

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

In re:) Chapter 11
)
) Case No. 02-49672
Conseco, Inc., et al.,¹)
)
) The Honorable Carol A. Doyle
Debtors.)
)

**ORDER GRANTING FINAL APPLICATION
OF GREENBERG TRAUIG, P.C. FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon the Final Application² of Greenberg Traurig, P.C. for allowance of compensation and reimbursement of expenses incurred in connection with services rendered to the CFC Committee during the time period beginning January 20, 2003 and ending September 9, 2003 (the "Final Period"); due notice of the Final Application having been given; the Court having considered the recommendations of the Fee Review Committee; and the Court being fully advised in the premises:

IT IS HEREBY ORDERED THAT Greenberg Traurig, P.C. is finally awarded compensation for services rendered as counsel to the CFC Committee in the amount of \$2,381,663.50; and

¹ The Debtors are the following entities: (i) Conseco, Inc., CIHC, Incorporated, CTIHC, Inc., and Partners Health Group, Inc. (the "Holding Company Debtors"), (ii) Conseco Finance Corp. and Conseco Finance Servicing Corp. (the "CFC Debtors"), and (iii) 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 Financial 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. (the "CFC Subsidiary Debtors"), (iv) Green Tree Finance Corp. - Five and Green Tree Residual Finance Corp. I, and Conseco Finance Credit Card Funding Corp. (the "New Debtors" and, collectively with the Holding Company Debtors, the CFC Debtors and the CFC Subsidiary Debtors, the "Debtors").

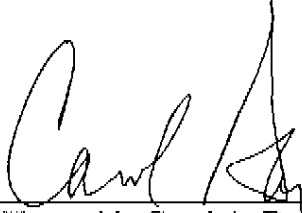
² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Final Application

IT IS FURTHER ORDERED THAT Greenberg Traurig, P.C. is finally awarded reimbursement of expenses on behalf of the CFC Committee in the amount of \$129,017.74; and

IT IS FURTHER ORDERED THAT Greenberg Traurig, P.C. is authorized to apply the \$74,896.90 Retainer to the balance of fees and expenses finally awarded pursuant to this Order; and

IT IS FURTHER ORDERED THAT the Plan Administrator is authorized and directed to remit the balance of the fees and expenses finally awarded to Greenberg Traurig, P.C., pursuant to this Order, after application of Retainer, in the amount of \$145,509.19.

Dated: 4/8/04



The Honorable Carol A. Doyle
United States Bankruptcy Judge