

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

In re:)	Chapter 11
)	
Conseco, Inc., <u>et al.</u> , ¹)	Case No. 02 B49672
)	
Debtors.)	Honorable Carol A. Doyle
)	(Jointly Administered)

In re:)	
)	
Conseco Finance Corp., ²)	
)	Case No. 02 B49675
Debtor.)	Honorable Carol A. Doyle

**ORDER APPROVING FINAL FEE APPLICATION OF KIRKLAND & ELLIS LLP AS
COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION**

WHEREAS, Kirkland & Ellis LLP, retained as counsel to the Debtors in the above-captioned Chapter 11 Cases pursuant to that order of this Court dated January 14, 2003 (the "Retention Order"), filed a final application for allowance of administrative claim for compensation and reimbursement of expenses on October 9, 2003 (the "Final Application") for fees and expenses incurred from December 18, 2002 through September 9, 2003 (the "Fee Period"); and

WHEREAS, Kirkland & Ellis LLP has, from time to time, received interim payments of fees and reimbursements of expenses pursuant to the Administrative Order Under Sections

¹ The Reorganized Debtors are the following entities: (i) Conseco, Inc.; (ii) CIHC, Incorporated; (iii) CTIHC, Inc.; and (iv) Partners Health Group, Inc.

² The post consummation estate for Conseco Finance Corp. (the "CFC Estate") is the liquidating trust that holds in trust for distribution to creditors certain assets of the entities referred to as the "Finance Company Debtors" in the Finance Company Debtors' Sixth Amended Joint Liquidating Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code.

6-16-07

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"); and

WHEREAS, the Court has reviewed the Final Application, has considered the recommendations of the Fee Review Committee set forth in the Seventh Report Of Fee Committee, filed on or about May 14, 2004, and has concluded that due notice of the Final Application has been given; and

WHEREAS no objections have been filed to the Final Application; and

WHEREAS, the Court finds that the requests in the Final Application are reasonable under the circumstances of these Chapter 11 Cases;

IT IS HEREBY:

ORDERED that Kirkland & Ellis LLP is awarded on a final basis fees, for professional services rendered and reimbursement of expenses incurred during the Fee Period, the amount of \$24,069,589.14 (the "Final Award"); and it is further

ORDERED that, upon receipt by Kirkland & Ellis LLP of the Final Award, Kirkland & Ellis LLP shall not seek any additional fees or expenses incurred during the Fee Period; and it is further

ORDERED that all amounts received by Kirkland & Ellis LLP under the Interim Compensation Order are hereby approved on a final basis; and it is further

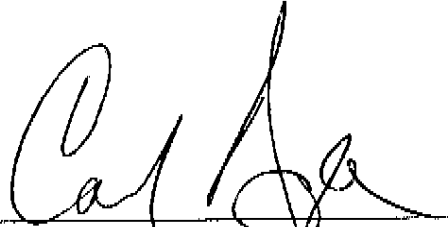
ORDERED that the Debtors are authorized and directed to remit the Final Award to Kirkland & Ellis LLP, less those amounts previously advanced to Kirkland & Ellis LLP pursuant to the Interim Compensation Order; and it is further

ORDERED that, notwithstanding the potential applicability of Bankruptcy Rule 6004(g), this Order is effective immediately; and it is further

ORDERED that this Court shall retain such jurisdiction as legally permissible over all matters arising out of or relating to the Final Application or the Final Award.

Chicago, Illinois

Dated: June 4, 2004


The Honorable Carol A. Doyle
United States Bankruptcy Judge