

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

**FILED**  
UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS

OCT 09 2003

In re: ) Chapter 11  
)  
Conseco, Inc. et al.,<sup>1</sup> ) Case No. 02-49672  
) Honorable Carol A. Doyle  
)  
Debtors. ) (Jointly Administered)

KENNETH S. GARDNER, CLERK  
PS REP. - LS

**FINAL FEE APPLICATION OF CROWELL & MORING LLP, AS  
ATTORNEYS FOR FORMER OFFICERS STEPHEN C. HILBERT, ROLLIN M. DICK  
AND JAMES S. ADAMS, FOR ALLOWANCE OF COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF  
ACTUAL AND NECESSARY EXPENSES INCURRED FROM  
DECEMBER 18, 2002 THROUGH OCTOBER 8, 2003**

Crowell & Moring LLP ("C&M"), attorneys for certain former officers of debtor Conseco, Inc. (Stephen C. Hilbert, Rollin M. Dick and James S. Adams, the "Former Officers"), submits this fee application (the "Application") to preserve any right C&M may have pursuant to section 330(a) of the Bankruptcy Code and the September 12, 2003 Amended Notice of Entry of Confirmation Order and Administrative Claims Bar Date (the "Notice of Entry"), for the allowance of compensation for professional services performed by C&M for the period from December 18, 2002 through October 8, 2003 (the "Compensation Period"), and for reimbursement of actual and necessary expenses incurred during the Compensation Period. C&M respectfully represents:

1. This Court has jurisdiction over this application pursuant to 11 U.S.C. § 330.
2. The Bankruptcy Petition was filed in the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division, on December 17, 2002.
3. On January 14, 2003, the Court granted the motion by debtors and debtors in possession in the above-captioned Chapter 11 case for an order authorizing Debtors to employ and compensate certain professionals utilized in the ordinary course ("Ordinary Course Professionals" or "OCP") of the Debtor's businesses (the "Order to Authorize").

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<sup>1</sup> The Reorganizing Debtors are the following entities: (i) Conseco, Inc.; (ii) CIHC, Incorporated; (iii) CTIHC, Inc.; and (iv) Partners Health Group, Inc. The Confirmation Order does not apply to the Finance Company Debtors (as defined in the Plan).

4. Pursuant to the Order to Authorize, the Debtors were authorized to employ and retain all Ordinary Course Professionals identified in an exhibit to the Order to Authorize, which exhibit included C&M.

5. On January 17, 2003, Kirkland & Ellis, bankruptcy counsel to the Debtors, notified C&M that “[t]he Debtors have obtained authority from the Bankruptcy Court to utilize your services as an Ordinary Course Professional.”

6. C&M had been engaged to represent the Former Officers in connection with shareholder suits concerning Conseso, Inc. and related matters, including an investigation by the United States Securities and Exchange Commission (“SEC”).

7. The letter of engagement executed by Mr. Hilbert is dated June 19, 2001.

8. The letter of engagement executed by Mr. Dick is dated January 25, 2002.

9. The letter of engagement executed by Mr. Adams is dated December 19, 2002.

10. Each of the engagement letters executed by the Former Officers reflects an understanding that Conseso, Inc. had agreed to pay the legal fees and related charges associated with these engagements.

11. In connection with the aforementioned representations, including pre-petition services, C&M attorneys counseled the Former Officers in connection with all aspects of the inquiry by the SEC; helped to prepare the Former Officers for testimony before the SEC; represented the Former Officers individually during their testimony before the SEC; prepared and submitted a “Wells Submission” on behalf of Messrs. Dick and Adams; and engaged in settlement discussions with the SEC to resolve the matter. This representation is ongoing as to Messrs. Dick and Adams.

12. Attached as Exhibit “A” is a list of professionals assigned by C&M to perform the work.

13. To the extent permissible under the Bankruptcy Code, the Bankruptcy Rules, and the Orders of this Court, C&M seeks allowance of the compensation for professional services rendered during the Compensation Period, in the aggregate amount of \$227,888.50<sup>2</sup> and for reimbursement of expenses incurred in connection with the rendition of such services in the

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<sup>2</sup> C&M in the ordinary course of its representation accounted for billable time in quarter-hour (.25) increments. To the extent any of the entries reflected time in other than tenths of an hour (.10), the time was rounded off in the system to comply with the requirements specified in the Fee Review Committee Billing Guidelines. Out of an abundance of caution, and to provide a more conservative estimate, adjustments were made to avoid any increase in the amounts. The adjusted amount, calculated using tenths of an hour, is \$812 less than the amount calculated, and originally billed, based on quarter-hour increments. The \$227,888.50 fee amount includes the fees billed for August 2003. Because the fees billed by C&M for services rendered on behalf of the Former Officers during the month of August 2003 exceeds \$50,000, a separate fee application shall be filed promptly with the Court.

aggregate amount of \$10,074.54. During the Compensation Period, C&M attorneys and paraprofessionals expended a total of 598 hours for which compensation is requested.

14. Attached as Exhibit "B" is a summary of the adjusted amounts invoiced and outstanding for the Compensation Period.

15. Copies of the adjusted monthly statements for services rendered and billed (redacted to preserve the attorney-client privilege) are attached as Exhibit "C". If necessary, we will provide unredacted versions of the adjusted monthly statements for *in camera* view.

16. All time charged and services provided were reasonable to the best of applicant's belief, and the hourly rates charged were no different than the hourly rates charged to non-bankruptcy clients for similar services.

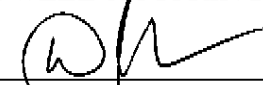
17. Attached as Exhibit "D" is an affirmation of Dennis J. Lawson.

18. The undersigned counsel certifies that this Application has been delivered to the following parties pursuant to this Court's Fee Review Committee Billing Guidelines:

<p><b>Bankruptcy Counsel for the Debtors <u>and</u> Counsel for the Post-Confirmation Estate</b>          Kirkland &amp; Ellis LLP          200 E. Randolph Drive          Chicago, IL 60601          Attn: Anup Sathy          Roger J. Higgins</p>	<p><b>Office of the United States Trustee</b>          227 W. Monroe Street          Suite 3350          Chicago, IL 60606          Attn: Richard C. Friedman          Gretchen Silver</p>
<p><b>Counsel for the Unsecured Creditors Committee</b>          Fried, Frank, Harris, Shriver &amp; Jacobson          One New York Plaza          New York, NY 10004          Attn: Brad Eric Scheler          Vivek Melwani</p> <p><i>And</i></p>	<p><b>Counsel for the Official Committee of Trust Preferred Debt Holders</b>          Jenner &amp; Block LLC          One IBM Plaza          Chicago, IL 60611          Attn: Daniel R. Murray          Catherine E. Steege</p> <p><i>And</i></p>
<p>Mayer Brown Rowe &amp; Maw LLP          190 South LaSalle Street          Chicago, IL 60603-3441          Attn: Thomas S. Kiriakos</p>	<p>Saul Ewing LLP          100 S. Charles St., 15<sup>th</sup> Floor          Baltimore, MD 21201          Attn: Irving E. Walker</p>

Respectfully submitted,

CROWELL & MORING LLP

By:   
 Dennis J. Lawson  
 1001 Pennsylvania Avenue, N.W.  
 Washington, DC 20004-2595  
 Phone: (202) 624-2971  
 Fax: (202) 628-5116

**EXHIBIT A**

**PROFESSIONALS ASSIGNED FOR CROWELL &  
MORING**

<b><u>PREFIX</u></b>	<b><u>FIRST NAME</u></b>	<b><u>MIDDLE INITIAL</u></b>	<b><u>LAST NAME</u></b>	<b><u>SUFFIX</u></b>	<b><u>INITIALS</u></b>	<b><u>POSITION</u></b>	<b><u>BILLING RATE</u></b>
Mr.	Joseph	I.	Goldstein	Esq.	JIG	Partner	\$575
Mr.	Richard	J.	Morvillo	Esq.	RJM	Partner	\$575
Mr.	Dennis	J.	Lawson	Esq.	DJL	Associate	\$345
Mr.	Modhera	R.	Prufesh	Esq.	MDP	Associate	\$470
Mr.	Burke	W.	Kappler	Esq.	BWK	Associate	\$260
Mr.	Richard	D.	Reed		RDR	Legal Assistant	\$145
Mr.	Jeffrey	F.	Robertson	Esq.	JFR	Partner	\$335
Mr.	Stephen	M.	Byers	Esq.	SMB	Partner	\$370

**EXHIBIT B**

**Summary of Monthly Invoices**

	Period	12/19/02 - 12/31/02	01/01/03 - 01/31/03	02/01/03 - 02/28/03	03/01/03 - 03/31/03	04/01/03 - 05/31/03	07/01/03 - 07/31/03	08/01/03 - 08/31/03	09/01/03 - 10/08/03	Total
Rollin Diek	Fees	\$7,150.00	\$26,842.50	\$399.50	\$219.50	\$322.50	\$1,907.50	\$49,247.00	\$19,369.50	\$105,358.00
	Expenses	\$182.00	\$1,751.02	\$23.81	\$36.64	\$11.00	\$4.61	\$2,861.18	\$348.77	\$5,419.03
	Total	\$7,332.00	\$28,593.52	\$423.31	\$256.14	\$333.50	\$1,912.11	\$52,108.18	\$19,918.27	\$110,777.03
James Adams	Fees	\$7,507.00	\$14,491.00	\$37,062.00	\$0.00	\$0.00	\$1,655.50	\$37,517.00	\$15,435.00	\$113,667.50
	Expenses	\$0.00	\$110.80	\$263.37	\$0.00	\$0.00	\$1.20	\$2,285.97	\$27.00	\$2,688.34
	Total	\$7,507.00	\$14,601.80	\$37,325.37	\$0.00	\$0.00	\$1,656.70	\$39,802.97	\$15,462.00	\$116,355.84
Stephen Hilbert	Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$8,393.50	\$1,822.00	\$287.50	\$8,863.00
	Expenses	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$1,446.63	\$520.77	\$0.00	\$1,967.40
	Total	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$9,840.13	\$702.77	\$287.50	\$10,830.40
Total C&M Fees billed		\$14,657.00	\$41,333.50	\$37,461.50	\$219.50	\$322.50	\$11,856.50	\$86,946.00	\$35,092.00	\$227,888.50
	Total C&M Expenses billed	\$182.00	\$1,861.82	\$287.18	\$36.64	\$11.00	\$1,452.44	\$5,667.92	\$575.77	\$10,074.77
	Total Amount billed	\$14,839.00	\$43,195.32	\$37,748.68	\$256.14	\$333.50	\$13,308.94	\$92,613.92	\$35,667.77	\$237,963.27

The C&M invoice reflects amounts billed for the entire month of December 2002, including the pre-petition period. As such, only those amounts identified in the invoice for the period after December 17, 2002 are included in this chart. The total amount for Mr. Diek, including expenses, was \$31,638.98. The total amount for Mr. Adams was \$7,664.50.

Because the amount billed for services rendered by C&M exceeds \$50,000 for the period 8/1/03 through 8/31/03 a separate fee application shall be filed promptly with the Court.

**EXHIBIT C**



1001 Pennsylvania Avenue, NW, Washington, DC 20004-2595  
p202 624-2500 • f202 628-5116

January 27, 2003

Mr. Rollin M. Dick  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 010507.0000010  
Invoice: 1107281

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Statement of Account

RE: Consec, Inc.

Professional Services Rendered Through December 31, 2002	\$31,366.00
Other Services and Expenses	<u>272.98</u>
Total Due this Invoice	<u>\$31,638.98</u>

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
12/02/02		JIG	1.20	630.00
12/03/02		JIG	3.00	1,575.00
12/04/02		JIG	1.00	525.00
12/04/02		BWK	2.50	650.00
12/05/02		JIG	3.50	1,837.50
12/06/02	<b>Redacted</b>	JIG	1.50	787.50
12/09/02		JIG	0.30	157.50
12/09/02		BWK	0.30	78.00
12/10/02		JIG	0.70	367.50
12/10/02		BWK	1.30	338.00
12/11/02		BWK	2.50	650.00
12/12/02		BWK	0.30	78.00
12/15/02		JIG	6.00	3,150.00
12/16/02		JIG	9.00	4,725.00



<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
12/16/02		BWK	8.50	2,210.00
12/17/02		JIG	7.00	3,675.00
12/17/02		BWK	10.70	2,782.00
12/18/02		BWK	6.20	1,612.00
12/19/02		BWK	6.80	1,768.00
12/20/02	<b>Redacted</b>	BWK	6.50	1,690.00
12/23/02		BWK	4.00	1,040.00
12/24/02		BWK	3.00	780.00
12/31/02		BWK	1.00	260.00
<b>Total Professional Services</b>			<b><u>86.80</u></b>	<b><u>\$31,366.00</u></b>

**Other Services & Expenses:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/02/02	Telephone 2560 1(317)218-1855	0.92
12/04/02	Inhouse Duplicating	48.80
12/05/02	Telephone 2560 1(317)218-1855	2.31
12/05/02	Telephone 2560 1(317)218-1855	0.46
12/10/02	Inhouse Duplicating	4.40
12/10/02	Inhouse Duplicating	0.60
12/10/02	Telephone 2560 1(317)218-1855	1.38

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/12/02	Inhouse Duplicating	1.40
12/13/02	Inhouse Duplicating	0.40
12/16/02	Inhouse Duplicating	8.00
12/16/02	Telephone 8764 1(317)218-1856	1.38
12/16/02	Telephone 8764 1(317)715-2039	2.77
12/17/02	Local Transportation - - VENDOR:Red Top Transportation	18.16
12/18/02	Miscellaneous - Meals - - VENDOR:Via Cucina	58.94
12/19/02	Inhouse Duplicating	20.60
12/20/02	Inhouse Duplicating	0.40
12/20/02	Miscellaneous - Meals - - VENDOR:Joseph I. Goldstein dinner with R. Dick on 12.16.02	102.06
	<b>Total Other Services &amp; Expenses</b>	<b><u>\$272.98</u></b>



P.O. Box 79773  
Baltimore, MD 21279-0773  
Taxpayer ID # 52-1150358

January 27, 2003

Mr. James S. Adams  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 100108.0000001  
Invoice: 1107074

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Statement of Account

RE: SEC Consejo Inquiry

Professional Services Rendered Through December 31, 2002	\$7,664.50
Other Services and Expenses Incurred for your Account	<u>0.00</u>
Total Services and Expenses	7,664.50
Total Due This Invoice	<u><u>\$7,664.50</u></u>

**Redacted**



1001 Pennsylvania Avenue, NW, Washington, DC 20004-2595  
p202 624-2500 ■ f202 628-5116

January 27, 2003

Mr. James S. Adams  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 100108.0000001  
Invoice: 1107074

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Statement of Account

RE: SEC Conseco Inquiry

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>
12/12/02		JIG	0.30
12/18/02		JIG	4.50
12/19/02	<b>Redacted</b>	JIG	9.40
12/20/02		JIG	0.30
12/31/02		BWK	0.20
<b>Total Professional Services</b>			<b><u>\$7,664.50</u></b>

<b>Name</b>	<b>Rate</b>	<b>Hours</b>	<b>Value</b>
Joseph I. Goldstein	525.00	14.50	7,612.50
Burke W. Kappler	260.00	0.20	52.00
<b>Total Professional Services</b>		<b><u>14.70</u></b>	<b><u>\$7,664.50</u></b>



1001 Pennsylvania Avenue, NW, Washington, DC 20004-2595  
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February 27, 2003

Mr. Rollin M. Dick  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 010507.0000010  
Invoice: 1108679

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Statement of Account

RE: Conseco, Inc.

Professional Services Rendered Through January 31, 2003	\$26,842.50
Other Services and Expenses	<u>1,751.02</u>
Total Due this Invoice	<u><u>\$28,593.52</u></u>

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
01/06/03		JIG	3.50	1,837.50
01/06/03		BWK	2.00	520.00
01/07/03		JIG	9.00	4,725.00
01/07/03		BWK	9.50	2,470.00
01/07/03		RDR	4.50	652.50
	<b>Redacted</b>			
01/08/03		JIG	10.00	5,250.00
01/08/03		BWK	5.50	1,430.00
01/09/03		JIG	9.50	4,987.50
01/09/03		BWK	1.00	260.00
01/10/03		BWK	4.00	1,040.00
01/15/03		BWK	0.20	52.00
01/20/03		JIG	2.50	1,312.50
01/21/03		JIG	2.00	1,050.00
01/22/03		JIG	1.50	787.50
01/23/03		BWK	1.80	468.00
<b>Total Professional Services</b>			<b><u>66.50</u></b>	<b><u>\$26,842.50</u></b>

**Other Services & Expenses:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/02/03	Telephone 2939 1(312)726-7500	3.23
01/06/03	Inhouse Duplicating	19.60
01/07/03	Comp. Library Research REED, RICHARD R3JMNXP	407.44
01/07/03	Comp. Library Research REED,RICHARD G 3174684	335.27
01/07/03	Inhouse Duplicating	6.00
01/07/03	Facsimile 6397890	7.00
01/07/03	Facsimile 6397890	7.00
01/08/03	Inhouse Duplicating	1.00
01/08/03	Facsimile 6397890	3.00
01/08/03	Facsimile 6397890	3.00
01/15/03	Air fare - - VENDOR:Joseph I. Goldstein Trip to Chicago on 1.8-9.03	588.00
01/15/03	Other Travel Expenses - - VENDOR:Joseph I. Goldstein Trip to Chicago on 1.8-9.03	196.69
01/15/03	Travel Expense - Meals - - VENDOR:Joseph I. Goldstein Trip to Chicago on 1.8-9.03	17.37
01/21/03	Inhouse Duplicating	6.20
01/22/03	Inhouse Duplicating	30.00
01/24/03	Inhouse Duplicating	7.40
01/24/03	Inhouse Duplicating	0.60
01/24/03	Inhouse Duplicating	6.40
01/24/03	Inhouse Duplicating	6.20
01/27/03	Local Transportation - - VENDOR:Red Top Transportation	19.66
01/27/03	Local Transportation - - VENDOR:Blue Star Group, Inc.	34.81
01/27/03	Local Transportation - - VENDOR:Red Top Transportation	17.75
01/31/03	Inhouse Duplicating	13.80
01/31/03	Inhouse Duplicating	13.60
	<b>Total Other Services &amp; Expenses</b>	<b><u>\$1,751.02</u></b>





P.O. Box 79773  
Baltimore, MD 21279-0773  
Taxpayer ID # 52-1150358

February 27, 2003

Mr. James S. Adams  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 100108.00000001  
Invoice: 1108680

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Statement of Account

RE: SEC Conseco Inquiry

Professional Services Rendered Through January 31, 2003	\$14,491.00
Other Services and Expenses Incurred for your Account	<u>110.80</u>
Total Services and Expenses	14,601.80
Total Due This Invoice	<u><u>\$14,601.80</u></u>

**Redacted**



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February 27, 2003

Mr. James S. Adams  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 100108.0000001  
Invoice: 1108680

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Statement of Account

RE: SEC Conseco Inquiry

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>
01/13/03		BWK	4.20
01/14/03		JIG	0.50
01/14/03		BWK	2.50
01/15/03	<b>Redacted</b>	BWK	1.80
01/16/03		BWK	8.20
01/17/03		BWK	6.00
01/20/03		BWK	5.20

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>
01/21/03		BWK	2.30
01/24/03		BWK	8.00
01/28/03		JIG	0.80
01/28/03		BWK	0.50
	<b>Redacted</b>		
01/29/03		JIG	0.50
01/29/03		BWK	2.70
01/30/03		BWK	5.70
01/31/03		BWK	5.00

Total Professional Services

\$14,491.00

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Joseph I. Goldstein	525.00	1.80	945.00
Burke W. Kappler	260.00	52.10	13,546.00
<b>Total Professional Services</b>		<b><u>53.90</u></b>	<b><u>\$14,491.00</u></b>

**Other Services & Expenses:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/14/03	Inhouse Duplicating	10.80
01/16/03	Air fare -- VENDOR:Joseph I. Goldstein Fee on non-refundable airfare ticket	100.00
	<b>Total Other Services &amp; Expenses</b>	<b><u>\$110.80</u></b>



1001 Pennsylvania Avenue, NW, Washington, DC 20004-2595  
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March 27, 2003

Mr. Rollin M. Dick  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 010507.0000010  
Invoice: 1110520

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Statement of Account

RE: Consec, Inc.

Professional Services Rendered Through February 28, 2003	\$399.50
Other Services and Expenses	<u>23.81</u>
Total Due this Invoice	<u><u>\$423.31</u></u>

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
02/12/03		RDR	1.50	217.50
02/20/03	<b>Redacted</b>	BWK	0.20	52.00
02/21/03		BWK	0.50	130.00
<b>Total Professional Services</b>			<b><u>2.20</u></b>	<b><u>\$399.50</u></b>

**Other Services & Expenses:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/10/03	Inhouse Duplicating	8.40
02/27/03	Travel Expense - Meals - - VENDOR:Joseph I. Goldstein J. Goldstein reim. for meal in Chicago on 1.9.03	15.41
<b>Total Other Services &amp; Expenses</b>		<b><u>\$23.81</u></b>

# crowell & Moring

P.O. Box 79773  
Baltimore, MD 21279-0773  
Taxpayer ID # 52-1150358

March 27, 2003

Mr. James S. Adams  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 100108.0000001  
Invoice: 1110517

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## Statement of Account

RE: SEC Conseco Inquiry

Professional Services Rendered Through February 28, 2003	\$37,062.00
Other Services and Expenses Incurred for your Account	<u>263.37</u>
Total Services and Expenses	37,325.37
Total Due This Invoice	<u><u>\$37,325.37</u></u>

**Redacted**



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March 27, 2003

Mr. James S. Adams  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 100108.0000001  
Invoice: 1110517

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Statement of Account

RE: SEC Conseco Inquiry

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>
02/03/03		BWK	1.50
02/04/03		JIG	1.50
02/04/03		BWK	0.80
02/05/03	<b>Redacted</b>	BWK	0.50
02/11/03		BWK	2.00
02/12/03		JIG	6.00

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>
02/12/03		BWK	6.00
02/13/03		JIG	8.00
02/13/03		BWK	7.00
02/14/03		JIG	3.20
02/14/03		BWK	3.00
02/18/03		JIG	2.50
02/19/03		JIG	0.80
02/20/03		BWK	0.30
02/21/03		JIG	3.20
02/24/03		JIG	4.00
02/24/03		BWK	5.50
02/25/03		JIG	8.50
02/25/03		BWK	5.00
02/26/03		JIG	8.70
02/26/03		BWK	0.30
02/27/03		JIG	8.00
02/28/03		BWK	0.80

**Redacted****Total Professional Services****\$37,062.00**

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Joseph I. Goldstein	525.00	54.40	28,560.00
Burke W. Kappler	260.00	32.70	8,502.00



Total Professional Services 87.10 \$37,062.00

**Other Services & Expenses:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
02/05/03	Inhouse Duplicating	1.20
02/12/03	Inhouse Duplicating	0.20
02/12/03	Inhouse Duplicating	48.20
02/12/03	Inhouse Duplicating	8.80
02/12/03	Inhouse Duplicating	4.80
02/13/03	Inhouse Duplicating	0.00
02/13/03	Inhouse Duplicating	94.80
02/14/03	Inhouse Duplicating	8.20
02/14/03	Facsimile 5854092	19.00
02/14/03	Facsimile 5854092	19.00
02/20/03	Inhouse Duplicating	2.00
02/24/03	Inhouse Duplicating	32.40
02/25/03	Inhouse Duplicating	0.40
02/26/03	Facsimile 5854092	10.00
02/26/03	Facsimile 5854092	10.00
02/28/03	Postage	0.37
02/28/03	Postage	0.60
02/28/03	Inhouse Duplicating	2.40
02/28/03	Inhouse Duplicating	1.00
	<b>Total Other Services &amp; Expenses</b>	<b><u>\$263.37</u></b>



1001 Pennsylvania Avenue, NW, Washington, DC 20004-2595  
p202 624-2500 • f202 628-5116

April 28, 2003

Mr. Rollin M. Dick  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 010507.0000010  
Invoice: 1113274

---

Statement of Account

RE: Consecro, Inc.

Professional Services Rendered Through March 31, 2003	\$219.50
Other Services and Expenses	<u>36.64</u>
Total Due this Invoice	<u><u>\$256.14</u></u>

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
03/06/03		BWK	0.20	52.00
	<b>Redacted</b>			
03/24/03		JFR	0.50	167.50
	<b>Total Professional Services</b>		<b><u>0.70</u></b>	<b><u>\$219.50</u></b>

**Other Services & Expenses:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/24/03	Express Delivery	10.32
03/05/03	Local Transportation - - VENDOR:Red Top Transportation	21.74
03/06/03	Inhouse Duplicating	3.20
03/24/03	Telephone	1.38
	<b>Total Other Services &amp; Expenses</b>	<b><u>\$36.64</u></b>



1001 Pennsylvania Avenue, NW, Washington, DC 20004-2595  
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June 26, 2003

Mr. Rollin M. Dick  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 010507.0000010  
Invoice: 1116826

---

Statement of Account

RE: Consec, Inc.

Professional Services Rendered Through May 31, 2003	\$322.50
Other Services and Expenses	<u>11.00</u>
Total Due this Invoice	<u><u>\$333.50</u></u>

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
04/01/03		RDR	0.50	72.50
04/02/03	<b>Redacted</b>	RDR	1.00	145.00
05/30/03		JIG	0.20	105.00
<b>Total Professional Services</b>			<b><u>1.70</u></b>	<b><u>\$322.50</u></b>

**Other Services & Expenses:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
05/30/03	Facsimile 2025851094	11.00
<b>Total Other Services &amp; Expenses</b>		<b><u>\$11.00</u></b>



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August 27, 2003

Mr. Rollin M. Dick  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 010507.0000010  
Invoice: 1121478

---

Statement of Account

RE: Consec, Inc.

Professional Services Rendered Through July 31, 2003	\$1,807.50
Other Services and Expenses	<u>4.61</u>
Total Due this Invoice	<u><u>\$1,812.11</u></u>

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
07/30/03		JIG	0.80	420.00
07/30/03	<b>Redacted</b>	DJL	0.80	272.00
07/31/03		JIG	0.70	367.50
07/31/03		DJL	2.20	748.00
<b>Total Professional Services</b>			<b><u>4.50</u></b>	<b><u>\$1,807.50</u></b>

**Other Services & Expenses:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/29/03	Telephone 2560 1(312)886-1658	0.46
07/30/03	Telephone 2560 1(312)861-2181	2.77
07/30/03	Telephone 2560 1(312)861-2181	1.38
<b>Total Other Services &amp; Expenses</b>		<b><u>\$4.61</u></b>

# crowell moring

P.O. Box 79773  
Baltimore, MD 21279-0773  
Taxpayer ID # 52-1150358

August 27, 2003

Mr. James S. Adams  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 100108.0000003  
Invoice: 1121441

---

## Statement of Account

RE: SEC Conseco Inquiry

Professional Services Rendered Through July 31, 2003	\$1,655.50
Other Services and Expenses Incurred for your Account	1.20
Total Services and Expenses	1,656.70
Total Due This Invoice	<u>\$1,656.70</u>

**Redacted**





1001 Pennsylvania Avenue, NW, Washington, DC 20004-2595  
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August 27, 2003

Mr. James S. Adams  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 100108.0000001  
Invoice: 1121441

---

Statement of Account

RE: SEC Conseco Inquiry

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>
07/21/03		JIG	0.50
07/30/03		JIG	0.70
07/30/03	<b>Redacted</b>	JIG	0.70
07/30/03		DJL	0.70
07/31/03		JIG	0.80
<b>Total Professional Services</b>			<b><u>\$1,655.50</u></b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Joseph I. Goldstein	525.00	2.70	1,417.50
Dennis J. Lawson	340.00	0.70	238.00
<b>Total Professional Services</b>		<b><u>3.40</u></b>	<b><u>\$1,655.50</u></b>

**Other Services & Expenses:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/24/03	Inhouse Duplicating	1.20
	<b>Total Other Services &amp; Expenses</b>	<b><u>\$1.20</u></b>



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August 27, 2003

Stephen C. Hilbert  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 010509.0000011  
Invoice: 1121523

---

Statement of Account

RE: SEC Investigation

Professional Services Rendered Through July 31, 2003	\$8,393.50
Other Services and Expenses	<u>1,446.63</u>
Total Due this Invoice	<u>\$9,840.13</u>

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
07/07/03		BWK	0.20	52.00
07/08/03		JIG	0.50	262.50
07/08/03		BWK	1.00	260.00
07/09/03		BWK	0.50	130.00
07/10/03		BWK	0.30	78.00
07/11/03		BWK	0.30	78.00
07/14/03	<b>Redacted</b>	JIG	0.20	105.00
07/15/03		JIG	0.30	157.50
07/16/03		JIG	0.50	262.50
07/16/03		BWK	0.30	78.00
07/17/03		JIG	0.30	157.50
07/21/03		JIG	0.50	262.50
07/23/03		JIG	1.20	630.00
07/24/03		JIG	9.90	5,197.50
07/29/03		JIG	0.80	420.00
07/30/03		JIG	0.50	262.50
<b>Total Professional Services</b>			<b><u>17.30</u></b>	<b><u>\$8,393.50</u></b>

**Other Services & Expenses:**

<b>Date</b>	<b>Description</b>	<b>Amount</b>
07/07/03	Telephone 2589 1(317)218-1857	0.92
07/08/03	Telephone 2589 1(317)218-1856	0.92
07/09/03	Telephone 2589 1(317)218-1856	8.31
07/09/03	Telephone 2589 1(312)886-1658	0.92
07/21/03	Telephone 2560 1(317)218-1897	1.38
07/21/03	Telephone 2560 1(312)886-1658	0.46
07/21/03	Telephone 2560 1(312)886-1658	0.92
07/29/03	Inhouse Duplicating	2.80
07/30/03	Air fare - - VENDOR:Joseph I. Goldstein trip to Chicago on 7.24.03	1,333.00
07/30/03	Other Travel Expenses - - VENDOR:Joseph I. Goldstein trip to Chicago on 7.24.03	97.00
	<b>Total Other Services &amp; Expenses</b>	<b><u>\$1,446.63</u></b>



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p202 624-2500 ■ f202 628-5116

September 26, 2003

Mr. Rollin M. Dick  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 010507.0000010  
Invoice: 1123319

---

Statement of Account

RE: Consecro, Inc.

Professional Services Rendered Through August 31, 2003	\$49,247.00
Other Services and Expenses	<u>2,861.18</u>
Total Due this Invoice	<u><u>\$52,108.18</u></u>

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
08/01/03		JIG	1.20	630.00
08/04/03		JIG	1.50	787.50
08/05/03		JIG	1.30	682.50
08/05/03		BWK	1.50	390.00
08/05/03		DJL	1.00	340.00
08/06/03		JIG	1.50	787.50
08/07/03		JIG	4.50	2,362.50
08/07/03	<b>Redacted</b>	DJL	1.00	340.00
08/08/03		JIG	1.20	630.00
08/08/03		BWK	3.30	858.00
08/08/03		DJL	5.00	1,700.00
08/10/03		DJL	2.50	850.00
08/11/03		BWK	2.50	650.00
08/12/03		JIG	0.80	420.00

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
08/12/03		BWK	4.80	1,248.00
08/12/03		DJL	4.00	1,360.00
08/13/03		BWK	2.80	728.00
08/13/03		DJL	4.50	1,530.00
08/14/03		JIG	0.80	420.00
08/14/03		BWK	4.30	1,118.00
08/14/03		DJL	2.70	918.00
08/15/03		JIG	1.70	892.50
08/15/03		BWK	4.30	1,118.00
08/15/03	<b>Redacted</b>	DJL	4.00	1,360.00
08/17/03		BWK	2.00	520.00
08/18/03		JIG	0.70	367.50
08/18/03		BWK	5.20	1,352.00
08/18/03		DJL	4.50	1,530.00
08/19/03		JIG	1.20	630.00
08/19/03		BWK	4.50	1,170.00
08/19/03		DJL	4.00	1,360.00
08/20/03		JIG	1.00	525.00



<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
08/20/03		BWK	5.70	1,482.00
08/20/03		DJL	2.50	850.00
08/21/03		BWK	3.30	858.00
08/21/03		DJL	3.50	1,190.00
08/22/03		JIG	1.30	682.50
08/22/03		BWK	1.30	338.00
08/22/03		DJL	1.70	578.00
08/25/03		JIG	1.20	630.00
08/25/03	<b>Redacted</b>	BWK	2.00	520.00
08/25/03		DJL	3.50	1,190.00
08/26/03		JIG	2.30	1,207.50
08/26/03		BWK	0.30	78.00
08/26/03		DJL	5.00	1,700.00
08/27/03		JIG	2.00	1,050.00
08/27/03		DJL	3.00	1,020.00
08/28/03		JIG	2.90	1,522.50
08/28/03		DJL	3.00	1,020.00
08/29/03		JIG	1.50	787.50
08/29/03		BWK	0.30	78.00

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
08/29/03		DJL	3.00	1,020.00
	<b>Redacted</b>			
08/30/03		DJL	3.00	1,020.00
08/31/03		DJL	2.50	850.00
<b>Total Professional Services</b>			<b><u>140.60</u></b>	<b><u>\$49,247.00</u></b>

**Other Services & Expenses:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/01/03	Telephone 2560 1(317)218-1855	1.38
08/01/03	Telephone 2560 1(312)861-2181	0.92
08/06/03	Telephone 2560 1(317)218-1855	0.46
08/11/03	Comp. Library Research KAPPLER,BURKE W 2815541	633.59
08/11/03	Inhouse Duplicating	8.80
08/11/03	Inhouse Duplicating	35.00
08/12/03	Comp. Library Research HEBRON,RICHARD 523116	83.75
08/12/03	Comp. Library Research KAPPLER,BURKE W 2815541	506.50
08/12/03	Air fare - - VENDOR:Joseph I. Goldstein trip to Chicago on 8.7.03	493.50
08/12/03	Other Travel Expenses - - VENDOR:Joseph I. Goldstein trip to Chicago on 8.7.03	19.50
08/12/03	Telephone 2971 1(317)258-1598	0.46
08/13/03	Comp. Library Research KAPPLER,BURKE W 2815541	318.68
08/14/03	Comp. Library Research HEBRON,RICHARD 523116	20.94
08/14/03	Comp. Library Research KAPPLER,BURKE W 2815541	4.19
08/14/03	Inhouse Duplicating	6.80
08/14/03	Inhouse Duplicating	0.20
08/14/03	Inhouse Duplicating	0.40
08/15/03	Comp. Library Research KAPPLER,BURKE W 2815541	175.67
08/15/03	Comp. Library Research LAWSON,DENNIS J 4591400	131.77
08/15/03	Inhouse Duplicating	18.20
08/18/03	Comp. Library Research LAWSON,DENNIS J 4591400	84.79

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/21/03	Comp. Library Research LAWSON,DENNIS J 4591400	248.47
08/21/03	Inhouse Duplicating	18.40
08/21/03	Inhouse Duplicating	0.00
08/26/03	Telephone 2560 1(312)861-2181	0.92
08/27/03	Messenger Service - - VENDOR:Washington Express	5.81
08/27/03	Telephone 2560 1(317)218-1839	0.92
08/28/03	Telephone 2560 1(302)255-8070	0.46
08/28/03	Telephone 2560 1(312)886-1658	6.00
08/29/03	Local Transportation - - VENDOR:Petty Cash - DC taxi for B. Kappler on 8.13.03	17.55
08/29/03	Local Transportation - - VENDOR:Petty Cash - DC taxi for B. Kappler on 8.5.03	17.15
	<b>Total Other Services &amp; Expenses</b>	<b><u>\$2,861.18</u></b>

# crowell & Moring

P.O. Box 79773  
Baltimore, MD 21279-0773  
Taxpayer ID # 52-1150358

September 26, 2003

Mr. James S. Adams  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 100108.0000001  
Invoice: 1123037

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## Statement of Account

RE: SEC Consenso Inquiry

Professional Services Rendered Through August 31, 2003	\$37,517.00
Other Services and Expenses Incurred for your Account	<u>2,285.97</u>
Total Services and Expenses	39,802.97
Total Due This Invoice	<u><u>\$39,802.97</u></u>

Redacted



1001 Pennsylvania Avenue, NW, Washington, DC 20004-2595  
p202 624-2500 ■ f202 628-5116

September 26, 2003

Mr. James S. Adams  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 100108.0000001  
Invoice: 1123037

---

Statement of Account

RE: SEC Conseco Inquiry

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>
08/01/03		JIG	0.70
08/01/03		DJL	0.80
08/04/03		JIG	1.50
08/05/03		JIG	1.30
08/05/03		DJL	1.00
	<b>Redacted</b>		
08/06/03		JIG	1.50
08/07/03		JIG	4.50
08/08/03		JIG	1.20
08/10/03		DJL	2.50

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>
08/11/03		DJL	8.50
08/12/03		JIG	0.70
08/12/03		DJL	4.00
08/13/03		DJL	4.50
08/14/03		JIG	0.80
08/14/03		DJL	2.80
08/15/03		JIG	1.70
08/15/03		DJL	4.00
08/18/03		JIG	0.80
08/18/03		DJL	4.00
08/19/03		JIG	1.20
08/19/03	<b>Redacted</b>	DJL	4.00
08/20/03		JIG	1.00
08/20/03		DJL	2.50
08/21/03		DJL	3.70
08/22/03		JIG	1.00
08/22/03		DJL	1.80
08/25/03		JIG	1.50
08/25/03		DJL	3.50
08/26/03		JIG	2.30
08/26/03		DJL	4.70
08/27/03		JIG	2.00

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>
08/27/03		DJL	3.00
08/28/03		JIG	3.00
08/28/03		DJL	3.00
<b>Redacted</b>			
08/29/03		JIG	1.50
08/29/03		DJL	3.00
08/30/03		DJL	3.00
08/31/03		DJL	2.50
<b>Total Professional Services</b>			<b><u>\$37,517.00</u></b>

<u>Name</u>	<u>Rate</u>	<u>Hours</u>	<u>Value</u>
Joseph I. Goldstein	525.00	28.20	14,805.00
Dennis J. Lawson	340.00	66.80	22,712.00
<b>Total Professional Services</b>		<b><u>95.00</u></b>	<b><u>\$37,517.00</u></b>

**Other Services & Expenses:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/10/03	Comp. Library Research LAWSON, DENNIS L 830HDB	29.62
08/10/03	Comp. Library Research LAWSON, DENNIS L 830IIB	163.51
08/11/03	Comp. Library Research LAWSON, DENNIS J 4591400	22.74
08/11/03	Inhouse Duplicating	10.40
08/11/03	Inhouse Duplicating	18.20
08/11/03	Inhouse Duplicating	2.40
08/11/03	Inhouse Duplicating	7.80
08/11/03	Inhouse Duplicating	0.00
08/11/03	Inhouse Duplicating	0.00
08/11/03	Inhouse Duplicating	2.20
08/11/03	Inhouse Duplicating	1.80
08/11/03	Inhouse Duplicating	0.60

<b>Date</b>	<b>Description</b>	<b>Amount</b>
08/11/03	Inhouse Duplicating	4.20
08/12/03	Comp. Library Research LAWSON, DENNIS L 830HDB	41.47
08/12/03	Comp. Library Research LAWSON, DENNIS L 830HDB	380.32
08/12/03	Comp. Library Research LAWSON, DENNIS L 830HDB	32.57
08/12/03	Comp. Library Research LAWSON, DENNIS L 830HDB	10.08
08/12/03	Air fare - - VENDOR:Joseph I. Goldstein trip to Chicago on 8.7.03	493.50
08/12/03	Other Travel Expenses - - VENDOR:Joseph I. Goldstein trip to Chicago on 8.7.03	19.50
08/13/03	Inhouse Duplicating	0.40
08/13/03	Inhouse Duplicating	7.00
08/15/03	Comp. Library Research LAWSON, DENNIS J 4591400	225.67
08/18/03	Inhouse Duplicating	10.80
08/29/03	Comp. Library Research LAWSON, DENNIS J 4591400	253.69
08/30/03	Comp. Library Research LAWSON, DENNIS J 4591400	547.50
	<b>Total Other Services &amp; Expenses</b>	<b><u>\$2,285.97</u></b>





1001 Pennsylvania Avenue, NW, Washington, DC 20004-2595  
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September 26, 2003

Stephen C. Hilbert  
Haverstick Consulting, Inc.  
11405 North Pennsylvania Street  
Suite 210  
Carmel, IN 46032

Matter: 010509.0000011  
Invoice: 1123902

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Statement of Account

RE: SEC Investigation

Professional Services Rendered Through August 31, 2003	\$182.00
Other Services and Expenses	<u>520.77</u>
Total Due this Invoice	<u><u>\$702.77</u></u>

**Professional Services:**

<u>Date</u>	<u>Description</u>	<u>Initials</u>	<u>Hours</u>	<u>Amount</u>
08/04/03	<b>Redacted</b>	BWK	0.70	182.00
<b>Total Professional Services</b>			<b><u>0.70</u></b>	<b><u>\$182.00</u></b>

**Other Services & Expenses:**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
06/20/03	Express Delivery	10.37
08/04/03	Inhouse Duplicating	2.80
08/14/03	Inhouse Duplicating	22.80
08/22/03	Court Reporter Service - - VENDOR: Joseph I. Goldstein SEC transcript of Hilbert's 7/24/03 testimony	484.80
<b>Total Other Services &amp; Expenses</b>		<b><u>\$520.77</u></b>