & Ellis and BMC (.2)
08/25/03	10414	S.B. Laughlin	.60	115	69.00	7367933	Revise and finalize Eighth Interim fee application and cover sheet (.5);

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

Proforma No.: 269396 as of 08/31/03
 Requested By: jmweddle on 10/08/03

Date	Atty	Name	Hours	Rate	Value	Index	Description
09/05/03	10414	S.B. Laughlin	.20	115	23.00	7391040	revise and finalize letter to Kirkland & Ellis and BMC (.1). Voice mail message from T. Wallace regarding fees; e-mail messages to J. Weddle and J. Yeager regarding same.
Total for B007			8.00	920.00			
B009 FINANCING							
07/30/03	10837	R.A. Richardson	.50	305	152.50	7340626	Review draft opinion and conference with M. Barnes
Total for B009			.50	152.50			
B010 LITIGATION							
09/08/03	10862	J.H. Yeager Jr.	.30	350	105.00	7402479	Telephone call Toni Wallace at Kirkland & Ellis re escrow
Total for B010			.30	105.00			
Total Services			<u>12.00</u>	<u>1,641.00</u>			

UNBILLED DISBURSEMENTS

Date	Quantity	Value	Check No	Voucher ID	Index	Description
100 07/10/03	Miscellaneous 1	-1,150.20			2367409	Miscellaneous/DEPOSIT TO TRUST PER JAY YEAGER
07/29/03	1	-36,513.24			2367396	Miscellaneous/DEPOSIT TO TRUST PER J. YEAGER
08/05/03	1	-20,733.88			2367397	Miscellaneous/DEPOSIT TO TRUST PER J YEAGER
08/20/03	1	57,247.12	333032	1078940	2367674	Miscellaneous - - Trust Deposit per J. Yeager Vendor:Baker & Daniels Trust Account
08/20/03	1	1,150.20	333033	1078942	2367725	Miscellaneous - - Trust Deposit per J. Yeager Vendor:Baker & Daniels Trust Account
Subtotal for Miscellaneous		.00				
150 07/14/03	Telephone 1	50.00	332720	1078198	2365825	Telephone - - Telephone Charges for Telephonic Hearing Vendor:Suzette E. Bewley
07/16/03	1	50.00	332720	1078198	2365826	Telephone - - Telephone Charges for Telephonic Hearing Vendor:Suzette E. Bewley
Subtotal for Telephone		100.00				

Date	Quantity	Value	Check No	Voucher ID	Index	Description
602	07/31/03	1.51			2364626	Computerized Research Westlaw
	Subtotal for Computerized Research	1.51				
604	08/04/03	.60			2372749	Copying Costs
	08/04/03	3.90			2372750	Copying Costs
	08/07/03	5.85			2372751	Copying Costs
	08/25/03	.45			2372752	Copying Costs
	08/25/03	4.20			2372753	Copying Costs
	08/26/03	18.60			2372754	Copying Costs
	Subtotal for Copying Costs	33.60				
613	07/03/03	33.70			2365234	Postage/Air/Express Delivery Fed
	07/30/03	12.20			2365320	Postage/Air/Express Delivery Fed
	07/30/03	19.66			2365321	Postage/Air/Express Delivery Fed
	08/13/03	19.71			2368789	Postage/Air/Express Delivery Fed
	08/13/03	12.29			2368790	Postage/Air/Express Delivery Fed
	09/04/03	19.70			2386652	Postage/Air/Express Delivery Fed
	09/04/03	12.29			2386654	Postage/Air/Express Delivery Fed
	Subtotal for Postage/Air/Express Del	129.55				

Total Disbursements 264.66
 Total Services and Disbursements 1,905.66

Attorney	Classification	Hours	Matter Rate	Matter Value	Standard Value	Premium Value	Last Date
10771 Carr, J.M.	Partner	0.30	380.00	114.00	114.00	124.50	08/26/03
10837 Richardson, R.A.	Partner	0.50	305.00	152.50	152.50	170.00	07/30/03
10862 Yeager Jr., J.H.	Partner	0.30	350.00	105.00	105.00	115.50	09/08/03
10412 Bewley, S.E.	Associate	0.20	195.00	39.00	39.00	44.00	08/26/03
10414 Laughlin, S.B.	Legal Assistant	10.70	115.00	1,230.50	1,230.50	1,444.50	09/05/03
Total Services		12.00		1,641.00	1,641.00	1,898.50	

TIME SUMMARY

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

Proforma No.: 269396 as of 08/31/03

Page 5 (5)

Requested By: jmweddle on 10/08/03

TASK SUMMARY

Task Description	Hours	Value
B004 CASE ADMINISTRATION	2.70	310.50
B005 CLAIMS ADMINISTRATION AND OBJECTIONS	.50	153.00
B007 FEE/EMPLOYMENT APPLICATIONS	8.00	920.00
B009 FINANCING	.50	152.50
B010 LITIGATION	.30	105.00
	12.00	1,641.00

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: _____

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

Client: 0008862
 Matter: 0008862.0033228
 Conseco
 Restructuring

Date	Atty	Name	Hours	Rate	Value	Index	Description
UNBILLED SERVICES							
B007		FEE/EMPLOYMENT APPLICATIONS					
09/17/03	10414	S.B. Laughlin	.50	115	57.50	7436196	Begin drafting fee application
09/22/03	10412	S.E. Bewley	.20	195	39.00	7424268	Review Fee Review Committee Billing Guidelines (.1); conference with J. Carr regarding work on final fee application (.1)
09/23/03	10412	S.E. Bewley	.20	195	39.00	7425038	Draft certificate of Baker & Daniels regarding Final Request For Fees And Expenses (requirement for escrow account)
09/23/03	10414	S.B. Laughlin	1.50	115	172.50	7421790	Review recent memorandums, billing guidelines and orders regarding final fees (.4); draft certificate regarding escrow account (.2); continue drafting final fee application (.9). Continue drafting final fee application, including review of docket and various pleadings. Conference with J. Carr regarding work on final fee application (.1); work on bills for same (.4)
09/24/03	10414	S.B. Laughlin	1.40	115	161.00	7424548	Review prior fee applications. Work on final fee application, including comparison of invoices to FRC Guidelines
09/25/03	10412	S.E. Bewley	.50	195	97.50	7430704	Continue drafting final fee application Conference with J. Carr regarding review of invoices vis-a-vis FRC Guidelines
09/25/03	10414	S.B. Laughlin	.70	115	80.50	7436218	Work on final fee application (2.9), including conferring with J. Yeager and S. Kosnoff regarding inclusion of fees for CIHC Transaction (.5)
09/29/03	10414	S.B. Laughlin	.40	115	46.00	7445115	Work on fee application specifically as it relates to the CIHC Transaction
09/30/03	10412	S.E. Bewley	2.10	195	409.50	7442451	Work on fee application with J. Yeager and S. Kosnoff regarding inclusion of fees for CIHC Transaction (.5)
09/30/03	10414	S.B. Laughlin	.90	115	103.50	7439952	Work on fee application specifically as it relates to the CIHC Transaction
10/01/03	10412	S.E. Bewley	.10	195	19.50	7449113	Work on fee application with J. Yeager and S. Bewley
10/03/03	10412	S.E. Bewley	.40	195	78.00	7448776	Work on fee application with S. Bewley and S. Kosnoff
10/06/03	10412	S.E. Bewley	3.40	195	663.00	7452821	Attention to final fee application: work with S. Kosnoff on CIHC Transaction matters (.4); work with J. Yeager on retainer matters (.5); conference with
10/06/03	10811	T.D. Klopfer	1.90	395	750.50	7452311	
10/06/03	10812	S.M. Kosnoff	.80	345	276.00	7450903	
10/06/03	10862	J.H. Yeager Jr.	.80	350	280.00	7451233	
10/07/03	10412	S.E. Bewley	2.90	195	565.50	7453064	

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/07/03	10771	J.M. Carr	.80	380	304.00	7452913	J. Carr regarding status and open issues on final fee application (.1); compile feedback/revise final fee application (1.5); attention to exhibits to final fee application (.4) Review and revise final fee application (.7); conference with S. Bewley regarding completion of same (.1) Work on fee application Revise affidavit, cover sheet and final fee application (1.9); review FRC billing guidelines and e-mail T. Wallace regarding same (.1); work with S. Bewley on items to be completed (.2); internet research regarding e-mail addresses for members of FRC for electronic service of final fee application (.5); revise task code descriptions in final fee application (.3); draft letter to BMC and Kirkland & Ellis (.2).
10/07/03	10812	S.M. Kosnoff	2.00	345	690.00	7452820	Work on fee application
10/07/03	10414	S.B. Laughlin	3.20	115	368.00	7452740	Revise affidavit, cover sheet and final fee application (1.9); review FRC billing guidelines and e-mail T. Wallace regarding same (.1); work with S. Bewley on items to be completed (.2); internet research regarding e-mail addresses for members of FRC for electronic service of final fee application (.5); revise task code descriptions in final fee application (.3); draft letter to BMC and Kirkland & Ellis (.2).
10/07/03	12264	G.M. Rezy	2.70	140	378.00	7452813	Work on fee application
10/07/03	10862	J.H. Yeager Jr.	.80	350	280.00	7452941	Work on CIG:General bill revision and language for fee application
10/08/03	10412	S.E. Bewley	2.60	195	507.00	7453069	Attention to final fee application: revise, finalize and proofread final fee application (.8); attention to exhibits (1.8)
10/08/03	10771	J.M. Carr	.50	380	190.00	7453092	Review and revise final fee application (.4) and conference with S. Laughlin regarding filing (.1)
10/08/03	10812	S.M. Kosnoff	4.90	345	1,690.50	7452837	Work on fee application
10/08/03	10414	S.B. Laughlin	2.00	115	230.00	7452840	Revise and finalize final fee application, affidavit and cover sheet (1.5); revise and finalize letter to BMC and K&E (.2); work with S. Bewley to finalize remaining calculations (.3).
Total for B007			38.20		8,476.00		
Total Services					<u>8,476.00</u>		

UNBILLED DISBURSEMENTS

Date	Quantity	Value	Check No	Voucher ID	Index	Description
604	Copying Costs 3	.45			2397170	Copying Costs

Date	Quantity	Value	Check No	Voucher ID	Index	Description	Premium Value	Last Date
09/29/03	6	.90		2397171		Copying Costs	539.50	10/08/03
09/29/03	200	30.00		2397172		Copying Costs	817.00	10/06/03
Subtotal for Copying Costs		31.35					2,926.00	10/08/03
Total Disbursements		31.35					560.00	10/07/03
Total Services and Disbursements		8,507.35					2,728.00	10/08/03

TIME SUMMARY

Attorney	Classification	Hours	Matter Rate	Matter Value	Standard Value	Premium Value	Last Date
10771 Carr, J.M.	Partner	1.30	380.00	494.00	494.00	539.50	10/08/03
10811 Klopfer, T.D.	Partner	1.90	395.00	750.50	750.50	817.00	10/06/03
10812 Kosnoff, S.M.	Partner	7.70	345.00	2,656.50	2,656.50	2,926.00	10/08/03
10862 Yeager Jr., J.H.	Partner	1.60	350.00	560.00	560.00	616.00	10/07/03
10412 Bewley, S.E.	Associate	12.40	195.00	2,418.00	2,418.00	2,728.00	10/08/03
10414 Laughlin, S.B.	Legal Assistant	10.60	115.00	1,219.00	1,219.00	1,431.00	10/08/03
12264 Rezy, G.M.	Legal Assistant	2.70	140.00	378.00	378.00	432.00	10/07/03
Total Services		38.20		8,476.00	8,476.00	9,489.50	

TASK SUMMARY

Task Description	Hours	Value
B007 FEE/EMPLOYMENT APPLICATIONS	38.20	8,476.00
	38.20	8,476.00

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

BAKER & DANIELS
300 NORTH MERIDIAN STREET, SUITE 2700
INDIANAPOLIS, INDIANA 46204-1782
(317) 237-0300

October 7, 2003
Invoice Number 1136196

0008862 Conseco

Rick Dykhouse
Conseco Insurance Group
11815 N. Pennsylvania St.
Carmel, IN 46032-4911

Mail Remittance To:
Baker & Daniels
P.O. Box 664091
Indianapolis, Indiana 46266

FED. I.D. #35-0837902

For all professional services rendered and disbursements incurred on your behalf through
September 9, 2003 and not reflected on a prior bill:

0033229 CIG: General (CIHC Transaction)

Total Services.....	\$	215,332.50
Total Disbursements.....	\$	1,951.43
Total This Matter.....	\$	217,283.93
Total This Invoice.....	\$	217,283.93

A late fee of 1% per month will be charged on amounts not paid within 30 days from the first day of the month following the date of the invoice.

BAKER & DANIELS
300 NORTH MERIDIAN STREET, SUITE 2700
INDIANAPOLIS, INDIANA 46204-1782
(317) 237-0300

As Of September 9, 2003
Invoice Number 1136196

0008862 Conseco
0033229 CIG: General

Rick Dykhouse
Conseco Insurance Group
11815 N. Pennsylvania St.
Carmel, IN 46032-4911

Mail Remittance To:
Baker & Daniels
P.O. Box 664091
Indianapolis, Indiana 46266

FED. I.D. #35-0837902

Task	CORPORATE FINANCE		
Date	Services	Atty	Hours
06/04/03	Work on CIHC conversion into an insurance company; telephone call with A. Strati at IN DOI regarding entity conversion statute and department's experience with the same	TDK	1.50
06/04/03	Conferences regarding possible conversion of CIHC to insurance company	SMK	.80
06/04/03	Meetings with S. Kosnoff whether Delaware corporation may convert to an insurance company; research regarding same; meeting with T. Klopfer regarding same	MJM	2.30
06/05/03	Draft checklist for redomestication and conversion of CIHC	MJM	3.50
06/06/03	Consider issues on proposal to merge Conseco Life of Texas into CIHC and telephone message to S. Kosnoff on same	TDK	1.50
06/06/03	Draft checklist for domestication and conversion of CIHC; meeting with S. Kosnoff regarding same	MJM	5.60
06/09/03	Conversation with S. Kosnoff regarding revision of outline for conversion and redomestication of CIHC; research regarding same according to Indiana and Texas law; draft and revise outline for same	MJM	3.80
06/10/03	Work on various regulatory matters; CIHC conversion	TDK	2.00
06/10/03	Review and revise outline for CIHC's conversion and redomestication; research regarding same according to Indiana and Texas law; draft and revise outline for same; meeting with T. Klopfer regarding same	MJM	5.30
06/11/03	Work on CIHC conversion matters	TDK	2.00
06/12/03	Continue work on CIHC conversion, including checklist and finish Indiana summary draft document; e-mail to R.	TDK	5.50

BAKER & DANIELS

Task	CORPORATE FINANCE		
Date	Services	Atty	Hours
	Dykhouse		
06/12/03	Conferences and e-mail regarding CIHC conversion	SMK	.50
06/12/03	Conference with T. Klopfer regarding entity conversion and redomestication issues; review statutes	JMS	2.00
06/12/03	Review and revise outline for CIHC's conversion and redomestication; research regarding same according to Indiana, Texas and Delaware law; draft and revise outline for same; meeting with T. Klopfer and J. Stautz regarding same	MJM	5.60
06/13/03	CIHC matters	TDK	.80
06/13/03	Conferences with T. Klopfer	JAA	.30
06/13/03	Review alternative merger structures; conference with T. Klopfer	JMS	2.20
06/13/03	Meet with T. Klopfer regarding CIHC conversion	SKM	.20
06/13/03	Meeting with T. Klopfer and J. Stautz regarding revision of outline for CIHC's conversion and redomestication	MJM	1.00
06/14/03	Review statutes for conversion/merger transaction; revise outline regarding same	MJM	1.50
06/15/03	Review statutes for conversion/merger transaction; revise outline regarding same	MJM	.60
06/16/03	CIHC conversion	TDK	1.00
06/16/03	Redomestication structuring issues; conference with T. Klopfer	JMS	2.50
06/17/03	Review revised memorandum regarding redomestication issues and steps	JMS	1.50
06/18/03	Conference with T. Esping regarding tax consequences of merger vs. redomestication	JMS	.50
06/19/03	Conference call	TDK	1.50
06/19/03	Prepare for and attend conference call regarding tax implication of CIHC conversion	SKM	1.50
06/19/03	Conference with T. Klopfer; prepare for and participate in working group teleconference regarding redomestication of CIHC	JMS	1.80
06/23/03	CIHC matters	TDK	1.00
06/23/03	Meet with T. Klopfer regarding CIHC conversion; revise summary chart of CIHC conversion	SKM	1.50
06/23/03	Meeting with T. Klopfer and S. Manske regarding	MJM	5.80

BAKER & DANIELS

Task CORPORATE FINANCE			
Date	Services	Atty	Hours
	conversion/merger transaction; revise outline and document list regarding same		
06/23/03	CIHC redomestication matters	JMS	1.80
06/24/03	Review CIHC conversion transaction with S. Kosnoff	TDK	.90
06/24/03	Meeting with T. Klopfer regarding conversion/merger transaction; revise outline and document list regarding same	MJM	8.00
06/24/03	Matters regarding CIHC redomestication; review and comment on structure outlines; revise document checklist; conference with T. Klopfer	JMS	2.90
06/25/03	Meeting with T. Klopfer regarding conversion/merger transaction; revise outline and document list regarding same	MJM	6.10
06/26/03	CIHC conversion: e-mails to set up conference call; conference call with R. Dykhouse on CIHC conversion matters / summary outline of transaction steps and document list, and plans on how to proceed	TDK	1.60
06/26/03	Conference call with T. Klopfer and R. Dykhouse regarding CIHC conversion	SKM	1.00
06/26/03	Meeting with T. Klopfer regarding conversion/merger transaction; revise outline regarding same; conference call with T. Klopfer, J. Stautz and S. Manske to client, R. Dykhouse	MJM	4.80
06/26/03	CIHC redomestication conference with T. Klopfer; participate in teleconference with client	JMS	1.50
06/27/03	Conference with T. Klopfer and J. Stautz; research	TJE	1.70
06/27/03	Conference with T. Esping regarding tax issues relating to redomestication of CIHC; review and comment on draft documentation	JMS	3.50
06/27/03	Revise summary chart of transactions required for CIHC conversion	SKM	.90
06/27/03	Meeting with T. Klopfer regarding conversion/merger transaction; revise outline regarding same	MJM	.20
06/29/03	Confer with T. Esping about CIHC conversion matters	TDK	.50
06/30/03	Review revised CIHC insurance company conversion summary and prepare comments; confer with J. Stautz about document preparation	TDK	2.00
06/30/03	Conference with T. Klopfer; conference with S. Manske; draft and revise Preferred Stock Exchange Agreement; conference	JMS	3.80

BAKER & DANIELS

Task CORPORATE FINANCE			
Date	Services	Atty	Hours
	with T. Esping		
06/30/03	Revise summary chart of transactions for CIHC conversion; meet with J. Stautz regarding documents to be drafted for conversion; research conversion documents required under Texas Bus. Corp. 5.17; start drafting plan of conversion	SKM	3.50
06/30/03	Conference with J. Stautz and T. Klopfer; tax research	THE	1.90
06/30/03	Work on CIHC conversion; conference with S. Manske and J. Stautz regarding transfer agreement	JLH	2.00
06/30/03	Meeting with T. Klopfer regarding conversion/merger transaction; revise document list and outline regarding same	MJM	5.60
07/01/03	Continue work on review and revisions to CIHC insurance company conversion document checklist and summary; dictate memo with issues and questions to R. Dykhousc; review and prepare comments on draft exchange agreement	TDK	4.50
07/01/03	Revise summary of CIHC conversion	SKM	.30
07/01/03	Conference with T. Klopfer; conference with S. Manske; conference with T. Esping; revise documents relating to CIHC conversion	JMS	2.10
07/01/03	Meeting with T. Klopfer regarding conversion/merger transaction; revise document list and outline regarding same	MJM	6.00
07/02/03	Other work, including CIHC conversion	TDK	1.00
07/02/03	Draft presentation to regulators; meeting with J. Stautz, S. Kosnoff and T. Klopfer regarding same	JLH	3.10
07/02/03	Conference with S. Kosnoff and J. Hatchett regarding presentation on CIHC redomestication; meeting with T. Klopfer; telephone call to R. Dykhousc	JMS	2.50
07/02/03	Meeting with T. Klopfer regarding conversion/merger transaction; revise document list and research binder regarding same	MJM	3.30
07/02/03	Meet with J. Hatchett regarding organizational structure of Conseco companies before and after CIHC conversion	SKM	.20
07/02/03	conference regarding CIHC conversion	SMK	.50
07/03/03	Review and mark comments on draft presentation materials for CIHC insurance company conversion; other work on CIHC conversion matters, including meeting with J. Stautz and S. Kosnoff and conference call with J. Stautz to R. Dykhousc	TDK	3.00

BAKER & DANIELS

Task		CORPORATE FINANCE	
Date	Services	Atty	Hours
07/03/03	Conference with T. Klopfer; review PowerPoint presentation; conference J. Hatchett; teleconference with T. Klopfer and R. Dykhousc; revise PowerPoint presentation	JMS	4.40
07/03/03	Meeting with T. Klopfer regarding conversion/merger transaction; revise document list and research binder regarding same	MJM	9.10
07/03/03	Draft presentation to Texas Department of Insurance regarding CIHC conversion	JLH	7.90
07/03/03	Draft articles and plan of conversion for CIHC conversion	SKM	1.60
07/07/03	Review and revise Articles of Incorporation and Plan of Conversion; review materials provided by M. Moss	JMS	3.00
07/07/03	Revise summary outline of conversion/merger transaction and research regarding same	MJM	5.60
07/07/03	Consider regulatory requirements for CIHC conversion	SMK	.70
07/07/03	Draft plan of conversion for CIHC conversion; research new Texas Form A statute	SKM	4.00
07/08/03	Conference with S. Manske regarding Plan of Conversion; review statutory authority	JMS	2.40
07/08/03	Revise plan of conversion for CIHC	SKM	.60
07/08/03	Conference with J. Stautz regarding CIHC conversion	SMK	.60
07/08/03	Revise summary outline of conversion/merger transaction and research regarding same	MJM	6.00
07/09/03	Conference with S. Kosnoff; teleconference with R. Dykhousc regarding CIHC redomestication; exchange voice messages with T. Klopfer	JMS	2.30
07/09/03	Revise summary outline of conversion/merger transaction and research regarding same	MJM	.80
07/09/03	Conference with R. Dykhousc regarding same and CIHC conversion	SMK	.50
07/11/03	Review e-mail and CIHC conversion transaction matters	TDK	.20
07/11/03	Revise plan of conversion; transmit plan of conversion to R. Dykhousc	SKM	.70
07/14/03	CIHC conversion matters	TDK	.80
07/14/03	Draft transfer and assumption agreement for CHIC conversion	SKM	.90
07/14/03	Review summary outline and document list for conversion/merger transaction	MJM	3.40

BAKER & DANIELS

Task CORPORATE FINANCE			
Date	Services	Atty	Hours
07/15/03	Discuss CIHC conversion matters	TDK	1.00
07/15/03	Prepare Form A letter to regulators for conversion transaction; revise summary outline and document list for conversion/merger transaction	MJM	1.60
07/16/03	CIHC conversion document	TDK	1.00
07/16/03	Meet with T. Klopfer, J. Stautz and S. Kosnoff regarding CIHC conversion; revise summary of CIHC conversion; draft transfer and assumption agreement	SKM	4.80
07/16/03	Meeting with T. Klopfer and others; teleconference with L. Short; participate in working group teleconference regarding regulators' issues with CIHC conversion	JMS	3.00
07/16/03	CIHC conversion	SMK	.10
07/16/03	Prepare Form A letter to regulators for conversion transaction; conversation with S. Kosnoff regarding same	MJM	7.50
07/17/03	Review CIHC conversion documents; discuss that and other matters with S. Kosnoff	TDK	1.00
07/17/03	Teleconference with R. Dykhousc regarding CIHC conversion; participate in working group teleconference	JMS	3.70
07/17/03	Revise summary outline and document list for conversion/merger transaction; prepare Form A letter to regulators for conversion transaction; conversation with S. Kosnoff regarding same	MJM	3.60
07/17/03	Consider regulatory issues regarding CIHC conversion; conferences with R. Dykhousc, T. Klopfer and M. Moss regarding same	SMK	2.00
07/18/03	CIHC conversion matters	TDK	2.40
07/18/03	Revise presentation to regulators on CIHC conversion	JLH	.40
07/21/03	Conference with T. Klopfer regarding CIHC conversion; conference with M. Moss regarding Form Ds	SMK	1.20
07/22/03	CIHC conversion	TDK	.20
07/22/03	Work on Form A amendment for CIHC conversion; conference with M. Moss	SMK	2.00
07/22/03	CIHC redomestication; PowerPoint revisions; teleconferences	JMS	3.50
07/22/03	Research regarding and drafting Form D statement for stock exchange agreement	MJM	5.60
07/23/03	Revise summary of CIHC conversion; telephone call with R.	SKM	3.40

BAKER & DANIELS

Task CORPORATE FINANCE				
Date	Services	Atty	Hours	
	Dykhouse regarding CIHC conversion summary; conference call regarding CIHC conversion; revise PowerPoint of CIHC conversion			
07/23/03	Revise presentation to regulators; e-mail same to R. Dykhouse; conference with S. Manske regarding same	JLH		.60
07/23/03	Conferences regarding CIHC conversion; work on same	SMK		2.50
07/23/03	CIHC conversion transaction, conference call with G. Bullis and numerous other Conseco representatives regarding the CIHC conversion	TDK		1.90
07/23/03	Research regarding and drafting Form D statements for Stock Exchange Agreement and Transfer and Assumption Agreement	MJM		5.00
07/23/03	CIHC reorganization matters; working group teleconference; document revisions	JMS		3.40
07/24/03	CIHC conversion	SMK		.20
07/24/03	Research Form A statutes in domestic states	JLH		.40
07/24/03	CIHC redomestication matters	JMS		1.00
07/24/03	Research regarding and drafting Form D statements for stock exchange agreement and transfer and assumption agreement	MJM		3.00
07/24/03	CIHC conversion matters, including participating in conference call	TDK		1.30
07/25/03	Conference call with D. Timmer and J. Stautz and other matters regarding CIHC conversion transaction; review e-mail traffic	TDK		1.20
07/25/03	Teleconference with D. Timmer; draft and revise CIHC conversion documents; comments on PowerPoint presentation; exchange voice and e-mail messages with client	JMS		4.50
07/25/03	Revise presentation to regulators	JLH		2.10
07/25/03	Telephone calls with S. Kosnoff regarding preparation of corporate documents; preparation of same	MJM		1.30
07/28/03	Multiple sets of revisions to regulators presentation	JLH		4.40
07/28/03	Meeting and other work on CIHC conversion and merger matters	TDK		3.20
07/28/03	Draft and revise documents for CIHC redomestication; participate in various working group teleconferences; prepare for and meet with R. Dykhouse	JMS		6.80

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Task CORPORATE FINANCE			
Date	Services	Atty	Hours
07/28/03	Meet with Conseco representatives regarding CIHC conversion documents; revise conversion documents; draft Form A exemption letter to Pennsylvania Department of Insurance	SKM	8.50
07/28/03	Conference calls with J. Stautz, T. Klopfer and S. Manske regarding CIHC conversion transaction; draft corporate documents for CIHC conversion transaction	MJM	11.30
07/28/03	Review request by Texas Department for Certificate of Authority application and related information; research requirements in Texas for Certificate of Authority; discuss application with T. Klopfer; review Plan of Conversion and PowerPoint presentation of conversion and merger of CIHC into Conseco Life of Texas; begin preparing application for Certificate of Authority	ABH	4.30
07/29/03	Conferences with J. Stautz and T. Klopfer regarding CIHC conversion; follow-up regarding same	SMK	1.40
07/29/03	Revise presentation to regulators on CIHC conversion; calls with R. Dykhouse and L. Short; research Form A regulations for A. Hirschfeld	JLH	4.40
07/29/03	Draft Form A exemption letter for Pennsylvania and plan and articles of merger for merger of CIHC into Conseco Life of Texas; meet with J. Stautz regarding same; revise summary of CIHC conversion; meet with R. Dykhouse and L. Short regarding the same	SKM	7.90
07/29/03	Draft corporate documents for CIHC conversion transaction; discussions with J. Stautz and S. Manske regarding same	MJM	11.00
07/29/03	CIHC redomestication matters	JMS	5.50
07/29/03	Work on application for Texas Certificate of Authority and related documents for regulatory filings in Texas regarding conversion of CIHC to a stock life insurance company; review Texas statutes and regulations on same; research Form A statutes and regulations for Pennsylvania, Illinois, Indiana, Delaware, Texas, Arizona and New York	ABH	8.90
07/29/03	Check Texas DOI website to find forms; check bankruptcy management website for updates	GMR	1.40
07/30/03	Continue preparation of Texas application for Certificate of Authority and related documents; conferences with S. Kosnoff and J. Stautz on same	ABH	5.40

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Task CORPORATE FINANCE			
Date	Services	Atty	Hours
07/30/03	Telephone calls; review and respond to e-mails	TDK	.50
07/30/03	Check Texas DOI website to find forms as per A. Hirschfeld's request; check bankruptcy management website for updates	GMR	.80
07/30/03	Conference with S. Kosnoff regarding corporate actions; conference with S. Manske regarding Texas insurance company merger documents; conference with M. Moss regarding resolution; participate in regulatory update teleconference; teleconference with R. Dykhous; review and revise transaction documents	JMS	8.50
07/30/03	Draft articles of merger for CIHC and CLTX merger; research Texas Form E applicability; draft Form A exemption letters for Indiana and Texas; draft affidavit for Indiana Department of Insurance regarding CIHC conversion; conference call regarding CIHC conversion	SKM	6.50
07/30/03	Conference with J. Stautz regarding CIHC conversion; conferences with R. Dykhous, A. Hirschfeld and S. Manske regarding same;	SMK	1.40
07/30/03	Draft corporate documents for CIHC conversion transaction; discussion with J. Stautz and S. Manske regarding same	MJM	8.40
07/31/03	Telephone calls and messages with A. Hirschfeld and S. Manske regarding CIHC conversion and merger transaction	TDK	.50
07/31/03	Draft and revise resolutions, consents, letter, filings and other documents regarding CIHC transaction; conference with A. Hirschfeld regarding application for certificate of authority; participate in working group teleconference; teleconferences and e-mails	JMS	7.80
07/31/03	Work on CIHC conversion and Form A matters; conferences regarding same	SMK	2.00
07/31/03	Finalize Texas application for Certificate of Authority and deliver to R. Dykhous for execution and filing; status conference with J. Stautz on same topic	ABH	4.60
07/31/03	Draft corporate documents for CIHC conversion transaction; discussions with J. Stautz and S. Manske regarding same	MJM	11.40
07/31/03	Meet with J. Stautz and S. Kosnoff regarding documents to be drafted for CIHC conversion filing in Texas; revise Indiana and Texas exemption letters; draft plan of merger and articles of merger for merger of Conseco Life of Texas and CIHC Life of Texas; prepare articles and bylaws for CIHC Life of Texas	SKM	7.80

BAKER & DANIELS

Task CORPORATE FINANCE			
Date	Services	Atty	Hours
08/01/03	Review proposed summary; review status of Texas corporate formation and regulatory filing for Certificate of Authority	ABH	.20
08/01/03	Telephone calls	TDK	.50
08/01/03	Prepare and revise corporate documents regarding CIHC conversion	JLH	6.50
08/01/03	CIHC conversion documentation including resolutions and consents and corporate organizational matters; conference with A. Hirschfeld regarding certificate of authority issues; review proposed document revisions from D. Timmer; coordinate elements of transaction including various conferences and teleconferences	JMS	7.80
08/01/03	Draft corporate documents for CIHC conversion transaction; discussions with J. Stautz, J. Hatchett and S. Manske regarding same	MJM	5.50
08/01/03	Prepare CIHC conversion documents for filing with Texas; meet with J. Stautz, S. Kosnoff, and R. Dykhousc regarding the same	SKM	8.70
08/01/03	CIHC conversion work and conferences regarding same	SMK	.80
08/04/03	Confer with J. Stautz on CIHC conversion / merger transaction status; other regulatory matters	TDK	.80
08/04/03	Telephone call with R. Dykhousc regarding CIHC conversion	SKM	.70
08/04/03	Draft corporate documents for CIHC conversion transaction; discussions with J. Stautz, J. Hatchett and S. Manske regarding same	MJM	5.60
08/04/03	Participate in working group teleconference; regular Monday teleconference; teleconference with R. Dykhousc; draft and revise CDOC certificate of incorporation; review e-mail correspondence	JMS	5.50
08/05/03	Attend meeting on CIHC transaction, and subsequent discussion with J. Stautz	TDK	.80
08/05/03	Attend CIHC conversion meeting; call to H. Schwab regarding stock certificates	JLH	2.70
08/05/03	Meeting regarding CIHC status	SMK	.80
08/05/03	Planning meeting with attorneys working on conversion transaction; draft corporate documents for CIHC conversion transaction	MJM	3.00
08/05/03	Attend conference with J. Stautz regarding status of corporate	ABH	.80

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Task	CORPORATE FINANCE		
Date	Services	Atty	Hours
	and regulatory filings for reorganization of CIHC to an insurance company and merger into Conseco Life of Texas		
08/05/03	Working group meeting on CIHC transaction; review and revise documents	JMS	3.50
08/05/03	Research filing fees for various CIHC conversion filings; draft e-mail to R. Dykhouse regarding the same; meet with CIHC conversion team (B&D) regarding status of project	SKM	5.30
08/06/03	Conference call on regulatory matters; review documents on CIHC transaction; work on closing memorandum	TDK	2.00
08/06/03	Attend regulatory update conference call	SKM	.70
08/06/03	Participate in regulatory group teleconference; review documents; revise Articles; review e-mail from K&E	JMS	3.50
08/07/03	Draft corporate documents for CIHC conversion transaction	MJM	2.80
08/08/03	Work on CIHC matters; discuss CIHC matters with J. Stautz; conference call with R. Dykhouse and J. Stautz, regarding CIHC	TDK	1.10
08/07/03	CIHC conversion issues; conference with S. Kosnoff regarding regulatory matters	JMS	2.50
08/08/03	Draft corporate documents for CIHC conversion transaction	MJM	4.60
08/08/03	Revise merger documents; conference with T. Klopfer; teleconference with R. Dykhouse	JMS	1.70
08/11/03	Review stock certificates for CIHC-DE; call to H. Schwab; conference with J. Stautz regarding same	JLH	1.40
08/11/03	Work on CIHC matters	TDK	.30
08/11/03	Conference with T. Klopfer; revise and distribute merger documents	JMS	.50
08/12/03	Telephone call with H. Schwab; review stock certificates; begin preparing new stock certificates; conference with A. Hirschfeld regarding "stated value"; conference with M. Moss regarding stock powers	JLH	2.80
08/12/03	Revise Plan and Articles of Merger for CIHC conversion; draft Articles of Amendment to the Articles of Incorporation for CIHC Life changing name to Conseco Life; draft written consent of shareholder of CIHC Life adopting Articles of Amendment; transmit all to R. Dykhouse	SKM	2.40
08/12/03	Discussions with J. Hatchett regarding revisions to stock powers	MJM	.20

BAKER & DANIELS

Task CORPORATE FINANCE			
Date	Services	Atty	Hours
08/13/03	Conference with S. Manske regarding conversion timetable and document revision; telephone call with W. Davis regarding CIHC-TX articles; conference with M. Moss regarding stock powers	JLH	1.70
08/13/03	Attend regulatory update call; meet with J. Hatchett regarding revisions to CIHC conversion corporate documents; revise merger documents and amendment to articles of incorporation for CIHC Life	SKM	2.10
08/13/03	Draft and revise stock powers for insurance companies and Conseco relating to CIHC conversion transaction; discussions with J. Hatchett regarding same	MJM	2.80
08/13/03	Participate in weekly regulatory update call; revise CDOC Articles; conference with J. Hatchett regarding document revisions	JMS	2.00
08/14/03	Conference with S. Manske regarding conversion timeline	JLH	.20
08/14/03	Work on CIHC matters	TDK	2.50
08/14/03	Conference call regarding closing of CIHC conversion	SKM	.80
08/14/03	Revise Articles for CDOC; teleconference with R. Dykhous; conference with S. Manske; conference with T. Klopfer in preparation for teleconference with Texas officials	JMS	3.90
08/15/03	CIHC conversion matters	TDK	.50
08/15/03	Review and revise all corporate documents for CIHC conversion	SKM	7.90
08/15/03	Discussion with S. Manske regarding CIHC, Inc. of Texas bylaws and New Conseco's directors and officers; review files regarding same	MJM	.20
08/15/03	Registered agent issues; teleconference regarding preferred stock terms; conference with S. Manske regarding document revisions	JMS	4.30
08/18/03	Prepare documents for CIHC conversion	JLH	3.10
08/18/03	Confer with J. Hatchett and S. Manske and prepare list of additional documents needed for CIHC transaction, based on conference call	TDK	.50
08/18/03	Conference with R. Dykhous regarding CIHC conversion	SMK	.70
08/18/03	Review and revise corporate documents for CIHC conversion; meet with J. Hatchett about the same; telephone call with R. Dykhous regarding the same; attend regulatory update	SKM	6.20

BAKER & DANIELS

Task		CORPORATE FINANCE	
Date	Services	Atty	Hours
	conference call		
08/18/03	Revise CDOC Articles; working group teleconference; revise merger documents; teleconference with R. Dykhouse and Texas Secretary of State	JMS	2.20
08/19/03	Attend status meeting on CIHC conversion; prepare status tracking chart, etc.	JLH	5.40
08/19/03	Attend meeting to discuss CIHC documents; meet with M. Moss to discuss drafting of written consent of CCM board to authorize loan to CDOC and written consent of CDOC board to authorize corresponding borrowing and contribution of \$1.4 million to the capital of its subsidiary, CIHC Incorporated of Texas; draft written consent and articles of amendment for pre-organizational amendment to articles of incorporation; several telephone calls with R. Dykhouse; confer with S. Manske and J. Hatchett on various CIHC matters; work on organizational board consent for CIHC, Incorporated of TX; confer with M. Moss on preparation of drafts	TDK	5.70
08/19/03	Meet with B&D working group regarding status of corporate documents for CIHC conversion; draft documents necessary to change registered agent and office in Texas for CIHC-Texas; review corporate documents to make sure we have the latest versions	SKM	4.40
08/19/03	Planning meeting with CIHC conversion transaction attorneys; meeting with T. Klopfer regarding drafting written consents; draft and revise same	MJM	2.00
08/19/03	Working group meeting regarding documents and changes in capitalization and related matters; revise documents	JMS	3.10
08/20/03	Prepare for and attend meeting regarding CIHC conversion; e-mail to R. Dykhouse regarding CIHC ownership interests; prepare stock powers	JLH	6.20
08/20/03	Telephone message from R. Dykhouse regarding terms of \$1.4 million intercompany loan; telephone call to T. Esping with question about no interest; confer with M. Moss regarding consents for \$1.4 million loan; work on CIHC documents: organizational written consent of CIHC-TX and subscription for capital stock; prepare for IN DOI call this morning, and preliminary call with R. Dykhouse and L. Short, and with S. Kosnoff; continue work on CIHC documents	TDK	6.90
08/20/03	Prepare corporate documents for CIHC conversion; attend	SKM	3.90

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Task	CORPORATE FINANCE		
Date	Services	Atty	Hours
	teleconference with K&E regarding status of conversion transaction		
08/20/03	Revise written consent for Consoco Capital Management and CDOC for loan agreement; discussions with T. Klopfer regarding same; conference call and meeting with T. Klopfer and J. Stautz regarding CIHC transaction; planning meeting with CIHC conversion transaction attorneys; meeting with T. Klopfer regarding drafting written consents; draft and revise same	MJM	2.50
08/20/03	Working group teleconference; revise merger documents; multiple teleconferences; exchange e-mail	JMS	3.00
08/21/03	Message from K. Scott; forward e-mail; review CIHC document list; review and comment on regulatory approvals list from R. Dykhouse; continue work on CIHC documentation and checklist	TDK	6.50
08/21/03	Review corporate document list with T. Klopfer for completion and revisions; revise filing to change registered agent for CIHC-Texas	SKM	4.70
08/21/03	Meeting with T. Klopfer regarding surplus debenture review; review surplus debentures, and prepare chart organizing same; draft assignments of surplus debentures; review written consent of CIHC board of directors for organization meeting; revise written consent for CDOC board of directors amending articles, and written consent for Conesco approving articles; draft certificate of amendment of certificate of incorporation for CDOC; meeting with T. Klopfer regarding same	MJM	3.80
08/22/03	Prepare stock powers and stock certificate memo; conference with T. Klopfer; update document list; other work on CIHC conversion	JLH	8.20
08/22/03	Participate in conference call; discuss CIHC-TX stock certificate matters with J. Hatchett; discuss CIHC checklist matters with S. Manske; discuss regulatory approval matters with S. Kosoff; discuss surplus debenture assignment matters (CIHC transaction) with M. Moss; begin to go through stock issuances with J. Hatchett	TDK	2.10
08/22/03	Revise certificate of amendment of certificate of incorporation for CDOC; revise written consent for CDOC board of directors amending articles, and written consent for Conesco approving articles; discussion with T. Klopfer regarding same;	MJM	3.80

BAKER & DANIELS

Task	CORPORATE FINANCE		
Date	Services	Atty	Hours
	draft assignments of surplus debentures and confer with T. Klopfer regarding same		
08/25/03	Meeting with T. Klopfer regarding stock certificates and other conversion documents	JLH	4.10
08/25/03	Conference with T. Klopfer; review e-mail; review and comment on document list	JMS	2.00
08/25/03	Review CIHC documents and checklist; participate in regular regulatory conference call; review and revise regulatory page on checklist document and discuss with S. Manske; review and consider issues in regard to stock certificate issuances and corrections to summary presentation of transaction; confer with J. Hatchett regarding stock certificates; draft document to reflect cancellation of preferred stock; draft revised provision for Stock Exchange Agreement (Section 1(d)); review and comment on written consents to approve CDOC restated certificate of incorporation; review and comment on assignments of surplus notes; e-mail to R. Dykhouse to confirm surplus note information	TDK	5.30
08/25/03	Revise written consent for CDOC board of directors amending articles, and written consent for Consecoco approving articles; discussion with T. Klopfer regarding same; revise certificate of amendment of certificate of incorporation for CDOC; draft assignments of surplus debentures and confer with T. Klopfer regarding same; update meeting with T. Klopfer regarding revision of CIHC conversion transaction documents	MJM	4.80
08/26/03	Revise documents for CIHC conversion, etc.	JLH	5.30
08/26/03	Review checklist for CIHC transaction and consider remaining issues and document reviews; continued work on CIHC documentation; participate in regular conference call	TDK	4.10
08/26/03	Revise written consent for CDOC board of directors amending articles, and written consent for Consecoco approving articles with T. Klopfer; revise certificate of amendment of certificate of incorporation for CDOC with T. Klopfer; revise assignments of surplus debentures and confer with T. Klopfer regarding same	MJM	4.20
08/27/03	Work on documents for CIHC conversion	JLH	5.10
08/27/03	Continue reviews and planning for CIHC transaction; prepare for regular regulatory call; review surplus debenture and note assignment documents; other work on CIHC documents	TDK	5.80

BAKER & DANIELS

Task CORPORATE FINANCE			
Date	Services	Atty	Hours
08/27/03	Review T. Klopfer's revisions of written consent for CDOC board of directors amending articles, and written consent for Conseco approving articles; review of T. Klopfer's revisions of assignments of surplus debentures	MJM	3.20
08/27/03	Proofread documents as per T. Klopfer's request	GMR	.50
08/27/03	Revise conversion documents; draft letter to Delaware for pre-clearance of certificate of incorporation for CDOC and CIHC, Incorporated Certificate of Merger	SKM	1.50
08/28/03	Prepare for CIHC transaction	JLH	3.40
08/28/03	Work on CIHC documentation	TDK	7.60
08/28/03	Draft and revise preclearance letters for Texas and Delaware; prepare and finalize CIHC conversion corporate documents to be sent to R. Dykhous	SKM	5.70
08/28/03	Draft statement of occurrence of future event for CIHC, Inc. of Texas; research regarding same and meeting with T. Klopfer regarding same	MJM	3.80
08/28/03	Conference with T. Klopfer and J. Hatchett regarding CIHC transaction; make changes to CIHC Transaction Document and Action List; proofread documents as per T. Klopfer's request	GMR	3.80
08/28/03	Conference with T. Klopfer; comments on revised documents	JMS	1.80
08/29/03	Prepare documents for CIHC conversion	JLH	5.40
08/29/03	Review and revise outline of actions and sequence of events on September 12; review and revise agreement and plan of merger for insurance company mergers; other work on CIHC documentation - complete set of documents to R. Dykhous	TDK	9.50
08/29/03	Revise/finalize corporate documents for CIHC conversion to be sent to R. Dykhous	SKM	4.90
08/29/03	Review revisions to statement of occurrence of future event for CIHC, Inc. of Texas; review and update CIHC document files with G. Rezy; prepare CIHC document material with T. Klopfer and S. Manske	MJM	1.40
08/29/03	Conference with T. Klopfer regarding CIHC transaction; make changes to CIHC Transaction Document and Action List; proofread documents as per T. Klopfer's request	GMR	5.30
08/31/03	Review CIHC matters	TDK	.40

BAKER & DANIELS

Task		CORPORATE FINANCE	
Date	Services	Atty	Hours
08/31/03	Review and comment on CIHC transaction documents	JMS	3.80
09/01/03	Review comments from R. Dykhousc on CIHC draft documents	TDK	1.30
09/02/03	E-mails with T. Klopfer regarding name change of insurance company; research documentation regarding same; work on CIHC conversion documents	JLH	.70
09/02/03	Continuc work on reviewing and revising CIHC transaction documents and preparation for closing; preparation of revised set of documnts	TDK	10.80
09/02/03	Prepare corporate documents for CHIC conversion	SKM	3.80
09/02/03	Review and revise surplus debcnture/notes; meeting with T. Klopfer regarding same; conference call with T. Klopfer and J. Stautz with client, R. Dykhousc and Texas Department of Insurance; draft and revise power-point presentation to Texas Secretary of State; meetings with D. McKee and T. Klopfer regarding same	MJM	5.00
09/02/03	Call with R. Dykhousc, T. Klopfer, and S. Manskc; conference with T. Klopfer regarding logistics; create document changes tracking list; make changes to CIHC Transaction Document and Action List; proofread documents as per T. Klopfer's request	GMR	7.80
09/02/03	CIHC conversion matters; prepare for and participate in teleconference with representative of Texas Department	JMS	5.00
09/03/03	Work on CIHC transaction matters: documents for pre-clearance to R. Dykhousc; discuss closing memo and prepare outline draft; other work on CIHC documentation	TDK	5.80
09/03/03	Prepare corporate documents for CIHC conversion; meet with T. Klopfer regarding the same; attend regulatory update call	SKM	3.60
09/03/03	Regulatory update conference call with T. Klopfer and J. Stautz; review to-do list for completion of CIHC transaction documents; meeting with T. Klopfer regarding same	MJM	1.40
09/03/03	Conference with T. Klopfer, S. Manskc and M. Moss regarding CIHC transaction; make changes to CIHC Transaction Document and Action List; proofread documents as per T. Klopfer's request; prepare files and binder for T. Klopfer's review	GMR	9.50
09/03/03	CIHC matters; participate in regulatory teleconference	JMS	3.80

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Task	CORPORATE FINANCE		
Date	Services	Atty	Hours
09/04/03	Deliver CIHC conversion documents to R. Dykhouse; other CIHC conversion issues	JLH	2.70
09/04/03	Review execution copies of CIHC transaction documents and update checklists; participate in conference call with larger group (Conseco and K&E representatives); other work on preparation for closing and finalizing documents	TDK	8.30
09/04/03	Draft closing memorandum for CIHC conversion; attend conference call regarding the same	SKM	5.80
09/04/03	CIHC update conference call with T. Klopfer and J. Stautz	MJM	.70
09/04/03	Finalize documents, files and binders; work with copy center to copy binders; proofread and make changes to documents chart; fax chart to R. Dykhouse since email network is down; conference call with Conseco, T. Klopfer, J. Stautz, S. Manske and M. Moss regarding CIHC transaction	GMR	4.70
09/04/03	Review and comment on documents; participate in working group teleconference	JMS	5.20
09/05/03	Work on CIHC conversion documents	JLH	5.20
09/05/03	Review and revise various CIHC documents: Delaware filings in response to Delaware secretary of state comments; Transfer and Assumption Agreement in response to T. Player comments; Bylaws of CIHC Life in response to Texas DOI comments; review and respond to Texas DOI comments on CIHC Life Articles of Incorporation; other work on CIHC transaction documents and planning	TDK	6.60
09/05/03	Draft closing memorandum for CIHC transaction; meet with T. Klopfer regarding the same; research Texas statutes cited in Texas Department of Insurance's statement of deficiencies in CIHC Life of Texas's bylaws	SKM	7.40
09/05/03	Meeting with T. Klopfer regarding revision of bylaws for CIHC Life Insurance Co.; research and revise same	MJM	.90
09/05/03	Revise and finalize CIHC conversion documents; teleconference with R. Dykhouse, T. Player, et al regarding CIHC conversion	JMS	4.80
09/05/03	Research: Locate 1993 Texas Insurance Code section that was repealed for M. Moss	HET	1.00
09/07/03	Read e-mails from R. Dykhouse and others; review and prepare	TDK	1.50

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Task	CORPORATE FINANCE		
Date	Services	Atty	Hours
	comments on closing memo draft		
09/07/03	Study draft Pennsylvania order regarding CIHC conversion	SMK	.20
09/08/03	Work on CIHC conversion documents	JLH	5.20
09/08/03	Continuc work on CIHC transaction, including review and revising documents and planning for closing this week	TDK	7.40
09/08/03	Attend regulatory update call; revise closing memorandum for CIHC conversion	SKM	1.00
09/08/03	Located disposition of repealed Texas Insurance Code provision on shares of stock for Marc Moss (0.5).	C M	.50
09/08/03	Revise CIHC Life Insurance Company bylaws and research regarding same; telephone calls with T. Klopfer regarding same	MJM	6.00
09/08/03	Conference with S. Manske; CIHC conversion issues,timing of filings, etc; review e-mail; miscellancous teleconferences	JMS	4.80
09/08/03	Research: Locate 1993 Texas Insurance Code section that was repealed regarding shares of stock for M. Moss	HET	1.30
09/09/03	Work on CIHC conversion	JLH	2.60
09/09/03	Work with R. Dykhouse and others on CIHC closing matters	TDK	7.00
09/09/03	Revise closing memorandum for CIHC conversion	SKM	2.20
09/09/03	Assist T. Klopfer with binder update of new document rvisions	GMR	2.20
09/09/03	Telconferencce with J. Hunt et al regarding Texas coordination; review revised documents and confirm pre-filing approvals; teleconference	JMS	4.50
Total	For CORPORATE FINANCE		885.00
	Total Services.....Hours		885.00 215,332.50
Date	Disbursements		Total
09/11/03	Filing, Recording Fee - - Vendor:Texas Secretary of State		325.00
09/11/03	Filing, Recording Fee - - Vendor:Texas Secretary of State		325.00
09/12/03	Filing, Recording Fee - - Filing Fee with the Texas Secretary of State Vendor:Jeffrey M. Stautz		40.00
Total For	Filing, Recording Fee		690.00

BAKER & DANIELS

09/11/03	Travel/Lodging - IND-DFW-AUS-DFW-IND	596.50	
09/12/03	Travel/Lodging - - Travel expenses in Austin, TX 09/11/03 thru 09/12/03 Vendor:Jeffrey M. Stautz	288.35	
	Total For Travel/Lodging	884.85	
09/12/03	Meals/Entertainment - - Travel expenses in Austin, TX 09/11/03 thru 09/12/03 Vendor:Jeffrey M. Stautz	38.00	
	Total For Meals/Entertainment	38.00	
08/29/03	Other Copying Expenses Misc Copies	70.00	
08/29/03	Other Copying Expenses Misc Copies	178.58	
09/05/03	Other Copying Expenses Misc Copies	90.00	
	Total For Other Copying Expenses	338.58	
	Total Disbursements.....\$	<u>1,951.43</u>	
	Total Services And Disbursements.....\$	<u><u>217,283.93</u></u>	
	Task Description	Hours	Value
B016	CORPORATE FINANCE	885.00	215,332.50

CIHC Billing Hour Totals

Init	Name	Classification	June	July	August	September	Total Hours	Hourly Rate	Total
TDK	Tibor D. Klopfer	Partner	21.8	23.7	62.9	48.7	157.1	\$ 395.00	\$ 62,054.50
SMK	Scott M. Kosnoff	Partner	9.7	15.1	2.3	0.2	27.3	\$ 345.00	\$ 9,418.50
JMS	Jeffrey M. Stautz	Partner	24.0	64.4	51.1	28.1	167.6	\$ 345.00	\$ 57,822.00
IMJM	Marc J. Moss	Associate	59.7	103.9	54.2	14.0	231.8	\$ 175.00	\$ 40,565.00
SKM	Sara K. Manske	Associate	0.2	47.2	59.9	23.8	131.1	\$ 140.00	\$ 18,354.00
ABH	Adam B. Hirschfeld	Associate		23.2	1.0		24.2	\$ 250.00	\$ 6,050.00
JLH	Jennifer L. Hatchett	Paralegal	2.0	23.3	61.5	16.4	103.2	\$ 140.00	\$ 14,448.00
GMR	Ginger M. Rezy	Paralegal		2.2	9.6	24.2	36.0	\$ 140.00	\$ 5,040.00
JAA	James A. Aschlerman	Partner	0.3				0.3	\$ 395.00	\$ 118.50
TJE	Theodore J. Esping	Partner	3.6				3.6	\$ 345.00	\$ 1,242.00
HET	Howard E. Trivers	Reference Librarian				2.3	2.3	\$ 75.00	\$ 172.50
CMatts	Constance Matts	Reference Librarian				0.5	0.5	\$ 95.00	\$ 47.50
Totals:			121.3	303.0	302.5	158.2	885.0		\$215,332.50