

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

RECEIVED  
UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS

OCT 09 2003

KENNETH G. GARDNER, CLERK  
PUBLIC SERVICE COUNTER

In re: ) Chapter 11  
)  
CONSECO, INC., *et al.*, ) Case No. 02 B 49672  
) (Jointly Administered)  
Debtors. )  
) Hon. Carol A. Doyle  
) **Objection Deadline: December 1, 2003**  
) **Hearing Date: February 4, 2004, 11:00 a.m.**

**FINAL APPLICATION OF JENNER & BLOCK, LLC  
FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES AND FOR THE PERIOD  
FROM JANUARY 3, 2003 THROUGH OCTOBER 9, 2003**

Pursuant to sections 330 and 331 of title 11 of the United States Code (as amended, the "Bankruptcy Code"), Fed. R. Bankr. P. 2016 (the Federal Rules of Bankruptcy Procedure are referred to herein as the "Bankruptcy Rules"), Rule 5082-1 of the Bankruptcy Rules for the United States District Court and the United States Bankruptcy Court for the Northern District of Illinois (the "Local Bankruptcy Rules"), the Retention Order (as defined below) and that certain Administrative Order Under Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members ( the "Interim Compensation Order"), the law firm of Jenner & Block, LLC ("J&B"), bankruptcy counsel for the Official Committee of Consecro Trust Originated Preferred Debt Holders (the "TOPRS Committee") in the above-captioned chapter 11 cases, hereby applies for final approval and payment (the "Final Application") of (a) compensation in the amount of \$1,645,823.50, for the reasonable and necessary legal services that J&B has rendered to the TOPRS Committee (the "Fees") and (b) reimbursement in the amount of \$147,822.49, for the actual and necessary expenses that J&B

incurred (the "Expenses"), in each case for the period from January 3, 2003 through October 9, 2003 (the "Final Fee Period"). In support of this Final Application, J&B respectfully states:

**Background**

1. On December 17, 2002, each of the Debtors filed its respective voluntary petition for relief under the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

**Retention of and Continuing Disinterestedness of J&B**

2. By this Court's Order dated January 27, 2003, the TOPRS Committee was authorized to retain J&B as its counsel (the "Retention Order"). The Retention Order authorizes the Debtors to compensate J&B at J&B's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and Orders of this Court.

3. J&B performed the services for which it is seeking compensation on behalf of or for the TOPRS Committee and not on behalf of any creditor or other person.

4. Pursuant to Bankruptcy Rule 2016(b), J&B has not shared, nor has J&B agreed to share: (a) any compensation it received or may receive with any other person other than with the partners, counsel and associates of J&B; or (b) any compensation another person or party has received or may receive.

5. J&B submits that this Final Fee Application complies with the mandatory guidelines set forth in the Amended Administrative Procedures and Compensation Order dated

January 2, 2003 and are billed in accordance with the practices customarily employed by J&B for similar cases and matters.<sup>1</sup>

**J&B's Monthly Fee Applications**

6. J&B has filed monthly fee applications pursuant to the Interim Compensation Order.

7. On February 25, 2003, J&B filed the First Monthly Fee Application of Jenner & Block, LLC for Compensation and Reimbursement of Expenses for the Interim Period January 3, 2003 through January 31, 2003 (the "First Monthly Application"), requesting \$130,908.60 (90% of fees incurred in the amount of \$145,454.00) and \$1,853.52 in expenses. A copy of the First Monthly Application is attached hereto as Exhibit A<sup>2</sup>. No objections were filed with respect to the First Monthly Application.

8. On March 25, 2003, J&B filed the Second Monthly Fee Application of Jenner & Block, LLC for Compensation and Reimbursement of Expenses for the Interim Period February 1, 2003 through February 28, 2003 (the "Second Monthly Application"), requesting \$140,324.40 (90% of fees incurred in the amount of \$155,262.50) and \$3,858.78 in expenses. A copy of the Second Monthly Application is attached hereto as Exhibit B. No objections were filed with respect to the Second Monthly Application.

9. On April 25, 2003, J&B filed the Third Monthly Fee Application of Jenner & Block, LLC for Compensation and Reimbursement of Expenses for the Interim Period March 1,

---

<sup>1/</sup> In preparing this Final Application, J&B reviewed each narrative time entry and determined that certain of them should be clarified. Accordingly, J&B has amended those entries and they are found in Exhibit L.

<sup>2/</sup> Exhibits A through H are being filed with the Court but are not being served upon the Core Service List. Copies of Exhibits A through H will be provided upon request to the undersigned.

2003 through March 31, 2003 (the "Third Monthly Application"), requesting \$155,262.50 (90% of fees incurred in the amount of \$172,513.89) and \$4,268.72 in expenses. A copy of the Third Monthly Application is attached hereto as Exhibit C. No objections were filed with respect to the First Monthly Application.

10. On June 19, 2003, J&B filed the Fourth Monthly Fee Application of Jenner & Block, LLC for Compensation and Reimbursement of Expenses for the Interim Period April 1, 2003 through April 30, 2003 (the "Fourth Monthly Application"), requesting \$221,159.25 (90% of fees incurred in the amount of \$245,732.50) and \$11,050.95 in expenses. A copy of the Fourth Monthly Application is attached hereto as Exhibit D. No objections were filed with respect to the Fourth Monthly Application.

11. On July 11, 2003, J&B filed the Fifth Monthly Fee Application of Jenner & Block, LLC for Compensation and Reimbursement of Expenses for the Interim Period May 1, 2003 through May 31, 2003 (the "Fifth Monthly Application"), requesting \$198,676.99 (90% of fees incurred in the amount of \$220,752.21) and \$13,071.46 in expenses. A copy of the Fifth Monthly Application is attached hereto as Exhibit E. No objections were filed with respect to the Fifth Monthly Application.

12. On July 25, 2003, J&B filed the Sixth Monthly Fee Application of Jenner & Block, LLC for Compensation and Reimbursement of Expenses for the Interim Period June 1, 2003 through June 30, 2003 (the "Sixth Monthly Application"), requesting \$198,676.99 (90% of fees incurred in the amount of \$219,751.50) and \$40,261.14 in expenses. A copy of the Sixth Monthly Application is attached hereto as Exhibit F. No objections were filed with respect to the Sixth Monthly Application.

13. On August 27, 2003, J&B filed the Seventh Monthly Fee Application of Jenner & Block, LLC for Compensation and Reimbursement of Expenses for the Interim Period July 1, 2003 through July 31, 2003 (the "Seventh Monthly Application"), requesting \$312,453.00 (90% of fees incurred in the amount of \$347,170.00) and \$53,504.95 in expenses. A copy of the Seventh Monthly Application is attached hereto as Exhibit G. No objections were filed with respect to the Sixth Monthly Application.

14. On September 25, 2003, J&B filed the Eighth Monthly Fee Application of Jenner & Block, LLC for Compensation and Reimbursement of Expenses for the Interim Period August 1, 2003 through August 31, 2003 (the "Eighth Monthly Application"), requesting \$102,118.50 (90% of fees incurred in the amount of \$113,465.00) and \$18,669.92 in expenses. A copy of the Eighth Monthly Application is attached hereto as Exhibit H. As of the date of filing of this Application, the objection deadline has not yet expired. J&B reserves its rights to amend or supplement this Application.

15. Additionally, J&B has incurred additional fees for the period from September 1, 2003 through October 9, 2003, in the amount of \$30,888.50 and expenses in the amount of \$1,338.79 (the "September Fees and Expenses"). The September Fees and Expenses are included herein. Also included herein is an estimate of \$7,500 fees and expenses that J&B expects it will incur in connection with the presentation of this Final Fee Application. Attached hereto as Exhibit I is a detailed itemization of the September - October, 9, 2003, Fees and Expenses.

Reasonable and Necessary Services Rendered by J&B, Generally

16. The J&B attorneys who rendered professional services in these chapter 11 cases during the Final Fee Period are:

**SUMMARY OF PROFESSIONAL SERVICES - ATTORNEYS**

<b>ATTORNEY</b>	<b>POSITION AND YEAR ADMITTED</b>	<b>DEPARTMENT</b>	<b>HOURS</b>	<b>RATE</b>	<b>AMOUNT</b>
DANIEL R MURRAY	Partner - 1970	Commercial Law	600.80	555.00	333,444.00
CATHERINE L. STEEGE	Partner - 1982	Commercial Law	570.50	500.00	285,250.00
JEFF J. MARWIL	Partner - 1986	Commercial Law	4.70	555.00	2,608.50
MARK K. THOMAS	Partner - 1981	Commercial Law	10.10	555.00	5,605.50
BARRY LEVENSTAM	Partner - 1979	Litigation	2.80	520.00	1,456.00
BARRY SULLIVAN	Partner - 1975	Litigation	178.20	520.00	92,664.00
RONALD R. PETERSON	Partner - 1974	Commercial Law	0.10	555.00	55.50
JOEL T. PELZ	Partner - 1980	Litigation	5.30	500.00	2,650.00
CARTER J. KLEIN	Partner - 1972	Corporate	1.00	500.00	500.00
THOMAS A. MONSON	Partner - 1985	Corporate	9.80	450.00	4,410.00
JAMES A. McKENNA	Partner - 1977	Litigation	202.70	450.00	91,215.00
SCOTT J. MOORE	Partner - 1988	Corporate	33.90	440.00	14,916.00
AVIDAN J. STERN	Partner - 1989	Litigation	90.60	430.00	38,958.00
JOHN P. SIEGER	Partner - 1994	Commercial Law	421.80	415.00	175,047.00
BRIAN R. BOCH	Partner - 1995	Corporate	3.80	400.00	1,520.00
JACOB I. CORRE	Associate - 1986	Litigation	103.80	370.00	38,406.00
MICHAEL C. RUPE	Associate - 1998	Commercial Law	202.90	345.00	70,000.50
ROBIN MERIWEATHER	Associate - 1998	Litigation	9.90	310.00	3,069.00
STEPHEN P. FAHEY	Associate - 1999	Litigation	320.30	280.00	89,684.00
MEGAN FAHEY	Associate - 2002	Commercial Law	1.30	205.00	266.50
PETER J. YOUNG	Associate - 2002	Commercial Law	0.90	195.00	175.50
DEREK S. WITTE	Associate - 2002	Litigation	89.90	195.00	17,530.50
JAMES G. MARTIGNON	Associate - 2002	Commercial Law	363.90	195.00	70,960.50
MELINDA CUPPS	Associate - 2002	Litigation	15.00	195.00	2,925.00
MICHELLE L. HORNISH	Associate - 2002	Litigation	23.90	195.00	4,660.50
CLIFTON J. HEYDA	Associate - 2002	Litigation	0.40	195.00	78.00
JAMES A. WRIGHT, II	Summer Assoc.	Firm	16.30	105.00	1,711.50
<b>TOTAL</b>			<b>3,284.60</b>		<b>1,349,767.00</b>
	Less	Discount for Non-Working Travel Time			<b>-4,276.00</b>
<b>GRAND TOTAL</b>					<b>1,345,491.00</b>

17. The J&B paraprofessionals who rendered professional services in these chapter 11 cases during the Final Fee Period are:

**SUMMARY OF PROFESSIONAL SERVICES - PARAPROFESSIONALS**

PARAPROFESSIONAL	POSITION AND YEARS WITH FIRM	DEPARTMENT	HOURS	RATE	AMOUNT
MICHAEL H MATLOCK	Paralegal - 1991	Commercial Law	637.60	185.00	117,956.00
LOWELL T. YAP	Paralegal - 1979	Commercial Law	8.10	185.00	1,498.50
CASSANDRA SMITH	Paralegal - 1983	Litigation	276.50	185.00	51,152.50
TOI HOOKER	Paralegal - 1995	Commercial Law	1.30	185.00	240.50
MICHELINE DADIEGO	Paralegal - 2002	Litigation	18.00	185.00	3,330.00
FRANCISCO CANO, JR.	Paralegal - 2001	Litigation	1.50	185.00	277.50
CAROLINE PADMANABHAN	Paralegal - 1995	Litigation	13.10	185.00	2,423.50
JULIE B. GINSBERG	Paralegal - 2002	Litigation	3.00	185.00	555.00
JESSICA JURINEK	Paralegal - 2002	Litigation	14.00	145.00	2,030.00
MELISSA A. HERMAN	Paralegal - 1999	Litigation	0.30	145.00	43.50
RANDY A. HANNIG JR.	Paralegal Ass't - 2002	Commercial Law	306.60	95.00	29,127.00
STEPHEN T. O'NEAL	Paralegal Ass't - 2003	Commercial Law	615.40	95.00	58,463.00
MARC A. PATTERSON	Paralegal Ass't - 1986	Commercial Law	79.10	95.00	7,514.50
LAUREN FREDENDALL	Paralegal Ass't - 2003	Commercial Law	123.80	95.00	11,761.00
REBECCA MILLER	Paralegal Ass't - 2001	Litigation	3.50	95.00	332.50
PAUL F. FLAIG	Paralegal Ass't - 2003	Litigation	0.80	95.00	76.00
ANTHONY SWAEKAUSKI	Paralegal Ass't - 2002	Litigation	61.70	95.00	5,861.50
THOMAS S. WEISHAAR	Paralegal Ass't - 2003	Litigation	2.00	95.00	190.00
TOTAL			2,166.30		292,832.50

18. J&B has advised and represented the TOPRS Committee in connection with these chapter 11 cases. Furthermore, J&B has prepared various documents submitted to this Court for consideration, has appeared before this Court during hearings regarding these chapter 11 cases, and has performed all of the other professional services that are described in this Final Application.

19. The rates described above are J&B's hourly rates for services of this type. J&B's Monthly Interim Fee Statements contain detailed itemizations and descriptions of the services that J&B rendered during the Final Fee Period. Based on these rates and the services performed by each individual during the Final Fee Period, the total value of such services rendered during the Final

Fee Period is \$1,638,323.50<sup>3</sup>. The J&B attorneys and paraprofessionals expended a total of 5,450.90 hours working on these chapter 11 cases during the Final Fee Period. J&B's blended rate was therefore \$300.56 per hour. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these chapter 11 cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

20. Further, each Monthly Interim Fee Statement: (a) identifies the individuals that rendered services in each Subject Matter (as defined below); (b) describes each activity or service that each individual performed; and (c) states the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services.

**Reasonable and Necessary Services Rendered by J&B - Categorized by Matter**

21. The professional services that J&B rendered during the Final Fee Period are grouped into the numbered and titled categories of the subject matters (the "Subject Matters") described in Paragraphs 21 through 39 herein. A summary of the Subject Matters is attached hereto as Exhibit J.

**22. Plan & Disclosure Statement (Fees: \$822,156.60; Hours: 2,881.20)**

This Subject Matter includes legal services related to the TOPRS' objections to confirmation of the reorganizing Debtors' plan and the settlement of those objections. The confirmation process was extremely expedited. At the start of this process, the reorganizing Debtors offered the TOPRS' virtually nothing and prosecuted a plan of reorganization that contained

---

<sup>3/</sup> The total amount of services rendered has been reduced by \$4,276.00 which represents a 50% discount for non-working travel time.



injunction provisions that would have released the claims even of creditors that did not vote for the plan and that did not receive anything under the plan. The companion plan filed in the finance company Debtor cases contained parallel injunctions which would have accomplished the same results with respect to the TOPRS even if the reorganizing Debtors' plan had not been confirmed.

The TOPRS Committee determined that it was in the best interests of its constituency to object to confirmation with the goal of obtaining a fairer plan. As a result of the TOPRS Committee's efforts and the efforts of J&B and Saul Ewing, ultimately an agreement was reached that increased the distribution to the TOPRS significantly by allowing the TOPRS to share in the expected future growth of the Debtors through not only common stock but the issuance of warrants and a share of the recovery against certain directors and officers. The TOPRS Committee believes that the additional consideration that the Committee obtained increased the distribution to TOPRS to approximately 7 to 9 per cent of the TOPRS' claims.

To obtain this result and given the expedited nature of the hearings, both J&B and Saul Ewing were required to devote tremendous resources to this case. Literally tens of thousands of pages of documents were produced and numerous depositions occurred over a two-month period. The issues were complex both factually and legally. J&B assisted in this discovery, the preparation of the many briefs that were filed before, during and after the confirmation trial, and participated in the closing arguments and other legal arguments that occurred before and during the confirmation hearing process.

The work that J&B performed, included: (a) reviewing the Debtors' numerous plans of reorganization and disclosure statements to determine their impact on the TOPRS and to prepare for the confirmation hearing; (b) working on discovery related to the confirmation process including

reviewing documents, participating in depositions, responding to discovery motions filed by the Debtors and the other committee and attending hearings regarding scheduling and the pretrial order; (c) working on the pretrial order; (d) preparing the confirmation objections and pre-trial briefs related to the release issues and the need for resolicitation caused by material modifications to the plan; (e) attending the confirmation hearing and preparing to make arguments during the hearing on various issues, including participating in the final argument; (f) reviewing the finance company plan and amendments and preparing an objection thereto; (g) objecting to the Debtors' motion to extend exclusivity and requesting that exclusivity be terminated to allow for competing plans; (h) preparing the post-trial brief; (i) negotiating a settlement of the objections and preparing settlement documents regarding the same; and (j) reviewing and revising TOPRS solicitation letter; (k) monitoring status of ballot procedures; (l) examining ballots and ballot tabulation totals; (m) negotiating revisions to Debtors' plan; (n) providing litigation support matters during confirmation hearing; and (o) working on the ultimate settlement of the case.

**23. General Case Administration (Fees: \$157,284.50; Hours: 812.90)**

This Subject Matter includes legal services not described elsewhere under another matter, including, but not limited to: (a) administering, managing and coordinating the representation of the TOPRS Committee; (b) reviewing pleadings, motions and other documents filed with the Court; (c) complying with the service and notice requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Interim Compensation Order; (d) assisting the TOPRS Committee in fulfilling its duties as the representative of the holders of Trust Originated Preferred Debt of Consecoco; (e) interacting with the Debtors and other official committees; and

(f) complying with the case administration requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, Orders of this Court, and any other applicable law.

**24. Sale of Assets, Lease and Use of Property (Fees: \$63,338.50; Hours: 139.70)**

This Subject Matter includes legal services related to the use, sale and lease of certain of the Debtors' property and assets, including, but not limited to: (a) reviewing proposed asset purchase agreement documents; (b) negotiating the bidding procedures order; (c) preparing for and attending the auction of the finance company Debtors; (d) preparing reports of proceedings for the TOPRS Committee; (e) reviewing objections to the sale and responses thereto; (f) discovery matters; and (g) reviewing sale orders and preparing a report to the TOPRS Committee. The TOPRS Committee had a significant interest in the sale due to the parent corporation's guaranty of certain obligations of the finance company Debtors. Absent a successful sale process, the holding company Debtors may have had to honor the guaranties further diluting any recovery to the TOPRS.

**25. Avoidance Actions and Adversaries (Fees: \$4,279.00; Hours: 12.20)**

This Subject Matter includes legal services related to the examination of potential avoidance actions and adversaries, including, but not limited to: (a) researching the validity and avoidance of certain liens; (b) reviewing the Trump adversary proceeding and preparing related memoranda; (c) attending hearings on the Trump adversary; (d) researching possible avoidance actions for exchange note holders; and (e) reviewing other adversary proceedings filed by the Debtors and others to determine their impact on the TOPRS.

26. **Cash Collateral and DIP Financing (Fees: \$2,735.00; Hours: 5.20)**

This Subject Matter includes legal services related to DIP financing and cash collateral, including, but not limited to: (a) reviewing DIP financing documents and related pleadings for the finance company debtors; and (b) analyzing issues regarding such documents and related pleadings. The TOPRS Committee had an interest in this Order to ensure that the DIP order protected the interest of the holding company Debtors and did not create any additional obligations for the holding company Debtors.

27. **Insurance Regulation and Insurance Company (Fees: \$751.50; Hours: 3.30)**

This Subject Matter includes research relating to the valuation of insurance companies in a bankruptcy scenario.

28. **Bank and Bond Debt (Fees: \$2,827.50; Hours: 6.10)**

This Subject Matter includes legal services related to the senior bank and bond claims and their impact on the TOPRS.

29. **D&O Claims (Fees: \$383.50; Hours: 0.90)**

This Subject Matter includes legal services relating to the Debtors' D&O guaranty program, resulting claims, and plan issues.

30. **Secured Creditor Matters (Fees: \$124.50; Hours: 0.30)**

This Subject Matter includes limited research into certain secured claims.

31. **Statement and Schedules (Fees: \$388.50; Hours: 0.70)**

This Subject Matter includes legal services related to reviewing the Debtors' schedules and statements of Financial Affairs.

32. **Committee Matters (Fees: \$51,868.50; Hours: 102.40)**

This Subject Matter includes legal services related to TOPRS Committee, meetings preparing for such meetings, and sending information to TOPRS Committee members. The TOPRS Committee represented tens of thousands of investors, many of whom bought TOPRS for their retirement plans and were severely impacted by these chapter 11 cases. The TOPRS Committee took its obligations to consider and analyze the situation to arrive at a fair result for creditors very seriously. The TOPRS Committee spent substantial time analyzing the case to assure itself that it was proceeding properly, consistent with its fiduciary duties.

33. **Claims Analysis & Objections (Fees: \$6,459.50; Hours: 17.60)**

This Subject Matter includes legal services related to proofs of claim and administrative claim matters. J&B reviewed these pleadings to determine the impact on the TOPRS.

34. **Creditor Inquiries (Fees: \$6,679.00; Hours: 14.20)**

This Subject Matter includes legal services related to creditors' inquiries, including discussions with TOPRS holders and other creditors regarding the chapter 11 cases, the confirmation hearing, the proposed plan treatments, and related matters.

35. **Fee Applications & Matters (Fees: \$68,257.00; Hours: 340.30)**

This Subject Matter includes legal services related to fee application matters, including, but not limited to: (a) preparing monthly interim fee statements and this Final Application; (b) reviewing the other TOPRS Committee's professionals' fee applications and filing and serving

the same; (c) preparing and filing requests for reimbursement of expenses by Committee members; and (d) reviewing the Debtors' and other professionals' fee applications. In addition, this category includes an estimate of \$7,500 for time to be spent attending the final fee hearing and responding to any inquiries made by the Fee Review Committee, the Court or other parties in interest.

**36. Litigation, Including Stay Relief (Fees: \$75,462.50; Hours: 248.60)**

This Subject Matter includes legal services related to certain litigation matters and automatic stay matters in these chapter 11 cases, including, but not limited to: (a) researching and preparing a brief in the Trump lift stay matter; (b) reviewing documents produced by Debtors for analysis in bankruptcy litigation; (c) preparing and reviewing document and other production requests provided to the Debtors; and (d) preparing for and participating in discovery depositions.

**37. Preparation For & Attendance at Court Hearings (Fees: \$119,998.00; Hours: 252.60)**

This Subject Matter includes legal services rendered in preparation for and attendance at hearings. J&B attended the omnibus hearings and other special hearings called in the case and routinely presented to or argued matters before the Court.

**38. Retention Matters (Fees: \$46,055.50; Hours: 117.00)**

This Subject Matter includes legal services related to the retention of professionals, including, but not limited to: (a) the retention of bankruptcy professionals to represent the TOPRS Committee in these chapter 11 cases; (b) preparing initial and supplemental filings regarding J&B retention; (c) preparing objections to certain of the Debtors' proposed professionals; and (d) discussions with the Office of the United States Trustee and counsel to the Debtors regarding the above matters.

39. **Valuation Analysis & Litigation (Fees: \$213,495.00; Hours: 478.60)**

This Subject Matter includes legal services related to valuation analysis of the Debtors, including, but not limited to: (a) selecting valuation experts to represent the TOPRS Committee; (b) analyzing valuations of the Debtors; (c) researching valuation standards; and (d) participating in valuation discovery.

40. **Non-Working Travel Time (Fees: \$8,552.00 Less 50%: \$4,276.00; Hours: 14.10)**

This Subject Matter contains time spent traveling on matters relating to these cases. Although every effort is made to minimize time charged to this category, heightened security measures and other travel-related impositions are impossible to avoid. In keeping with the procedures established by the Court, time in this category has been discounted by 50%.

**Actual and Necessary Expenses**

41. It is J&B's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also J&B's policy to charge its clients only the amount actually incurred by J&B in connection with such items. Examples of such expense are postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research and photocopying. J&B does not charge for faxes, but does charge for the expense of the telephone call.

42. J&B charges its clients \$.08 per page for duplicating. J&B does not include charges for word processing, long distance telephone or postage in its overhead because it has determined that it is fairer to its smaller clients who use proportionately less of these services to have these expenses billed separately.

43. A summary of the disbursements made by J&B on behalf of the TOPRS' Committee, during the Final Fee Period, is attached as Exhibit K. All of these disbursements comprise the requested sum for J&B's out-of-pocket expenses which total \$147,822.89.

**Representation**

44. In summary, by this Final Application, J&B requests final payment of compensation for fees and reimbursement of expenses in the total amount of \$1,793,646.39 consisting of (a) \$1,645,823.50 which represents 100% of the fees incurred by J&B for reasonable and necessary professional services; and (b) \$147,822.89, for actual and necessary costs and expenses.

WHEREFORE, J&B requests that an order be entered allowing on a final basis:

- A. J&B fees in the amount of \$1,645,823.50 incurred during the Final Fee Period;
- B. Reimbursement to J&B of actual and necessary expenses in the amount of \$147,822.89;
- C. Directing the Debtors to pay \$1,793,646.39 less any amounts previously paid in connection with the Interim Monthly Fee Statements within ten days of the date of the order approving this Final Application; and



D. Granting such other and further relief as is just and equitable.

October 9, 2003

OFFICIAL COMMITTEE OF CONSECO  
TRUST ORIGINATED PREFERRED DEBT  
HOLDERS

By: Catherine Steege  
One of its Attorneys

Daniel R. Murray (01999591)  
Catherine Steege (06183529)  
John P. Sieger (06240033)  
Jenner & Block, LLC  
One IBM Plaza  
Chicago, IL 60611  
PH: 312/222-9350  
FAX: 312/527-0484

979533