

**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 B 49672
))
 Debtors.) (Jointly Administered)
) Honorable Carol A. Doyle
) Docket under 02 B 49672

**ORDER AUTHORIZING THE DEBTORS TO EMPLOY
AND COMPENSATE PROFESSIONALS UTILIZED IN
THE ORDINARY COURSE OF THE DEBTORS' BUSINESSES**

Upon the motion (the "Motion")² of the debtors and debtors in possession in the above-captioned chapter 11 cases (the "Debtors") for an order authorizing the Debtors to employ and compensate certain professionals utilized in the ordinary course of the Debtors' businesses; and it appearing that the relief requested is essential to the continued operation of the Debtors' businesses and in the best interest of the Debtors' estates and creditors; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that adequate notice of the Motion having been given under the circumstances; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted effective as of the Petition Date; and it is further

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 Capitalized terms not defined herein shall take the meaning ascribed thereto in the Motion.

ORDERED that the Debtors are authorized, but not required, to employ and retain, pursuant to sections 105(a) and 327 of the Bankruptcy Code, all Ordinary Course Professionals listed on Exhibit A attached hereto, which list may be supplemented without the need to file individual retention applications by filing a Supplement with the Court and serving such Supplement on the United States Trustee and the attorneys for the committees appointed in this case, without the need for any further hearing or notice to any other party; and it is further

ORDERED that the Debtors are authorized, but not required, to make monthly payments for compensation and reimbursement of expenses less than and equal to \$50,000 to each of the Ordinary Course Professionals in the manner customarily made by the Debtors in the full amount billed by any such Ordinary Course Professional (subject, however, to the next paragraph), upon receipt therefrom of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such Ordinary Course Professional's standard billing practices (without prejudice to the Debtors' normal right to dispute any such invoices); provided, however, that compensation paid to an Ordinary Course Professional shall not be final until the retention of such Ordinary Course Professional is authorized as a final matter pursuant to the provisions below; and it is further

ORDERED that all payments over \$50,000 in any one month to any one Ordinary Course Professional shall be subject to the approval of the Court (with prior notice to official committees appointed in these cases) in accordance with sections 330 and 331 of the Bankruptcy Code; and it is further

ORDERED that the Interested Parties shall have twenty (20) days after the Monthly Invoice Date to review the invoice and object to the fees and expenses requested by such Ordinary Course Professional(s). If any Interested Party objects to the payment of fees or

expenses for a particular Ordinary Course Professional, then that Ordinary Course Professional shall be required to submit a formal application to the Court for such compensation in compliance with Sections 327 and 330 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and all applicable orders of this Court. If no objections are filed within twenty (20) days of the Monthly Invoice Date, the Debtors shall be authorized to pay the particular Ordinary Course Professional(s) without further order of the Court; and it is further

ORDERED that the Debtors shall file a statement with the Court and to serve such statement on the United States Trustee on March 31, June 30, September 30, and December 31 of every year (except December 31, 2002) that these Chapter 11 Cases are pending (the "Quarterly Statement"). The Quarterly Statement shall include the following information for each Ordinary Course Professional: (a) the name of such Ordinary Course Professional; (b) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the previous 90 days; and (c) a general description of the services rendered by each Ordinary Course Professional; and it is further

ORDERED that the Interested Parties shall have twenty (20) days following the filing of each such Quarterly Statement to file objections to payments to a particular Ordinary Course Professional reflected in such Statement. In the event an objection to the amounts paid to an Ordinary Course Professional is filed, the Court shall determine the reasonableness and necessity of such fees and expenses; and it is further

ORDERED that within thirty (30) days of the entry of this Order, the Debtors shall serve this Order upon each Ordinary Course Professional, and thereafter, on Additional Ordinary Course Professionals. Each Ordinary Course Professional shall file with the Court, and serve on the United States Trustee, an Ordinary Course Professional Affidavit, substantially

similar to the affidavit attached hereto as Exhibit B, including an explanation of prepetition services rendered, and postpetition services to be provided, to the Debtors; and it is further

ORDERED that the United States Trustee shall have thirty (30) days after receipt of each Ordinary Course Professional Affidavit (the "Objection Deadline") to object to the retention of such Ordinary Course Professional. The United States Trustee shall serve any such objections upon the Debtors, the relevant Ordinary Course Professional, and the attorneys for any official committee appointed in these cases on or before the Objection Deadline. If any such objection cannot be resolved, the matter shall be scheduled for hearing before the Court at the next regularly-scheduled omnibus hearing date or other date otherwise agreeable to the relevant Ordinary Course Professional, the Debtors and the United States Trustee. If no objection is received from the United States Trustee within thirty (30) days after the filing of an Ordinary Course Professional Affidavit, the Debtors shall be authorized to retain such Ordinary Course Professional as a final matter; and it is further

ORDERED that the Debtors are authorized, without need for further hearing or order from the Court, to employ and retain Additional Ordinary Course Professionals by filing with the Court and serving on the United States Trustee and the attorneys for any committees appointed in these cases, a Supplement listing the name and estimated monthly compensation for each such Additional Ordinary Course Professional, along with a brief description of the services to be rendered and by otherwise complying with the terms of this Order; and it is further

ORDERED that for purposes of complying with Bankruptcy Rule 2014 affidavit requirements, the thirty (30) day requirement for the Additional Ordinary Course Professionals will run from the filing of the Supplement with the Court, but all other requirements will remain the same; and it is further

ORDERED that the Debtors, in their sole discretion, have the right to amend Exhibit A hereto to add or remove Ordinary Course Professionals, without the need for any further hearing or notice to any party other than the United States Trustee, and without the need to file individual retention applications for each; and it is further

ORDERED that notwithstanding anything to the contrary in the Motion, the CFC Debtors may, in their sole and absolute discretion, pay certain prepetition claims of attorneys that may have been advanced for goods and services rendered in connection with the CFC Debtors' servicing commitments in respect of the trust portfolios serviced by the CFC Debtors as set forth in the *Order (A) Authorizing the CFC Debtors to Honor Their Obligations in Connections with (I) the Servicing of Existing Loans, (II) Prepetition Customer Loan Obligations; (B) Authorizing the CFC Debtors to Sell and Securitize Loans in the Ordinary Course of Business and Approving Notice Procedures Related thereto; and (C) Authorizing and Directing Banks to Honor Checks and Wire Transfers* ("Servicing Order") entered by this Court on December 18, 2002; and it is further

ORDERED that all time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a); and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Chicago, Illinois

Dated: January 4, 2003

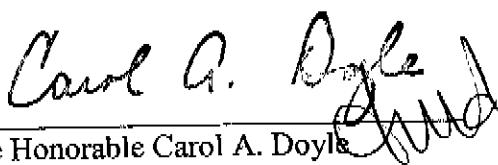

The Honorable Carol A. Doyle

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EXHIBIT B

**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 B 49672**
 Debtors) **(Jointly Administered)**
) **Honorable Carol A. Doyle**
)
) **Docket under 02 B 49772**

AFFIDAVIT

_____, being duly sworn, upon oath, deposes and says:

1. I hold the position of _____ with _____ located at _____ (the "Company").
2. The above-captioned debtors and debtors in possession (collectively, the "Debtors") have requested that the Company provide _____ services to the Debtors, and the Company has consented to provide such services.
3. The Company may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to these Chapter 11 cases, for persons that are parties in interest in the Chapter 11 Cases. The Company does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates, except as may be set forth herein.
4. Neither I nor any principal of or professional employed by the Company have agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Company.
5. Neither I nor any principal of or professional employed by the Company, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.
6. The Debtors owe the Company \$ _____ for prepetition services, the payment of which is subject to limitations contained in the Bankruptcy Code.

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.

7. As of the Petition Date, the Company [was/was not] party to an agreement that provides for indemnification. [A copy of such agreement, if any, is attached as an Exhibit to this Affidavit.]
 8. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Affidavit.
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Subscribed and sworn to before me
this _____ day of _____, 2003.

Notary Public