

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

)	Chapter 11
)	
In re:)	Case No. 02-49672
)	
Conseco, Inc. <u>et al.</u> , ¹)	The Honorable Carol A. Doyle
)	
Debtors.)	Hearing Date: March 17, 2004
)	

**ORDER GRANTING FIFTH AND FINAL REQUEST OF
MUCH SHELIST, P.C. FOR ALLOWANCE OF FINAL COMPENSATION**

This cause coming on to be heard on the Final Application² of Much Shelist, P.C. for allowance of compensation and reimbursement of expenses incurred in connection with services rendered to the CFC Committee during the time period beginning April 7, 2003 and ending September 30, 2003 (the "**Final Period**"); Much Shelist having originally requested allowance of compensation and reimbursement of expenses in the amount of \$1,855,924.00; Much Shelist and the Fee Review Committee having agreed to reduce the requested allowance to \$1,825,924.00, leaving a balance of fees and expenses owed to Much Shelist of \$1,380,142.20; due notice of the Final Application having been given; the Court having considered the

¹ The Debtors are the following entities: (i) Conseco, Inc., CIHC, Incorporated, CTIHC, Inc., and Partners Health Group, Inc. (the "**Holding Company Debtors**"), (ii) Conseco Finance Corp. and Conseco Finance Servicing Corp. (the "**CFC Debtors**"), and (iii) Conseco Finance Corp. - Alabama, Conseco Finance Credit Corp., Conseco Finance Consumer Discount Company, Conseco Finance Canada Holding Company, Conseco Finance Canada Company, Conseco Finance Loan Company, Rice Park Properties Corporation, Landmark Manufactured Housing, Inc., Conseco Finance Net Interest Margin Finance Corp. I, Conseco Finance Net Interest Margin Finance Corp. II, Green Tree Financial Corp. - Two, Conseco Agency of Nevada, Inc., Conseco Agency of New York, Inc., Green Tree Floorplan Funding Corp., Conseco Agency, Inc., Conseco Agency of Alabama, Inc., Conseco Agency of Kentucky, Inc., and Crum-Reed General Agency, Inc. (the "**CFC Subsidiary Debtors**"), (iv) Green Tree Finance Corp. - Five and Green Tree Residual Finance Corp. I, and Conseco Finance Credit Card Funding Corp. (the "**New Debtors**") and, collectively with the Holding Company Debtors, the CFC Debtors and the CFC Subsidiary Debtors, the "**Debtors**").

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

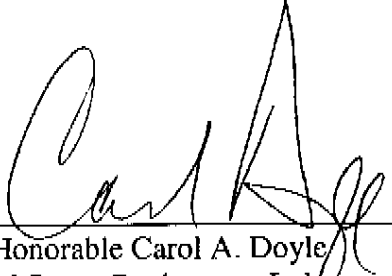
recommendations of the Fee Review Committee; and the Court being fully advised in the premises:

IT IS HEREBY ORDERED THAT Much Shelist, P.C. is granted final compensation for services rendered as counsel to the CFC Committee in the amount of \$1,825,924.00;

IT IS FURTHER ORDERED THAT Much Shelist, P.C. is granted final reimbursement of expenses on behalf of the CFC Committee in the amount of \$43,559.64; and

IT IS FURTHER ORDERED THAT the Plan Administrator is authorized and directed to remit forthwith the balance of fees and expenses awarded to Much Shelist, P.C. in the amount of \$1,380,142.20 as an allowed Ch. 11 administrative expense of the Estate.

Dated: 4/8/04



The Honorable Carol A. Doyle
United States Bankruptcy Judge