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

UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF ILLINOIS
 4-3007 0 2003

	)	Chapter 11		KENNETH S. GARDNER, CLERK
	)			PS REP. - KS
In re:	)	Case No. 02-49672		
)			
Conseco, Inc, <u>et al.</u> , ¹	)	The Honorable Carol A. Doyle		
)			
Debtors.	)	Objection Deadline:		
	)	Hearing Date:		

**EIGHTH AND FINAL APPLICATION OF
 HURON CONSULTING GROUP LLC FOR ALLOWANCE OF FINAL
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Huron Consulting Group LLC (“Applicant”), as advisor to the Official Committee of Unsecured Creditors of the CFC Debtors (the “CFC Committee”), presents its eighth and final application (the “Final Application”) pursuant to and in accordance with (i) sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”); (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); (iii) the Court’s Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, entered on January 2, 2003 (the “Administrative Order”); and (iv) the Fee Review Committee Billing Guidelines, approved by this Court on September 17, 2003.

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”).

By this Final Application, Applicant seeks final approval of compensation in the amount of \$1,596,898.00 and reimbursement of out-of-pocket expenses in the amount of \$109,989.20 incurred in connection with services rendered to the CFC Committee during the time period beginning January 10, 2003 and ending September 9, 2003 (the "Case Period"). Additionally, Applicant requests permission to submit a final invoice for fees and expenses related to completing necessary work in conjunction with these cases subsequent to September 9, 2003, compiling the Final Fee Application and any necessary travel to attend the Final Fee Hearing. This amount is not expected to exceed \$40,000.00. In support of this Final Application, Applicant respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over the Final Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(A) and (O).
2. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, and Bankruptcy Rule 2016(a).

BACKGROUND

3. On December 17, 2002 (the "Petition Date"), the Holding Company Debtors and the CFC Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On February 3, 2003, the CFC Subsidiary Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On June 2, 2003, the New Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On June 24, 2003, Conesco Finance Credit Card Funding Corp. filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

4. Shortly after the Petition Date, the United States Trustee appointed the following three committees in the Chapter 11 Cases: (i) the Official Unsecured Creditors Committee for the Holding Company Debtors; (ii) the Official TOPrS Committee; and (iii) the Official Unsecured Creditors Committee for the CFC Debtors. The following creditors were appointed to serve as the CFC Committee in the CFC Debtors' cases:

- U.S. Bank National Association
- Millennium Partners, LLC
- Prudential Insurance Company
- Commonwealth Advisors, Inc.
- Deutsche Asset Management
- Jefferson Pilot Financial Insurance Company
- Morgan Keegan

5. On February 24, 2003, the Court entered an order (the "**Retention Order**") granting the CFC Committee's request to employ and retain Applicant as its advisor pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, effective as of January 10, 2003. A copy of the Retention Order authorizing Applicant's employment is attached hereto as **Exhibit A**.

APPLICANT'S PRIOR REQUESTS

6. On February 27, 2003, Applicant filed its first monthly application for interim compensation and reimbursement of expenses for the time period beginning January 10, 2003 and ending January 31, 2003 (the "**First Application**"). The First Application sought an interim allowance of compensation in the amount of \$343,845.00 (representing 90% of the actual fees incurred in the amount of \$382,051.00) and \$31,512.31 for reimbursement of 100% of the actual and necessary expenses incurred for a total of \$375,357.31. On or about April 3, 2003, Applicant received a payment in the amount of \$375,357.31 from the CFC Debtors on account of the fees and expenses requested in the First Application.

7. On March 28, 2003, Applicant filed its second monthly application for interim compensation and reimbursement of expenses for the period beginning February 1, 2003 through February 28, 2003 (the "**Second Application**"). The Second Application sought an interim allowance of compensation in the amount of \$559,140.00 (representing 90% of the actual fees incurred in the amount of \$621,267.00) and \$19,676.12 for reimbursement of 100% of the actual and necessary expenses incurred for a total of \$578,816.12. On or about April 9, 2003, Applicant received a payment in the amount of \$578,816.12 from the CFC Debtors on account of the fees and expenses requested in the Second Application.

8. On April 25, 2003, Applicant filed its third monthly application for interim compensation and reimbursement of expenses for the period beginning March 1, 2003 through March 31, 2003 (the "**Third Application**"). The Third Application sought an interim allowance of compensation in the amount of \$142,193.00 (representing 90% of the actual fees incurred in the amount of \$157,992.00) and \$12,028.93 for reimbursement of 100% of the actual and necessary expenses incurred for a total of \$154,221.93. On or about June 6, 2003, Applicant received a payment in the amount of \$154,221.93 from the CFC Debtors on account of the fees and expenses requested in the Third Application.

9. On May 29, 2003, Applicant filed its fourth monthly application for interim compensation and reimbursement of expenses for the time period beginning April 1, 2003 and ending April 30, 2003 (the "**Fourth Application**"). The First Application sought an interim allowance of compensation in the amount of \$267,734.00 (representing 90% of the actual fees incurred in the amount of \$297,483.00) and \$14,383.99 for reimbursement of 100% of the actual and necessary expenses incurred for a total of \$282,117.99. On or about June 19, 2003, Applicant received a payment in the amount of \$282,117.99 from the CFC Debtors on account of the fees and expenses requested in the Fourth Application.

10. On June 26, 2003, Applicant filed its fifth monthly application for interim compensation and reimbursement of expenses for the period beginning May 1, 2003 through May 31, 2003 (the "**Fifth Application**"). The Fifth Application sought an interim allowance of compensation in the amount of \$72,558.00 (representing 90% of the actual fees incurred in the amount of \$80,620.00) and \$716.74 for reimbursement of 100% of the actual and necessary expenses incurred for a total of \$73,274.74. On or about September 8, 2003, Applicant received a payment in the amount of \$73,274.74 from the CFC Debtors on account of the fees and expenses requested in the Fifth Application.

11. On July 25, 2003, Applicant filed its sixth monthly application for interim compensation and reimbursement of expenses for the period beginning June 1, 2003 through June 30, 2003 (the "**Sixth Application**"). The Sixth Application sought an interim allowance of compensation in the amount of \$26,204.00 (representing 90% of the actual fees incurred in the amount of \$29,115.00) and \$125.14 for reimbursement of 100% of the actual and necessary expenses incurred for a total of \$26,329.14. On or about September 9, 2003, Applicant received a payment in the amount of \$26,329.14 from the CFC Debtors on account of the fees and expenses requested in the Sixth Application.

12. On August 26, 2003, Applicant filed its seventh monthly application for interim compensation and reimbursement of expenses for the time period beginning July 1, 2003 and ending July 31, 2003 (the "**Seventh Application**"). The Seventh Application sought an interim allowance of compensation in the amount of \$11,777.00 (representing 90% of the actual fees incurred in the amount of \$13,085.00) and \$11.03 for reimbursement of 100% of the actual and necessary expenses incurred for a total of \$11,788.03. On or about October 7, 2003, Applicant received a payment in the amount of \$11,788.03 from the CFC Debtors on account of the fees and expenses requested in the Seventh Application.

EIGHTH INTERIM REQUEST

13. This is Applicant's eighth interim and final application for compensation and reimbursement of expenses. The eighth interim period covers the time period beginning August 1, 2003 and ending September 9, 2003 (the "Eighth Interim Period"). No previous application has been filed in connection with the fees and expenses incurred during the Eighth Interim Period.

14. As further detailed in the invoice attached hereto as **Exhibit B**, Applicant requests compensation for the professionals who have provided services to the CFC Committee during the Eighth Interim Period. A summary of the professionals who have provided services during the Eighth Interim Period is summarized as follows:

Professional	Level	Hourly Billing Rate	Total Billed Hours	Total Compensation
James Lukenda	Managing Director	\$800	1.5 \$	900
Renton C. Squires	Director	\$450	14.7 \$	6,615
Christopher Alberta	Manager	\$350	10.2 \$	3,570
Bryce Stirlen	Associate	\$250	8.1 \$	2,025
Matthew Gavellan	Associate	\$250	7.8 \$	1,950
Alisa Chung	Associate	\$250	0.9 \$	225
Total			43.2 \$	15,285

15. The services performed by Applicant during the Interim Period have been categorized into project summaries which are described below. Each project summary refers to specific pages of **Exhibit B**, which is attached hereto and incorporated herein by reference. **Exhibit B** includes detailed time entries showing the services provided in the category, the advisor providing the service, the date the service was provided, the time incurred and the value of such time.

**SUMMARY OF SERVICES RENDERED
DURING THE EIGHTH INTERIM PERIOD**

A. Case Reporting

16. During the Eighth Interim Period, Applicant continued to stay abreast of the Debtors' financial performance through its continued review of the monthly operating and other reports.

17. Applicant expended 2.3 hours with a value of \$805.00 in this category during the Eighth Interim Period. See **Exhibit B** for a detailed description of these services.

B. Fee Applications/Billing

18. During the Eighth Interim Period, Applicant expended hours for the preparation of the Second Quarterly and Seventh Monthly Fee Applications, as well as reconciling job-to-date fees and expenses.

19. Applicant expended 10.8 hours with a value of \$3,000.00 in this category during the Eighth Interim Period. See **Exhibit B** for a detailed description of these services.

C. Plan and Disclosure Statement

20. During the Eighth Interim Period, Applicant reviewed and analyzed the Holding Company's Amended Plans of Reorganization (the "**Reorganizing Plan**"). Applicant carefully considered each of the proposed Plans' effects on the CFC Committee and other creditors and participated in discussions regarding the Reorganizing Plan.

21. Applicant expended 5.1 hours with a value of \$1,835.00 in this category during the Eighth Interim Period. See **Exhibit B** for a detailed description of these services.

D. Unsecured Claims Analysis

22. During the Eighth Interim Period, Applicant performed extensive review of unsecured claims through review of data, conversations with members of the Unsecured Creditors Committee, conversations with claim holders and review of objections.

23. Applicant expended 16.5 hours with a value of \$7,380.00 in this category during the Eighth Interim Period. See **Exhibit B** for a detailed description of these services.

E. Appraisals/Valuation

24. During the Eighth Interim Period, Applicant performed a review of documents provided by parties to the case and analysis of the solvency of the Debtors.

25. Applicant expended 8.1 hours with a value of \$2,025.00 in this category during the Eighth Interim Period. See **Exhibit B** for a detailed description of these services.

F. General Case Administration

26. During the Eighth Interim Period, Applicant provided billing, status and timetable updates to members of the Unsecured Creditors Committee.

27. Applicant expended 0.4 hours with a value of \$240.00 in this category during the Eighth Interim Period. See **Exhibit B** for a detailed description of these services.

EXPENSES

28. During the Eighth Interim Period, Applicant expended the sum \$31,534.94 for reasonable and necessary out-of-pocket expenses incurred in connection with its representation of the CFC Committee. The expenses incurred by Applicant during the Eighth Interim Period are summarized as follows:

EXPENSE	AMOUNT
Research	\$31,500.00
Postage Charges	\$34.94
TOTAL:	\$31,534.94

Such expenses are described in detail on **Exhibit B**, attached hereto.

29. Charges for research relate to IMAKE Consulting Inc. ("IMAKE"), a service provider who runs cascade models for securitizations. IMAKE provided cash flow and financial projections based on a range of servicing fee scenarios requested by Huron on the Committee's

behalf. Use of IMAKE is necessary due to the large volume of data and large number of servicing fee transactions the Debtors perform. IMAKE performed such calculations for the Debtors and it was in the Creditor's interest to utilize the same model. An invoice for IMAKE fees has been included in **Exhibit B**.

30. In accordance with the Administrative Order and this Court's Standing Order Number 10, Applicant represents the following with regard to its charges for actual and necessary costs and expenses during the Eighth Interim Period:

- (a) copy charges are \$.10 per page, which charge is reasonable, represents the cost of copy material, acquisition, maintenance, storage and operation of copy machines, together with a margin for recovery of cost expenditures.
- (b) Incoming facsimiles are not billed.
- (c) Outgoing facsimiles are not billed. However, the telephone connection charges for each facsimile are billed.
- (d) Applicant has charged for local travel which includes cab fares and parking fees for advisors to attend meetings court hearings and other occurrences involving case related local travel. Applicant routinely charges both bankruptcy and non-bankruptcy clients for such local travel when the case demands work into the evening.

SUMMARY

31. During the Eighth Interim Period, Applicant expended a total of 43.2 hours rendering professional services to the CFC Committee. Based upon the total number of hours spent in connection with Applicant's representation of the CFC Committee, the gross amount of fees incurred during the Eighth Interim Period is \$15,285.00. Because this is the Final Application, Applicant requests approval and payment of 100% of the professional fees incurred during the Eighth Interim Period.

32. As advisor to the CFC Committee, Applicant incurred a total of \$31,534.94 in out-of-pocket expenses during the Interim Period. Applicant requests approval and payment of 100% of the actual and necessary expenses incurred during the Eighth Interim Period.

**FINAL REQUEST FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

33. During the Case Period, Applicant submitted a total of seven monthly applications for interim compensation and reimbursement of expenses in addition to the Eighth Interim Request described above. The First through Seventh Monthly Applications (together with the Eighth Interim Request, the "Monthly Applications") are attached hereto as **Group Exhibit C** and incorporated herein by reference. By this Final Application, Applicant requests entry of an Order (i) finalizing all of Applicant's previous awards; (ii) granting permission to submit a final invoice for fees and expenses related to completing necessary work related to this case; (iii) directing the Plan Administrator to pay the balance of unpaid fees in the amount of \$57,316.00 and expenses totaling \$31,534.94 withheld from or due and owing on the Monthly Applications and to pay any final invoice submitted by Huron.

34. The time period covered by each Monthly Application, the amounts requested, the amounts awarded and the balances due are summarized as follows:

Time Period	Fees Requested (100%)	Fees Billed (90%) [1]	Expenses Requested (100%)	Total Interim Billing [2]	Amount Received	Amount Due [3]
First Application: January 10, 2003 - January 31, 2003	\$ 382,051.00	\$ 343,846.00	\$ 31,512.31	\$ 375,357.31	\$ 413,663.31	\$ -
Second Application: February 1, 2003 - February 28, 2003	\$ 621,267.00	\$ 559,140.00	\$ 19,676.12	\$ 578,816.12	\$ 640,943.12	\$ -
Third Application: March 1, 2003 - March 31, 2003	\$ 157,992.00	\$ 142,193.00	\$ 12,028.93	\$ 154,221.93	\$ 170,020.93	\$ -
Fourth Application: April 1, 2003 - April 30, 2003	\$ 297,483.00	\$ 267,734.00	\$ 14,363.99	\$ 282,117.99	\$ 282,117.99	\$ 29,749.00
Fifth Application: May 1, 2003 - May 31, 2003	\$ 80,820.00	\$ 72,558.00	\$ 716.74	\$ 73,274.74	\$ 73,274.74	\$ 8,062.00
Sixth Application: June 1, 2003 - June 30, 2003	\$ 29,115.00	\$ 26,204.00	\$ 125.14	\$ 26,329.14	\$ 26,328.14	\$ 2,912.00
Seventh Application: July 1, 2003 - July 31, 2003	\$ 13,085.00	\$ 11,777.00	\$ 11.03	\$ 11,788.03	\$ 11,788.03	\$ 1,308.00
Eighth Application: August 1, 2003 - August 31, 2003	\$ 15,285.00	\$ 13,757.00	\$ 31,534.94	\$ 45,291.94	\$ -	\$ 46,819.94
CASE PERIOD TOTAL	\$ 1,586,898.00	\$ 1,437,208.00	\$ 109,989.20	\$ 1,547,197.20	\$ 1,618,036.26	\$ 88,850.94
Final Invoice to be Submitted	\$ 40,000.00	\$ -	\$ -	\$ 40,000.00	\$ -	\$ 40,000.00
GRAND TOTAL	\$ 1,636,898.00	\$ 1,437,208.00	\$ 109,989.20	\$ 1,587,197.20	\$ 1,618,036.26	\$ 128,850.94

[1] Total outstanding holdbacks over the period amounted to \$43,559. Of this total \$29,748, \$8,062, \$2,912, \$1,308 and 1,528 relate to the Fourth, Fifth, Sixth, Seventh and Eighth Applications, respectively.

[2] Total Interim Billing is net of a 10% holdback of Fees Requested.

[3] Amount due is equal to Fees Requested plus Expenses Requested, less Amount Received.

35. As further detailed in the Monthly Applications attached hereto as **Group Exhibit C**, Applicant requests final approval and allowance of compensation in the gross amount of \$1,636,898.00 (which includes a final invoice not to exceed \$40,000.00) for the professionals who have provided services to the CFC Committee during the Case Period. Attached to the Final Application as **Exhibit D** is a chart summarizing the hours spent by each professional who has provided services during the Case Period, their hourly billing rate and the total amount of fees incurred.

36. During the Case Period, Applicant provided services to the CFC Committee with respect to twenty-two (22) separate categories of services, each of which are detailed in the Monthly Applications attached hereto as **Group Exhibit C**. Each of the Monthly Applications include a summary of services, detailed time entries showing the services provided in each category, the professional providing the service, the date the service was provided, the time incurred and the value of such time. The services performed by Applicant during the Case Period have been categorized into project summaries which are detailed in **Exhibit E** attached hereto.

37. During the Case Period, Applicant incurred out of pocket expenses in the amount of \$109,989.20. Itemized expense reports are attached hereto as **Group Exhibit C**. A summary of the expenses incurred by Applicant during the Case Period is included in **Exhibit E** attached hereto.

SUMMARY AND CONCLUSION

38. Applicant has diligently represented the CFC Committee during the Chapter 11 Cases. Through Applicant's tireless efforts with Committee's Counsel and the Committee Chairman to maximize the value of the CFC Debtors' businesses, the sale of the CFC Debtors assets generated an anticipated 33% distribution to unsecured creditors, where at the onset of the Chapter 11 cases the prospect for a meaningful distribution to unsecured creditors was unlikely. In addition, Applicant played an integral role in the successful confirmation of both the Reorganizing Debtor and CFC Debtor Plans in less than nine months, an exceptional conclusion to extremely complicated Chapter 11 proceedings.

39. Huron provided the Committee with specific valuation related skills, among other restructuring and bankruptcy skills, that were critical to opening the sale process to achieve the

remarkable recovery ultimately provided to the Unsecured Creditors. Huron's compensation is based on hours devoted to their efforts at customary rates, and is not based on any success factor or fee. Had the arrangements been success based, Huron would have been entitled to significantly greater compensation under these circumstances. Based upon the circumstances, the fair value of the professional services rendered by Applicant to the CFC Committee, the skill required, the nature of services rendered and the excellent results obtained, the fees charged by Applicant for its services in the Chapter 11 Cases are reasonable.

40. Applicant requests entry of a final order allowing the fees requested in the Final Application in the amount of \$1,636,898.00 (inclusive of a final invoice not to exceed \$40,000.00 for necessary work completed subsequent to September 9, 2003). Applicant further requests entry of a final order authorizing and directing the Plan Administrator to pay the balance of fees withheld and/or unpaid from the Monthly Applications in the amount of \$57,316.00. This amount includes the 10% of fees withheld from the Fourth through Seventh Monthly Applications plus the total amount of unpaid fees requested in Applicant's Eighth Monthly Application.

41. Applicant further requests entry of a final order allowing the out-of-pocket expenses requested in the Final Application in the amount of \$109,989.20, and authorizing the Plan Administrator to pay the balance of requested expenses totaling \$31,534.94, which amount represents 100% of the expenses requested in the Eighth Monthly Application.

42. Applicant requests permission to submit a final invoice for fees and expenses related to completing necessary work for the Committee, compiling the Final Fee Application and any necessary travel to attend the Final Fee Hearing. This amount is not expected to exceed \$40,000.00.

43. All services for which Applicant requests compensation were performed for and on behalf of the CFC Committee, and not on behalf of any other entity.

44. No agreement or understanding exists between Applicant and any other person for sharing compensation that has been or will be received, except such sharing as is customary and generally accepted among lawyers within a law firm.

45. No agreement or understanding, expressed or implied, has been or will be entered into for the purpose of fixing the fees or other compensation to be paid to any other advisor for any party in interest, to any other party in interest, or to any person for services rendered in connection with the Chapter 11 Cases.

WHEREFORE, James M. Lukenda and Huron Consulting Group LLC respectfully request that it be allowed reimbursement for its fees and expenses incurred during the Case Period, described as follows:

- (i) granting Applicant final compensation for services rendered as financial advisor to the CFC Committee in the amount of \$1,636,898.00 (inclusive of a final invoice not to exceed \$40,000.00 for necessary work completed subsequent to September 9, 2003);
- (ii) granting Applicant reimbursement of expenses incurred during the Case Period on behalf of the CFC Committee in the amount of \$109,989.20;
- (iii) authorizing and directing the Plan Administrator to remit the balance of the fees and expenses allowed to Applicant in the amount \$88,850.94 and the amount of a final invoice when provided; and
- (iv) granting Applicant's request to submit a final invoice and such other and further relief deemed appropriate under the circumstances.

Dated: October 8, 2003

HURON CONSULTING GROUP LLC

By: 

James M. Lukenda, CIRA
Huron Consulting Group LLC
1301 Avenue of the Americas
NY, NY 10109
Telephone: (646) 277-2207
Facsimile: (212) 785-1313

Financial Advisor to the CFC Committee

Exhibit A

**Order Authorizing Retention and Employment of Huron Consulting
Group LLC as Financial Advisors to the CFC Committee**

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

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

**ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF HURON
CONSULTING GROUP LLC AS FINANCIAL ADVISORS TO THE CFC COMMITTEE**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors of the CFC Debtors (the "CFC Committee") for entry of an Order authorizing the retention and employment of Huron Group Consulting LLC ("HCG") as financial advisors to the CFC Committee and the supplement (the "Supplement") to the Application; and upon the Lukenda Affidavits² and the Second Supplemental Affidavit; and it appearing that the Court has jurisdiction over the Application pursuant to 28 U.S.C. § 157(b)(2)(A) and (O); and it appearing that HCG does not hold or represent any interest materially adverse to the Debtors, any creditors of the Debtors, the United States Trustee for the Northern District of Illinois or any person employed in the United States Trustee's office, or any other party-in-interest with respect to the matters upon which said firm is to be engaged; and it appearing that HCG is a "disinterested person" as described by section 101(14) of the Bankruptcy Code; and it appearing that due and adequate notice of the Application and the Supplement has been given; and it appearing that no

¹ The Debtors are the following entities: (i) Conseco, Inc., CICH, Incorporated, CTHC, Inc. 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 Credit 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" and, collectively with the Holding Company Debtors and the CFC Debtors, the "Debtors").

² Capitalized terms used herein but not defined herein shall have the meanings given them in the Supplement.

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other or further notice need be given; and this Court having determined that granting the relief requested in the Application and Supplement is in the best interest of the CFC Committee and the Debtors' estates; and after due deliberation and sufficient cause appearing therefore:

IT IS HEREBY:

ORDERED, that the Application is granted; and it is further

ORDERED, that Official Committee of Unsecured Creditors in the jointly administered Chapter 11 proceedings of Conseco Finance Corp. and Conseco Finance Servicing Corp. is authorized to retain and employ Huron Consulting Group LLC upon the terms and conditions set forth in the Application and modified by the Supplement, pursuant to 11 U.S.C. §§ 328(a) and 1103, nunc pro tunc to December 17, 2002; provided that, the monthly fee as set forth in paragraph 8 of the Application shall no longer apply and instead HCG shall bill on an hourly basis as set forth in the Supplement; and it is further

ORDERED that Huron, like all other professionals employed by the Debtors, will comply with applicable Bankruptcy Code, Bankruptcy Rules, Local Rules and the Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members entered in this case in seeking Court approval of its fees and costs; and it is further

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

Dated: July 24, 2003



HONORABLE CAROL A. DOYLE
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Eighth and Final Application Fee
& Expense Summaries and Detail

**Conseco Finance Corporation
 Summary of Fees**

Professional	Level	Hourly Billing Rate	Total Billed Hours	Total Compensation
James Lukenda	Managing Director	\$600	1.5 \$	900
Renton C. Squires	Director	\$450	14.7 \$	6,615
Christopher Alberta	Manager	\$350	10.2 \$	3,570
Bryce Stirlen	Associate	\$250	8.1 \$	2,025
Matthew Gavejian	Associate	\$250	7.8 \$	1,950
Alisa Chung	Associate	\$250	0.9 \$	225
Total			43.2 \$	15,285

Gross Professional Fees	\$	15,285
Less: 10% Holdback		(1,529)
NET PROFESSIONAL FEES	\$	13,757

**Conesco Finance Corporation
 Time Descriptions by Professional**

Date	Hours	Activity	Timekeeper	Description	Fees
8/4/03	0.9	16	Alsa Chung	Discussion, review and data verification for unsecured claim analysis.	225
Total	0.9				\$ 225
8/11/03	2.4	22	Bryce Stirien	Reviewed all work papers for solvency testing.	600
8/11/03	1.9	22	Bryce Stirien	Reviewed additional documents to be included in the solvency testing workpapers.	475
8/11/03	2.8	22	Bryce Stirien	Reviewed, cataloged and stored all Lehman, K&E and Conesco legal and financial documentation provided over the course of the engagement.	700
8/14/03	1.0	22	Bryce Stirien	Reviewed and pulled all coupon payments on B2 securities for project manager.	250
Total	8.1				\$ 2,025
8/7/03	2.4	6	Christopher Alberta	Review fee application documents.	840
8/12/03	2.3	6	Christopher Alberta	Review monthly operating report.	805
8/12/03	2.6	7	Christopher Alberta	Review plan of reorganization.	810
8/13/03	2.3	7	Christopher Alberta	Review plan of reorganization.	805
8/26/03	0.6	6	Christopher Alberta	Review fee application materials.	210
Total	10.2				\$ 3,570
8/15/03	0.6	16	James Lukenda	Update time and work summary; review analysis regarding claims provided by R.Squires.	300
8/18/03	0.1	16	James Lukenda	Review correspondence from R.Squires.	60
8/26/03	0.2	7	James Lukenda	Response to WW, re confirmation matters, R.Squires.	120
8/27/03	0.4	24	James Lukenda	Update on status of timetable and open matters, review monthly billing, correspondence.	240
9/3/03	0.3	16	James Lukenda	Follow-up with e-mail and discussions with team on IMAKE work and billing.	180
Total	1.6				\$ 900
8/1/03	0.4	6	Matthew Gavejian	Began preparation of Q2 2003 Fee application - reviewed April, May and June applications.	100
8/4/03	1.1	6	Matthew Gavejian	Review of DTR's and compared combined hours/fees to billing system totals for reconciliation purposes.	275
8/5/03	0.8	6	Matthew Gavejian	Formatted fee application schedules and revised language of fee application.	200
8/6/03	1.2	6	Matthew Gavejian	Revised format of Quarterly fee application to reflect paid amounts and open invoices from prior applications.	300
8/7/03	0.6	6	Matthew Gavejian	Final review and distribution of Q2 2003 Fee application.	150
8/25/03	1.6	6	Matthew Gavejian	Prepared July Fee application; pulled fee and expense data from billing systems, reviewed DTR's, formatted.	400
8/26/03	2.1	6	Matthew Gavejian	Review and distribute July fee application after discussion with K.Carlson.	525
Total	7.8				\$ 1,850
8/12/03	1.0	16	Renton C. Squires	Discussions with Committee Chair regarding recovery, tracking down Company's/K&E's estimates.	450
8/15/03	2.8	16	Renton C. Squires	Analysis for US Bank (B2 Trustee) on allocation changing discount rate.	1,260
8/15/03	3.4	16	Renton C. Squires	Reviewing Omnibus Objections - wrong debtor claims.	1,630
8/18/03	0.4	16	Renton C. Squires	Responding to B2 holder's calls regarding allocation.	180
8/20/03	4.3	16	Renton C. Squires	Discussions regarding Mixed Rec deals, gathering data to help allocate within mixed deals.	1,835
8/22/03	1.8	16	Renton C. Squires	Resolving sub-class allocation issues. Conversations with IMAKE and CFC.	810
8/25/03	0.4	16	Renton C. Squires	Committee call to discuss claims allocation.	180
8/26/03	0.6	16	Renton C. Squires	Handling calls from B2 Holders regarding allocation.	270
Total	14.7				\$ 6,815
Grand Total	43.2				\$ 15,285

Conesco Finance Corporation
Time Descriptions by Activity Code

Date	Hours	Activity	Timekeeper	Description	Fees
8/12/03	2.3	5	Christopher Alberta	Review monthly operating report.	805
Total	2.3				\$ 805
8/1/03	0.4	6	Matthew Gavejian	Began preparation of Q2 2003 Fee application - reviewed April, May and June applications.	100
8/4/03	1.1	6	Matthew Gavejian	Review of DTR's and compared combined hours/fees to billing system totals for reconciliation purposes.	275
8/5/03	0.8	6	Matthew Gavejian	Formatted fee application schedules and revised language of fee application.	200
8/6/03	1.2	6	Matthew Gavejian	Revised format of Quarterly fee application to reflect paid amounts and open invoices from prior applications.	300
8/7/03	2.4	6	Christopher Alberta	Review fee application documents.	840
8/7/03	0.6	6	Matthew Gavejian	Final review and distribution of Q2 2003 Fee application.	150
8/25/03	1.6	6	Matthew Gavejian	Prepared July Fee application; pulled fee and expense data from billing systems, reviewed DTR's, formatted.	400
8/26/03	0.6	6	Christopher Alberta	Review fee application materials.	210
8/26/03	2.1	6	Matthew Gavejian	Review and distribute July fee application after discussion with K.Carlson.	525
Total	10.8				\$ 3,000
8/12/03	2.6	7	Christopher Alberta	Review plan of reorganization.	910
8/13/03	2.3	7	Christopher Alberta	Review plan of reorganization.	805
8/25/03	0.2	7	James Lukenda	Response to WW, re confirmation matters, R.Squires.	120
Total	5.1				\$ 1,835
8/4/03	0.9	16	Alisa Chung	Discussion, review and data verification for unsecured claim analysis.	225
8/12/03	1.0	16	Renton C. Squires	Discussions with Committee Chair regarding recovery, tracking down Company's/K&E's estimates.	450
8/15/03	0.5	16	James Lukenda	Update time and work summary; review analysis regarding claims provided by R.Squires.	300
8/15/03	2.8	16	Renton C. Squires	Analysis for US Bank (B2 Trustee) on allocation changing discount rate.	1,260
8/15/03	3.4	16	Renton C. Squires	Reviewing Omnibus Objections - wrong debtor claims.	1,530
8/18/03	0.1	16	James Lukenda	Review correspondence from R.Squires.	60
8/18/03	0.4	16	Renton C. Squires	Responding to B2 holder's calls regarding allocation.	180
8/20/03	4.3	16	Renton C. Squires	Discussions regarding Mixed Rec deals, gathering data to help allocate within mixed deals.	1,835
8/22/03	1.8	16	Renton C. Squires	Resolving sub-class allocation issues. Conversations with IMAKE and CFC.	810
8/25/03	0.4	16	Renton C. Squires	Committee call to discuss claims allocation.	180
8/25/03	0.6	16	Renton C. Squires	Handling calls from B2 Holders regarding allocation.	270
9/3/03	0.3	16	James Lukenda	Follow-up with e-mail and discussions with team on IMAKE work and billing.	180
Total	16.8				\$ 7,380
8/11/03	2.4	22	Bryce Stirren	Reviewed all work papers for solvency testing.	800
8/11/03	1.9	22	Bryce Stirren	Reviewed additional documents to be included in the solvency testing workpapers.	475
8/11/03	2.8	22	Bryce Stirren	Reviewed, cataloged and stored all Lehman, K&E and Conesco legal and financial documentation provided over the course of the engagement.	700
8/14/03	1.0	22	Bryce Stirren	Reviewed and pulled all coupon payments on B2 securities for project manager.	250
Total	8.1				\$ 2,025
8/27/03	0.4	24	James Lukenda	Update on status of timetable and open matters, review monthly billing, correspondence.	240
Total	0.4				\$ 240
Total	43.2				\$ 15,285

Conseco Finance Corporation
Summary of Expenses
August 1, 2003 through September 9, 2003

Professional Name	Research	Postage & Freight	Grand Total
Corporate Charges	31,500.00	34.94	31,534.94
Grand Total	<u>\$ 31,500.00</u>	<u>\$ 34.94</u>	<u>\$ 31,534.94</u>

Conesco Finance Corporation
Expense Descriptions by Professional

Type	Date	Professional	Description	Amount
Supplemental Outside Consultant Fees	8/12/03 AP Expense		Supplemental Outside Consultant Fees - IMAKE Consulting Inc.	30,000.00
Supplemental Outside Consultant Expenses	8/12/03 AP Expense		Supplemental Outside Consultant Fees - IMAKE Consulting Inc.	1,600.00
Postage and Freight	8/26/03 AP Expense		Postage & Freight - UPS	34.94
Total				\$ 31,534.94
Grand Total				\$ 31,534.94

Group Exhibit C

First through Seventh Monthly Applications

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

KENNETH S. GARDNER, CLERK
PS REP. - KS

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

**FIRST MONTHLY APPLICATION OF HURON CONSULTING GROUP LLC FOR
ALLOWANCE OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Huron Consulting Group LLC ("**Applicant**"), as advisor to the Official Committee of CFC Debtors (the "**CFC Committee**"), presents its first monthly application (the "**Application**") pursuant to sections 330 and 331 of title 11 of the United States Code (the "**Bankruptcy Code**"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and the Court's Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, entered on January 2, 2003 (the "**Administrative Order**"). By this Application, Applicant seeks a monthly interim allowance of \$343,845.00 (representing 90% of the actual fees incurred in the amount of \$382,051.00) as compensation and \$31,512.31 for reimbursement of 100% of the actual and necessary expenses incurred for a total interim request of \$375,357.31. The Application covers the time period beginning January 10, 2003 and ending January 31, 2003. The Application is accompanied by an order granting the requested relief (the "**Order**"). In support of this Application, Applicant respectfully states as follows:

¹ The Debtors are the following entities: (i) Conseco, Inc., CICH, Incorporated, CTIHC, Inc. 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 Credit 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**" and, collectively with the Holding Company Debtors and the CFC Debtors, the "**Debtors**").

JURISDICTION AND VENUE

1. This Court has jurisdiction over this application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(A) and (O).

2. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, and Bankruptcy Rule 2016(a).

BACKGROUND

3. On December 17, 2002 (the “Initial Petition Date”), the Holding Company Debtors and the CFC Debtors each filed voluntary petitions for reorganization under Chapter 11 of the Bankruptcy Code. On February 3, 2003 (the “CFC Subsidiary Petition Date”), the CFC Subsidiary Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.

4. The United States Trustee has appointed the following three committees in the Chapter 11 Cases: (i) the Official Unsecured Creditors Committee for the Holding Company Debtors; (ii) the Official TOPrS Committee; and (iii) the Official Unsecured Creditors Committee for the CFC Debtors. The following creditors were appointed to serve as the CFC Committee in the CFC Debtors’ cases:

- U.S. Bank National Association
- Millennium Partners, LLC
- Prudential Insurance Company
- Commonwealth Advisors, Inc.
- Deutsche Asset Management
- Jefferson Pilot Financial Insurance Company
- Morgan Keegan

5. On February 24, 2003, the Court entered an Order granting the Committee’s request to employ and retain Applicant as its advisor pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code. A copy of the Order authorizing Applicant’s employment is attached hereto as Exhibit A.

RELIEF REQUESTED

6. This is Applicant's first monthly interim application. The Application covers the time period beginning January 10, 2003 and ending January 31, 2003 (the "Interim Period"). The Applicant has forwarded this Application to the chairman of the CFC Committee, Walter Morales, for his review and authorization.

7. As further detailed in the invoice attached hereto as Exhibit B, Applicant requests compensation for the professionals and paraprofessionals who have provided services to the CFC Committee in the Chapter 11 Cases during the Interim Period. A summary of the professionals who have provided services during the Interim Period is summarized as follows:

<u>PROFESSIONAL</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Edward Murray	6.0	\$700.00	\$4200
James M. Lukenda	103.4	\$550.00	\$56,870
A. Seth Palatnik	100.8	\$550.00	\$55,413
Ben Goren	2.1	\$410.00	\$861
Josette Ferrer	133.3	\$410.00	\$54,653
Carol Lee	6.1	\$310.00	\$1,891
Christopher Alberta	118.0	\$310.00	\$36,580
Fady Bebawy	86.8	\$310.00	\$26,908
Jason B. Almiro	56.5	\$310.00	\$17,515
Renton C. Squires	85.6	\$310.00	\$26,536
Sergio Costa	88.9	\$310.00	\$27,559
Bryce Stirlen	151.3	\$250.00	\$37,825
Matthew Gavejian	39.8	\$250.00	\$9,950
Raymond Starr	7.5	\$250.00	\$1,875
Anand Christopher	53.0	\$150.00	\$7,950
Kelly Knoll	101.5	\$150.00	\$15,225
Payal Deora	6.6	\$150.00	\$990
Rate Adjustment (Murray)			(\$750)
TOTAL	1147.2		\$382,051

8. The services performed by Applicant during the Interim Period have been categorized into a project summary below. Exhibit B includes detailed time entries showing the services provided in the category, the professional providing the service, the date the service was provided, the time incurred and the value of such time.

SUMMARY OF SERVICES RENDERED

<u>CODE</u>	<u>HOURS</u>	<u>FEES</u>	<u>DESCRIPTION</u>
1	25.9	\$9,349	Meeting / teleconference with Debtor Management, Board, or Counsel
3	46.9	\$21,043	Meeting / teleconference with Statutory Committees, Counsels or Advisors
6	5.6	\$2,912	Retention and Fee Applications
8	90.7	\$40,921	Business Plan & Analysis of Operations
9	57.3	\$18,921	Cash Flow Analysis and Reporting
11	25.7	\$10,895	Asset Sale & Disposition Support
16	2.1	\$861	Unsecured Claim Analysis
17	2.9	\$899	Intercompany Claims
19	12.5	\$3,875	Analysis of Accounting and Disclosure Matters
22	783.6	\$245,395	Appraisals / Valuations Analysis
24	94.0	\$27,730	Other Analysis
		(\$750)	Rate Adjustment
TOTAL	1147.2	\$382,051	

During the Interim Period the substantial portion of the effort of Huron's professionals was devoted to understanding the Debtors' businesses and cash flows (Codes 8 and 9) and working toward a valuation of the assets of the Debtors (Code 22) in order to quickly bring the Committee up to speed on the critical issues of the value inherent in the Debtors, how that value is or is not reflected in the stalking horse bid put forth in the Debtors' Sale Motion, and preparing the Committee to offer alternatives that will enhance recoveries to the estates. The valuation of the Debtors assets consisting of operating and financial assets, a bank, real estate, and other assets represents a formidable job in less compressed circumstances; in the instant case it required and continues to require substantial effort of highly specialized Huron personnel.

EXPENSES

9. During the Interim Period, Applicant expended the sum \$31,653.31 for reasonable and necessary out-of-pocket expenses incurred in connection with its representation of the CFC Committee.

The expenses incurred by Applicant during the Interim Period as summarized as follows:

EXPENSE	AMOUNT
Travel Related	\$28,712.59
Business Meal	\$1,594.53
Telecommunications	\$354.90
Other	\$850.29
Total:	\$31,512.31

Such expenses are described in detail on Exhibit B, page --- attached hereto.

10. In accordance with the Administrative Order and this Court's Standing Order Number 10, Applicant represents the following with regard to its charges for actual and necessary costs and expenses during the Interim Period:

- (a) only copy charges related to large quantity reproductions with outside vendors will be billed. There are no such charges in this current Application.
- (b) Facsimiles charges are not billed.
- (c) Telecommunications charges relate to telephone and dial-up costs, associated with the case, while traveling.
- (d) Applicant has charged for local travel which includes cab fares and parking fees for professionals. Applicant has been on occasion required to work into the evenings in order to, among other things, finalize analyses, documents and discussions. Applicant routinely charges both bankruptcy and non-bankruptcy clients for such local travel when the case demands work into the evening.

SUMMARY

11. During the Interim Period, Applicant expended a total of 1,147.2 hours rendering professional services to the CFC Committee. Based upon the total number of hours spent in connection with Applicant's representation of the CFC Committee, the gross amount of fees incurred during the

Interim Period is \$382,051.00. Applicant requests approval and payment of the professional fees incurred during the Interim Period in the amount of \$343,845.00, representing 90% of the actual fees incurred.

12. As advisor to the CFC Committee, Applicant incurred a total of \$31,512.31 in out-of-pocket expenses during the Interim Period. Applicant requests approval and payment of 100% of the actual and necessary expenses incurred during the Interim Period.

13. Applicant has diligently represented the CFC Committee in these cases. Based upon the circumstances, the fair value of the professional services rendered by Applicant to the CFC Committee, the skill required, the nature of services rendered and the results obtained, the fees charged by Applicant for its services in these cases are reasonable.

14. All services for which Applicant requests compensation were performed for and on behalf of the CFC Committee, and not on behalf of any other entity.

15. No agreement or understanding exists between Applicant and any other person for sharing compensation which has been or will be received, except such sharing as is customary and generally accepted among professionals within a consulting firm.

16. No agreement or understanding, express or implied, has been or will be entered into for the purpose of fixing the fees or other compensation to be paid to any other advisor for any party in interest, to any other party in interest, or to any person for services rendered in connection with the Chapter 11 Cases.

WHEREFORE, James M. Lukenda and the firm Huron Consulting Group LLC respectfully request that the Court enter the Proposed Order:

- (i) granting Applicant interim compensation for services rendered as counsel to the CFC Committee in the amount of \$343,845.00 (representing 90% of the actual fees incurred during the Interim Period in the amount of \$382,051.00);
- (ii) granting Applicant interim allowance for reimbursement of expenses incurred on behalf of the CFC Committee in the amount of \$31,512.31 (representing 100% of the out-of-pocket expenses incurred during the Interim Period); and
- (iii) granting such other and further relief deemed appropriate under the circumstances.

Date: February 27, 2003

HURON CONSULTING GROUP LLC

By: //s// James M. Lukenda

James M. Lukenda, CIRA
Huron Consulting Group LLC
Wall Street Plaza
88 Pine Street – 20th Floor
New York, NY 10005
Telephone: (646) 277-2207
Facsimile: (212) 785-1313

Exhibit A

Order Authorizing Retention and Employment of Huron Consulting
Group LLC as Financial Advisors to the CFC Committee

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

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

**ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF HURON
CONSULTING GROUP LLC AS FINANCIAL ADVISORS TO THE CFC COMMITTEE**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors of the CFC Debtors (the "CFC Committee") for entry of an Order authorizing the retention and employment of Huron Group Consulting LLC ("HCG") as financial advisors to the CFC Committee and the supplement (the "Supplement") to the Application; and upon the Lukenda Affidavits² and the Second Supplemental Affidavit; and it appearing that the Court has jurisdiction over the Application pursuant to 28 U.S.C. § 157(b)(2)(A) and (O); and it appearing that HCG does not hold or represent any interest materially adverse to the Debtors, any creditors of the Debtors, the United States Trustee for the Northern District of Illinois or any person employed in the United States Trustee's office, or any other party-in-interest with respect to the matters upon which said firm is to be engaged; and it appearing that HCG is a "disinterested person" as described by section 101(14) of the Bankruptcy Code; and it appearing that due and adequate notice of the Application and the Supplement has been given; and it appearing that no

¹ The Debtors are the following entities: (i) Conseco, Inc., CICH, Incorporated, CTHC, Inc. 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 Credit 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" and, collectively with the Holding Company Debtors and the CFC Debtors, the "Debtors").

² Capitalized terms used herein but not defined herein shall have the meanings given them in the Supplement.

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other or further notice need be given; and this Court having determined that granting the relief requested in the Application and Supplement is in the best interest of the CFC Committee and the Debtors' estates; and after due deliberation and sufficient cause appearing therefore:

IT IS HEREBY:

ORDERED, that the Application is granted; and it is further

ORDERED, that Official Committee of Unsecured Creditors in the jointly administered Chapter 11 proceedings of Conseco Finance Corp. and Conseco Finance Servicing Corp. is authorized to retain and employ Huron Consulting Group LLC upon the terms and conditions set forth in the Application and modified by the Supplement, pursuant to 11 U.S.C. §§ 328(a) and 1103, nunc pro tunc to December 17, 2002; provided that, the monthly fee as set forth in paragraph 8 of the Application shall no longer apply and instead HCG shall bill on an hourly basis as set forth in the Supplement; and it is further

ORDERED that Huron, like all other professionals employed by the Debtors, will comply with applicable Bankruptcy Code, Bankruptcy Rules, Local Rules and the Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members entered in this case in seeking Court approval of its fees and costs; and it is further

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

Dated: Feb. 24, 2003


HONORABLE CAROL A. DOYLE
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Fee and Expense Summaries and Detail

**Conseco Finance Corporation
 Summary of Fees**

Professional	Level	Hourly Billing Rate	Total Billed Hours	Total Compensation
Edward Murray	Group Managing Director	\$700	6.0	\$4,200
James Lukenda	Managing Director	\$550	103.4	\$56,870
A. Seth Palatnik	Managing Director	\$550	100.8	\$55,413
Ben Goren	Director	\$410	2.1	\$861
Joette Ferrer	Director	\$410	133.3	\$54,653
Carol Lee	Manager	\$310	6.1	\$1,891
Christopher Alberta	Manager	\$310	118.0	\$36,580
Fady Bebawy	Manager	\$310	86.8	\$26,908
Jason B. Almiro	Manager	\$310	56.5	\$17,515
Renton C. Squires	Manager	\$310	85.6	\$26,536
Sergio Costa	Manager	\$310	88.9	\$27,569
Bryce Stirlen	Associate	\$250	151.3	\$37,825
Matthew Gavejian	Associate	\$250	39.8	\$9,950
Raymond Starr	Associate	\$250	7.5	\$1,875
Anand Christopher	Analyst	\$150	53.0	\$7,950
Kelly Knoll	Analyst	\$150	101.5	\$15,225
Payal Deora	Analyst	\$150	6.6	\$990
Subtotal			1,147.2	\$382,801
Rate Adjustment (Murray)				(\$750)
Total			1,147.2	\$382,051
Gross Professional Fees				\$382,051
Less: 10% Holdback				(\$38,205)
NET PROFESSIONAL FEES				\$343,846

Conseco Finance Corporation
Time Descriptions by Professional

Date	Hours	Activity	Timekeeper	Description	Fees
1/20/2003	1.9	8	Edward Murray	Evaluation of data requirements	1,330
1/21/2003	2.4	8	Edward Murray	Evaluation of methodology alternatives	1,680
1/22/2003	1.7	8	Edward Murray	Evaluation of project status	1,190
Total	6.0				\$ 4,200

Conseco Finance Corporation
Time Descriptions by Professional

Date	Hours	Activity	Timekeeper	Description	Fees
1/10/2003	3.0	8	James Lukenda	Review of docket reports, EDGAR, and other information sources re CFC and case materials.	1,650
1/12/2003	3.7	8	James Lukenda	Background information reading on CFC and CONSECO, preparation for meeting in NY with Committee Chair.	2,035
1/13/2003	1.3	8	James Lukenda	Continue background review, read financial reports, 2001 form 10K.	715
1/13/2003	0.2	8	James Lukenda	Call with S Costa re work outline and initial assessment.	110
1/13/2003	1.0	8	James Lukenda	Post meeting wrap-up, consolidate materials, call with W. Wexler on arrangements and agreements.	550
1/13/2003	3.8	8	James Lukenda	Preparation for and meeting with Conseco Chair, discuss case matters, scope of work, immediate requirements,	2,090
1/13/2003	1.1	6	James Lukenda	Public document review re CFC and related filings	605
1/13/2003	0.2	8	James Lukenda	Retention affidavit	110
1/14/2003	3.3	8	James Lukenda	Initial scope assessment and startup, organize with C Alberta and S Costa on company visit and coordination with Valuation personnel.	1,815
1/14/2003	1.2	6	James Lukenda	Affidavit review, relationship search procedures, discuss with S Costa.	660
1/15/2003	0.3	8	James Lukenda	Conference call with Ivan Reich et al., re counsel's outline of requirements. Receive and review due diligence request list.	165
1/15/2003	0.1	8	James Lukenda	Call with Tom Leonard, re timing for forensic work.	55
1/15/2003	0.6	8	James Lukenda	Preparations for CFC visit.	330
1/15/2003	1.0	8	James Lukenda	Confidentiality agreement-discussions with committee and in-house counsel; W. Wexler, re provisions of CA and comments, finalize agreement and review document and changes with parties.	550
1/15/2003	2.7	8	James Lukenda	Work on game plan and scope, details on available information, public record.	1,485
1/15/2003	0.6	3	James Lukenda	Calls with S. Palatnik, re conference call with M Ketchum, arrangements for visit to CFC and scope matters.	330
1/15/2003	1.5	3	James Lukenda	Review correspondence and news information, current status re CFC	825
1/15/2003	0.1	3	James Lukenda	Call with W. Wexler re priorities, call with chair, other matters.	55
1/15/2003	0.1	6	James Lukenda	Call to counsel re draft affidavit	55
1/16/2003	1.5	8	James Lukenda	Working on program and background information, review CDQ overview reports	825
1/16/2003	0.7	8	James Lukenda	Meeting with Team, S. Palatnik, et al., re overall tasks, review commentary from counsel and notes.	385
1/16/2003	3.9	8	James Lukenda	Due Diligence work, document review, CIM	2,145
1/16/2003	0.2	6	James Lukenda	Call with Walter Morales re discussion with C Cremmens.	110
1/16/2003	1.7	1	James Lukenda	Calls with counsel to conclude affidavit and motion for retention; finalize and notarize documents	935
1/16/2003	1.0	3	James Lukenda	Meeting with CFO and team, re due diligence room, documents, setting timing and game plan	550
1/16/2003	0.6	8	James Lukenda	Meeting with Chuck Cremmens, re Huron role and scope	330
1/17/2003	1.0	3	James Lukenda	CONSECO Read CFC financial materials	550
1/17/2003	0.3	1	James Lukenda	CONSECO calls with W Wexler, re bank book, committee options, discussion of local counsel and litigation counsel alternatives, prior experience with same, etc.	165

**Conseco Finance Corporation
Time Descriptions by Professional**

Date	Hours	Activity	Timekeeper	Description	Fees
1/17/2003	5.5	8	James Lukenda	CONSECO Working with S. Palatnik, C. Alberta, S. Costa, and other team members on scope and information request details; review due diligence files	3,025
1/17/2003	0.3	8	James Lukenda	CONSECO Calls with counsel, re arrangements for visit by B-P attorneys, information requests, and other matters.	165
1/17/2003	0.1	3	James Lukenda	CONSECO Call with Committee chair, Morales, re update and DIP budget questions	55
1/17/2003	1.0	3	James Lukenda	CONSECO Meetings with Keith Anderson et al., re game plan, meeting schedules, scope discussions	550
1/18/2003	1.8	24	James Lukenda	CONSECO Work on scope and information details, company financial information review.	990
1/20/2003	0.1	11	James Lukenda	Call with B Corey, re availability of "N" documents/production of copies.	55
1/20/2003	0.2	8	James Lukenda	W/ Mary Fox, discuss information requests, protocols, copying.	110
1/20/2003	1.7	8	James Lukenda	Due diligence room review, continue review of documents, financials, other materials requested.	935
1/20/2003	0.1	8	James Lukenda	Follow up with W. Wexler on Lazard meeting schedule, re: sale due diligence process.	55
1/20/2003	0.4	8	James Lukenda	With Counsel, discuss due diligence room materials, status of gathering information, scope of work, and tasks.	220
1/20/2003	0.2	3	James Lukenda	W/S. Palatnik, call to discuss information received, MH CIM, other matters.	110
1/20/2003	0.2	1	James Lukenda	Call with W Wexler, re Lazard, chair, status of information gathering.	110
1/20/2003	0.6	1	James Lukenda	With C Alberta, S Costa, re work plan, information status	330
1/20/2003	2.0	9	James Lukenda	Reading motions, other background financial information, first days on cash management, other matters.	1,100
1/20/2003	2.4	11	James Lukenda	Preparation for and meeting with Cheryl Collins re: intercompany issues, cash management, DIP, Lehman relationship matters.	1,320
1/21/2003	2.0	11	James Lukenda	Document review, business model and Jan 6 presentation materials	1,100
1/21/2003	0.4	1	James Lukenda	Call with and follow-up with G Cross, re Lehman relationship and availability.	220
1/21/2003	1.1	8	James Lukenda	Work through due diligence request list and information request, "no" items, discuss with Alberta and Palatnik.	605
1/21/2003	0.2	8	James Lukenda	Calls with B Wexler, re Lazard arrangements, other purchasers	110
1/21/2003	0.3	3	James Lukenda	Call with Walter Morales, re work in ST Paul, local counsel, other matters, conference in with Wexler re potential purchasers.	165
1/21/2003	0.2	8	James Lukenda	Calls with Alberta, Costa and Palatnik, re information status, meetings, and results, etc.	110
1/21/2003	0.1	8	James Lukenda	Call with K Anderson re information requests, scheduling.	55
1/22/2003	1.6	8	James Lukenda	Coordination on business plan reviews and information meetings, review CIM and updated materials on HE	880
1/22/2003	0.3	8	James Lukenda	Respond to call re committee chair, assistant, timing and location for committee meeting; w/Alberta and Palatnik confirmation of timing and status.	165
1/22/2003	0.3	3	James Lukenda	Update on correspondence; e-mail communications, review and respond.	165

**Conseco Finance Corporation
Time Descriptions by Professional**

Date	Hours	Activity	Timekeeper	Description	Fees
1/23/2003	1.1	3	James Lukenda	Update reporting, set tasks for use, status time and detail.	605
1/23/2003	2.4	3	James Lukenda	Work with historical public filings, financial review and support information., preparation for book and committee information.	1,320
1/23/2003	0.2	1	James Lukenda	Call with Walter Morales re Committee meeting, stand-alone plan, progress in Document review.	110
1/23/2003	0.2	8	James Lukenda	Call with Nancy Mitchell, re committee chair discussion, available files and information, etc.	110
1/23/2003	0.3	8	James Lukenda	Calls and communications with W. Wexler, re comments from counsel, arrangements for meeting at Lazard, discussions with lender alternative	165
1/23/2003	0.2	3	James Lukenda	Call with Roger Higgins, K&E, discuss protocol for document production, status of open requests, processing future information.	110
1/23/2003	0.1	8	James Lukenda	Call with Matthew Ketchum, timetable for committee meeting.	55
1/23/2003	0.6	11	James Lukenda	Conference call with Alberta and Costa; status of document review, agenda for committee meeting and related analyses.	330
1/24/2003	3.5	11	James Lukenda	Preparation for and meeting with A Yearley, Lazard, re CFC sale process, timing, contacts, etc.	1,925
1/24/2003	0.2	11	James Lukenda	Call with Nancy Mitchell, et al., re Lazard meeting	110
1/24/2003	0.8	8	James Lukenda	Update and finalize affidavit w/ S Costa	440
1/24/2003	0.3	8	James Lukenda	Review with B Wexler Lazard meeting and other case matters.	165
1/24/2003	1.1	11	James Lukenda	Review operations documents and analyses, cash flow information re forecast for committee	605
1/24/2003	0.1	8	James Lukenda	Call with Roger Higgins, re status of document requests	55
1/24/2003	0.3	1	James Lukenda	Calls and messages with Seth Palatnik, re valuation status, information distribution, GTlaw meeting	165
1/24/2003	0.5	6	James Lukenda	W/ Alberta and Costa, business plan reviews and available information, preparation for committee meeting.	275
1/26/2003	1.3	9	James Lukenda	Preparation for committee meeting, review business overview documents	715
1/27/2003	0.3	11	James Lukenda	Call with Jason Burnett, re document production and follow-up on control list of requests and produced.	165
1/27/2003	2.7	3	James Lukenda	Preparation of committee presentation, outline and contents, work through forecast materials and assumptions on cash flow.	1,465
1/27/2003	1.0	3	James Lukenda	Meeting with Costa and Albert, preparation for committee meeting, business plans and cashflow	550
1/27/2003	1.0	3	James Lukenda	Conference call with Chicago, SP et al., re status of valuation, committee meeting agenda and presentation and business review materials.	550
1/27/2003	0.8	3	James Lukenda	Review docket; sale motion and bidding procedures, complete Lazard memo and distribute	440
1/28/2003	1.2	3	James Lukenda	Cash flow considerations, model and assumptions, re bank financing and support, review underlying schedules.	660
1/28/2003	0.3	9	James Lukenda	Preparation for committee meeting, presentation.	165
1/28/2003	0.7	3	James Lukenda	Preparation for conference call and call with GTLaw, S. Palatnik re FA case discussion.	385
1/28/2003	1.5	6	James Lukenda	Preparation for meetings in Chicago, hearing, etc.	825
1/28/2003	1.5	9	James Lukenda	Work on presentation materials for Committee meeting.	825

Conesco Finance Corporation
Time Descriptions by Professional

Date	Hours	Activity	Timekeeper	Description	Fees
1/28/2003	0.1	3	James Lukenda	Call with W. Wexler, re financing and K&E discussions	55
1/28/2003	0.2	8	James Lukenda	Call with K Anderson re retention, availability of materials, follow-up with e-copy of documents.	110
1/29/2003	1.1	3	James Lukenda	Work on committee presentation, draft agenda, working points	605
1/29/2003	0.6	8	James Lukenda	B&P notes, committee agenda and strategy	330
1/29/2003	4.0	3	James Lukenda	Meetings at K&E and MAC- w/counsel and chair, re servicing and other matters.	2,200
1/29/2003	1.0	1	James Lukenda	Hearing re servicing, retention	550
1/29/2003	1.2	3	James Lukenda	Meeting at C&C, re servicing time line, protocols	660
1/29/2003	0.8	1	James Lukenda	Work on committee agenda, sale analysis	440
1/30/2003	0.1	11	James Lukenda	Call to Fortress	55
1/30/2003	0.2	11	James Lukenda	Update with Alberta, Costa, re hearing, meeting schedule.	110
1/30/2003	1.7	11	James Lukenda	Document review, status of cash flow details, review doc details from B&P listing	935
1/30/2003	3.5	3	James Lukenda	Meeting at GTLaw, w/counsel and chair, re financing alternatives, issues.	1,925
1/30/2003	0.4	8	James Lukenda	Discuss with Chair, and follow-up w/ Palatnik, re model on residual. week cool-off.	220
1/30/2003	0.2	6	James Lukenda	Call with Cramens. Discuss retention-CC to review w/Wynne. JML to do same with chair and counsel	110
1/30/2003	0.1	6	James Lukenda	Review call and retention w/counsel and chair.	55
1/30/2003	0.9	8	James Lukenda	Meet with Costa, Alberta, and Gavejian, re review materials for committee presentation, conference in Palatnik re valuation portion of presentation.	495
1/30/2003	0.1	8	James Lukenda	Return call to Fortress	55
1/30/2003	1.2	22	James Lukenda	Review counsel memo and file materials re avoidance actions. understanding with document review.	660
1/31/2003	2.0	9	James Lukenda	DIP budget and cashflow analysis, testing and alternatives, review with Alberta.	1,100
Total	103.4				\$ 56,870

**Conesco Finance Corporation
 Time Descriptions by Professional**

Date	Hours	Activity	Timekeeper	Description	Fees
1/16/2003	11.8	22	A. Seth Palatnik	Worked at Conesco in St. Paul. Conducted mgmt interviews, reviewed data room information.	6,490
1/17/2003	9.4	22	A. Seth Palatnik	Review CIM, and residual issues related to valuation. Research MH business.	5,170
1/19/2003	5.7	22	A. Seth Palatnik	Review CIM and data room info rec'd from mgmt. Analyze mgmt assumptions.	3,135
1/20/2003	3.6	22	A. Seth Palatnik	Review mgmt presentations and data received related to business units	1,980
1/21/2003	11.7	22	A. Seth Palatnik	Prepare for, and conduct mgmt interviews at Conesco in St. Paul. Review data room and Conesco provided info.	6,435
1/22/2003	4.9	22	A. Seth Palatnik	Prepare for and participate in HE mgmt interviews	2,695
1/23/2003	5.8	22	A. Seth Palatnik	Research market transactions and data related to business units.	3,163
1/24/2003	7.2	22	A. Seth Palatnik	Review valuation approaches and structure. Review data provide by mgmt in MH business and plan.	3,960
1/26/2003	4.3	22	A. Seth Palatnik	Analyze CF/HE/Residuals valuation models. Research assumptions on valuations.	2,338
1/27/2003	7.4	22	A. Seth Palatnik	Review CIM, and residual issues related to valuation. Research MH business.	4,070
1/28/2003	5.9	22	A. Seth Palatnik	Review CIM, and presentations for HE and residuals.	3,245
1/29/2003	6.9	22	A. Seth Palatnik	Analyze residual models and assumptions. Research MH industry and trends.	3,795
1/30/2003	8.2	22	A. Seth Palatnik	Review status of valuation progress by business unit. Evaluate and plan next steps. Prepare draft presentation for UCC on valuation for next week meeting. Read memos provided by counsel.	4,510
1/31/2003	8.1	22	A. Seth Palatnik	Study MH business, and CF business and models. Review data on loan valuations. Prepare for Tuesday upcoming presentation to UCC.	4,428
Total	100.8				\$ 55,413

**Conseco Finance Corporation
 Time Descriptions by Professional**

Date	Hours	Activity	Timekeeper	Description	Fees
1/16/2003	3.1	22	Josette Ferrer	Review of data room documents -- documentation of items required	1,271
1/16/2003	4.9	22	Josette Ferrer	Review of CIM and other qualitative data	2,009
1/16/2003	3.3	22	Josette Ferrer	Meetings and discussions with management	1,353
1/17/2003	1.6	22	Josette Ferrer	Meetings with management	656
1/17/2003	1.8	22	Josette Ferrer	Review of data room documents -- documentation of items required	738
1/17/2003	4.1	22	Josette Ferrer	Notes related to items reviewed -- key operational points, historical performance, etc.	1,681
1/17/2003	1.5	22	Josette Ferrer	Development of project matrix, data request / management questions list	615
1/18/2003	4.3	22	Josette Ferrer	Review notes from meetings; development of project work plan	1,763
1/20/2003	12.6	22	Josette Ferrer	Detailed review of data room documents received and catalogued -- detailed summary of key items by business unit	5,166
1/21/2003	6.2	22	Josette Ferrer	Meetings / conference calls with management	2,542
1/21/2003	5.6	22	Josette Ferrer	Notes from meetings and other documents reviewed	2,296
1/22/2003	3.8	22	Josette Ferrer	Meetings / conference calls with management	1,558
1/22/2003	5.6	22	Josette Ferrer	Development of new market approach template -- review of similar company 10-Ks, company historical info.	2,296
1/22/2003	1.6	22	Josette Ferrer	Meetings / conference calls with management	656
1/23/2003	4.3	22	Josette Ferrer	Development of new market approach template	1,763
1/23/2003	6.4	22	Josette Ferrer	Review of market approach template / Inputs with team members	2,624
1/24/2003	6.6	22	Josette Ferrer	Review of templates prepared, securitization data	3,526
1/27/2003	8.2	22	Josette Ferrer	Assisting with iterations related to base income approach model and review of latest Flash Report financial assumptions	3,362
1/27/2003	4.2	22	Josette Ferrer	Review of new MH residuals data, assumptions	1,722
1/28/2003	10.6	22	Josette Ferrer	Review of data received -- bidding procedures; residuals data / assumptions; ABS prospectuses	4,346
1/29/2003	4.2	22	Josette Ferrer	Review and discussions with team members	1,722
1/29/2003	3.6	22	Josette Ferrer	Further review and analysis related to residuals values and assumptions	1,476
1/29/2003	2.5	22	Josette Ferrer	Review of Mill Creek Bank historical and operational data	1,025
1/30/2003	4.3	22	Josette Ferrer	Review of HE data	1,763
1/30/2003	6.4	22	Josette Ferrer	Review of industry data and other research	2,624
1/31/2003	2.8	22	Josette Ferrer	Initial development and additions related to UCC presentation	1,148
1/31/2003	7.2	22	Josette Ferrer	Review and discussions of income approach iterations	2,952
Total	133.3				\$ 54,653

Conesco Finance Corporation
Time Descriptions by Professional

Date	Hours	Activity	Timekeeper	Description	Fees
1/29/2003	2.1	16	Ben Goren	Unsecured Claim Analysis - Review of valuation materials and preliminary analysis	861
Total	2.1				\$ 861

**Conseco Finance Corporation
Time Descriptions by Professional**

Date	Hours	Activity	Timekeeper	Description	Fees
1/13/2003	2.1	24	Christopher Alberta	Review Conseco Finance 10Ks and 10Qs.	651
1/14/2003	4.3	19	Christopher Alberta	Analyze public financial statement information	1,333
1/15/2003	1.4	19	Christopher Alberta	Conference call with M. Ketchum (Commonwealth) to discuss CFC issues (including preparation time).	434
1/15/2003	4.2	3	Christopher Alberta	Analyze public financial statement information.	1,302
1/16/2003	2.4	8	Christopher Alberta	Review MH presentation and financials.	744
1/16/2003	1.1	9	Christopher Alberta	Meeting to discuss key issues with team (including preparation time).	341
1/16/2003	2.3	11	Christopher Alberta	Review CIM.	713
1/16/2003	1.8	9	Christopher Alberta	Review cash collateral order.	558
1/16/2003	1.9	9	Christopher Alberta	Review and analyze B&P information request.	589
1/17/2003	1.3	1	Christopher Alberta	Reviewed and analyzed B&P information request.	403
1/17/2003	2.2	9	Christopher Alberta	Compile information request list to discuss with Debtor.	682
1/17/2003	2.7	11	Christopher Alberta	Review financial information for various CFC business areas.	837
1/17/2003	1.6	9	Christopher Alberta	Review asset purchase agreement.	496
1/17/2003	1.7	8	Christopher Alberta	Review docket information re: cash management order.	527
1/20/2003	0.9	8	Christopher Alberta	Meeting with B&P to discuss key issues (including preparation time).	279
1/20/2003	2.2	9	Christopher Alberta	Meeting with C. Collins to discuss treasury issues (including preparation time).	682
1/20/2003	1.8	9	Christopher Alberta	Review motion for continuation of loan servicing.	558
1/20/2003	1.1	9	Christopher Alberta	Analyze treasury function.	341
1/21/2003	1.8	9	Christopher Alberta	Prepare and review document request for C. Collins.	558
1/21/2003	2.6	9	Christopher Alberta	Meeting with W. Carter and J. Dolphin to discuss MH business (including preparation time).	775
1/21/2003	1.3	24	Christopher Alberta	Review DIP model.	403
1/21/2003	1.6	8	Christopher Alberta	Review cash flow projections.	496
1/21/2003	2.3	1	Christopher Alberta	Review MH standalone operating model.	713
1/21/2003	1.6	9	Christopher Alberta	Update information request.	465
1/22/2003	2.7	1	Christopher Alberta	Meeting with R. Siemers and J. Nieland re: accounting procedures and information request (including preparation time).	837
1/22/2003	1.8	8	Christopher Alberta	Meeting with G. Freeze re: residuals (including preparation time).	558
1/22/2003	2.3	8	Christopher Alberta	Review balance sheet information by business area.	713
1/22/2003	2.2	1	Christopher Alberta	Review and analyze income statement information by business area.	682
1/23/2003	2.1	9	Christopher Alberta	Review and analyze income statements by business area.	651
1/23/2003	2.3	9	Christopher Alberta	Analyze cash flow/DIP model.	713
1/23/2003	1.7	8	Christopher Alberta	Discuss case issues raised by B&P internally (including preparation time).	527
1/23/2003	1.9	8	Christopher Alberta	Review and analyze balance sheet information by business area.	589
1/24/2003	2.1	8	Christopher Alberta	Meeting with D. Schuster (Lazard) and A. Yearly (Lazard) to discuss sale process.	651
1/24/2003	1.4	9	Christopher Alberta	Review and analyze cash flow/Dip model.	434
1/24/2003	2.3	8	Christopher Alberta	Review balance sheets by business area.	713
1/24/2003	2.2	1	Christopher Alberta	Review income statements by business area.	682
1/27/2003	1.8	3	Christopher Alberta	Review notes from meeting with Lazard.	496
1/27/2003	2.9	9	Christopher Alberta	Review and analyze DIP/cash flow model.	899
1/27/2003	2.8	3	Christopher Alberta	Discuss open items/committee presentation with team (including preparation time).	868
1/27/2003	1.7	1	Christopher Alberta	Draft creditor committee presentation outline.	527
1/28/2003	3.4	9	Christopher Alberta	Draft presentation to Committee.	1,054
1/28/2003	2.3	3	Christopher Alberta	Analyze cash flow issues.	713

**Conasco Finance Corporation
 Time Descriptions by Professional**

Date	Hours	Activity	Timekeeper	Description	Fees
1/28/2003	2.3	8	Christopher Alberta	Review business area presentations.	713
1/29/2003	3.4	3	Christopher Alberta	Analyze DIP cash flow model.	1,054
1/29/2003	3.1	8	Christopher Alberta	Draft presentation to Unsecured Creditors' Committee.	961
1/29/2003	3.5	9	Christopher Alberta	Analyze MH operational model.	1,085
1/30/2003	1.4	1	Christopher Alberta	Meeting with C. Collins to discuss cash flow issues (Including preparation time).	434
1/30/2003	3.2	9	Christopher Alberta	Review and analyze DIP/cash flow model.	992
1/30/2003	3.6	8	Christopher Alberta	Draft presentation to Unsecured Creditors' Committee.	1,116
1/30/2003	1.8	3	Christopher Alberta	Analyze Debtor business plan.	558
1/31/2003	3.7	3	Christopher Alberta	Draft Presentation to Unsecured Creditors' Committee.	1,147
1/31/2003	2.9	8	Christopher Alberta	Analyze DIP/cash flow model issues.	899
1/31/2003	1.4	9	Christopher Alberta	Analyze MH business plan issues.	434
Total	118.0				\$ 36,580

**Conseco Finance Corporation
 Time Descriptions by Professional**

Date	Hours	Activity	Timekeeper	Description	Fees
1/16/2003	1.7	22	Jason B. Almiro	Meetings with Conseco Management	527
1/16/2003	2.2	22	Jason B. Almiro	Internal Meetings re: Valuation Planning/Approach	682
1/16/2003	4.5	22	Jason B. Almiro	Review Offering Memorandum	1,395
1/17/2003	1.3	22	Jason B. Almiro	Meetings with Conseco Management	403
1/17/2003	1.9	22	Jason B. Almiro	Internal Meetings re: Valuation Planning/Approach	589
1/17/2003	4.2	22	Jason B. Almiro	Review data room documentation	1,302
1/21/2003	1.7	22	Jason B. Almiro	Meeting with management at Conseco	527
1/21/2003	2.5	22	Jason B. Almiro	Review of Industry accounting practices	775
1/21/2003	4.1	22	Jason B. Almiro	Industry research via web at client	1,271
1/22/2003	3.9	22	Jason B. Almiro	In-depth review of internal documents provided by client.	1,209
1/22/2003	2.0	22	Jason B. Almiro	Outline of approach/modeling with K Knoll	620
1/24/2003	1.8	22	Jason B. Almiro	Advising/Reviewing staff progress to date	558
1/24/2003	3.3	22	Jason B. Almiro	Review of models to date	1,023
1/27/2003	1.9	22	Jason B. Almiro	Review of PL Industry/historical financials	589
1/27/2003	2.6	22	Jason B. Almiro	Review of HI Industry/historical financials	806
1/27/2003	2.8	22	Jason B. Almiro	Review of HI and CI Industry/historical financials	868
1/27/2003	1.7	22	Jason B. Almiro	Review of Consumer Finance models to date with Kelly.	527
1/28/2003	2.0	22	Jason B. Almiro	Review of market approach with K Knoll	620
1/28/2003	3.1	22	Jason B. Almiro	Review of selected market comparables	961
1/29/2003	3.7	22	Jason B. Almiro	Industry review for DCF assumptions	1,147
1/30/2003	1.6	22	Jason B. Almiro	Typing of notes from meeting	496
1/30/2003	1.6	22	Jason B. Almiro	Review of bidding procedures for Mill Creek valuation	496
1/30/2003	0.4	22	Jason B. Almiro	Phone conference call with management	124
Total	58.5				\$ 17,515

Conseco Finance Corporation
Time Descriptions by Professional

Date	Hours	Activity	Timekeeper	Description	Fees
1/16/2003	9.8	22	Fady Babawy	Client visit: tour the office (0.4); conduct initial meetings with Conseco personnel (1.9); review the data room documents (0.6); read the CIM (3.9); go through data room documents (3.0).	3,038
1/17/2003	8.2	22	Fady Babawy	Client visit: continue read of CIM (2.3); go through data room documents (3.6); research FASB accounting for consumer finance companies (2.3).	2,542
1/20/2003	4.3	22	Fady Babawy	Client visit: go through data room documents (4.3).	1,333
1/21/2003	8.6	22	Fady Babawy	Client visit: meet with Conseco MH management for presentation on status (1.8); review data room for further documents (6.8).	2,666
1/22/2003	4.4	22	Fady Babawy	Review APA document (4.4).	1,364
1/23/2003	2.0	22	Fady Babawy	Client visit: go through data room documents (2.0).	620
1/24/2003	6.7	22	Fady Babawy	Do research and review documents (5.1); do notes on MH meeting (1.6).	2,077
1/27/2003	8.5	22	Fady Babawy	Client visit: continue read of CIM (2.2); go through data room documents (3.9); research FASB accounting for consumer finance companies (2.4).	2,635
1/28/2003	7.1	22	Fady Babawy	Review and understand data in CDs for MH (5.8); read documents (1.3).	2,201
1/29/2003	9.3	22	Fady Babawy	Reviewed documentation pulled from data room (6.6), review and understand CDs for MH portfolio (2.7).	2,883
1/30/2003	11.4	22	Fady Babawy	Work on MH model (4.4); document management (1.3); call with Conseco accounting (0.5); review and reconcile MH financials to presentation materials (3.1); read research reports (2.1).	3,534
1/31/2003	6.5	22	Fady Babawy	Do model for MH (2.8), read research (1.3), formulate open issues with model (.9), read Oakwood comparable (1.5).	2,015
Total	86.8				\$ 26,908

**Conseco Finance Corporation
Time Descriptions by Professional**

Date	Hours	Activity	Timekeeper	Description	Fees
1/16/2003	0.9	9	Sergio Costa	Reviewed engagement workplan and recent news articles related to the Debtor	279
1/16/2003	0.5	11	Sergio Costa	Coordinated with staff on research re: Lehman and CFC associations	155
1/16/2003	3.3	11	Sergio Costa	Review financing arrangements and amendments in public filings	1,023
1/16/2003	1.2	11	Sergio Costa	Review of index of data room information made available by the Debtor	372
1/16/2003	0.7	8	Sergio Costa	Review of CFC Confidential Information Memorandum executive summary	217
1/16/2003	0.9	11	Sergio Costa	Review of Asset Purchase Agreement for CFN	279
1/16/2003	1.2	24	Sergio Costa	Review of recent news articles related to the proposed CFN purchase of CFC	372
1/17/2003	2.1	17	Sergio Costa	Reviewed and cross referenced information request lists, reviewed data room documents	651
1/17/2003	2.6	24	Sergio Costa	Reviewed data related to intercompany balances as of August 2002	806
1/17/2003	0.8	17	Sergio Costa	Prepared a matrix summarizing intercompany balances as of August 2002 for the Debtor	248
1/17/2003	1.3	19	Sergio Costa	Reviewed historical internal audit reports	403
1/17/2003	0.9	19	Sergio Costa	Reviewed historical external audit reports	279
1/20/2003	2.1	11	Sergio Costa	Review of CFC Confidential Information Memorandum by business area	651
1/20/2003	0.5	9	Sergio Costa	Meeting with counsel re: engagement objectives and recent developments	155
1/20/2003	0.5	11	Sergio Costa	Discussion with supervisor and associate regarding corporate process and cash flows	155
1/20/2003	2.2	24	Sergio Costa	Reviewed news articles and research from external sources related to the JC Flowers organization and principal.	682
1/21/2003	0.7	6	Sergio Costa	Addressed additional conflict search and retention issues	217
1/21/2003	0.8	8	Sergio Costa	Preparation for meeting with Consumer Finance divisional management	248
1/21/2003	2.4	8	Sergio Costa	Meeting with T. Woodard, S. Gensch and A. Foster of Mill Creek Bank and Conseco Finance Servicing Corp.	744
1/21/2003	0.7	8	Sergio Costa	Prepared correspondence related to additional information requests	217
1/21/2003	2.6	8	Sergio Costa	Review of CFC Confidential Information Memorandum by business area	806
1/21/2003	0.7	8	Sergio Costa	Review of Manufactured Housing presentation	217
1/21/2003	0.9	8	Sergio Costa	Review of Filed Court documents related to Asset Purchase Agreements and bidding procedures	279
1/22/2003	0.7	8	Sergio Costa	Prepared for meeting with residuals modeling manager	217
1/22/2003	1.0	8	Sergio Costa	Meeting with G. Freeze regarding residuals modeling	310
1/22/2003	1.5	19	Sergio Costa	Prepared for meeting with Accounting personnel	465
1/22/2003	0.8	19	Sergio Costa	Meeting with R. Siemers, J. Nieland from Accounting department	248
1/22/2003	0.6	19	Sergio Costa	Prepared for conference call with Home Equity divisional management	186
1/22/2003	0.8	19	Sergio Costa	Conference call with D. Hall, T. Honnicut and J. Akers from the Home Equity division	248
1/22/2003	3.2	24	Sergio Costa	Reviewed legal entity and operational business unit balance sheets for continuing and discontinuing operations	992
1/22/2003	0.9	19	Sergio Costa	Prepared preliminary work plan	279