

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

In re:	)	Chapter 11
	)	
Conseco, Inc., et al., <sup>1</sup>	)	
	)	Case No. 02 B49672
Debtors.	)	
	)	Honorable Carol A. Doyle
	)	

**ORDER APPROVING 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**

This matter came before the Court upon 1) the Ninth Interim And Final Application Of Baker & Daniels For Compensation And Reimbursement Of Expenses Of Special Corporate And Conflicts Counsel For The Holding Company Debtors (the "B&D Application") and 2) the agreement of Baker & Daniels and the Fee Review Committee appointed herein<sup>2</sup> with respect to allowance of fees and expenses sought by the B&D Application. After consultation with the Fee Review Committee, Baker & Daniels agrees to reduce its fees requested by the amount of \$21,533.25 and the expenses for which Baker & Daniels seek reimbursement by \$636.23 to cause the expense request to fully comply with the applicable guidelines. The Court notes that notice of the B&D Application was sent to all designated notice parties on October 9, 2003 and that the initial hearing with respect to the B&D Application was scheduled and noticed for February 4, 2004. No party in interest has filed an objection or asked to be heard with respect to the B&D Application other than the Fee Committee. The Court having considered the B&D Application, the agreement of Baker & Daniels and the Fee Committee and otherwise being duly advised in the premises hereby GRANTS the B&D Application and hereby ORDERS that 1) the fees sought by Baker & Daniels by the B&D Application should be fully and finally allowed in the amount of \$332,271.25, 2) reimbursement of expenses are fully and finally allowed in the amount of \$7,165.97 and 3) the estate is authorized and ordered to pay to Baker & Daniels the allowed fees and expenses less total the amount previously paid to Baker & Daniels (\$116,019.99) for a net payment of \$223,417.23 (the "Net Amount"). To the extent Baker & Daniels continues to hold a pre-petition retainer, it may apply the retainer to the payment of the Net Amount and to the

<sup>1</sup> The Reorganized Debtors are the following entities: Conseco, Inc. and CIHC, Incorporated (collectively the "Reorganized Debtors").

<sup>2</sup> The members of the Fee Review Committee are Ira Bodenstein (U.S. Trustee), Anthony Schnelling (CFC Plan Administrator), Walter Morales (former member of Unsecured Creditors Committee), Eric Johnson (President of 40|86 Advisors, a Conseco subsidiary), and Frank Poli (former member of the TOPrs Committee).

extent necessary the remainder of the Net Amount, after application of such retainer, shall be paid from the Professional Escrow Account established pursuant to the Confirmation Order.

Dated: April 12, 2004

Carol Ayle

Judge, United States Bankruptcy Court