

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

In re:)	Chapter 11
)	
Conseco, Inc., et al., ¹)	Case No. 02-49672
)	(Jointly Administered)
Debtors.)	The Honorable Carol A. Doyle
)	
_____)	
In re:)	
)	
Conseco Finance Corp., et al. ²)	Case No. 02-49675
)	(Jointly Administered)
)	The Honorable Carol A. Doyle
)	

**ORDER GRANTING APPLICATION
OF PRICEWATERHOUSECOOPERS LLP FOR ALLOWANCE OF
ADMINISTRATIVE CLAIM FOR COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD FROM
DECEMBER 18, 2002 THROUGH SEPTEMBER 9, 2003**

PricewaterhouseCoopers LLP, as accountants to the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), filed a Final Application for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the period from December 18, 2002 through September 9, 2003 (the "Final Application"). The Court has reviewed the Final Application and the recommendations of the Fee Review Committee and

¹ The CNC Debtors comprise the following entities: Conseco, Inc. ("CNC"), CIHC, Incorporated, ("CIHC"), CTHIC, Inc., Partners Health Group, Inc., (collectively the "Holding Company Debtors").

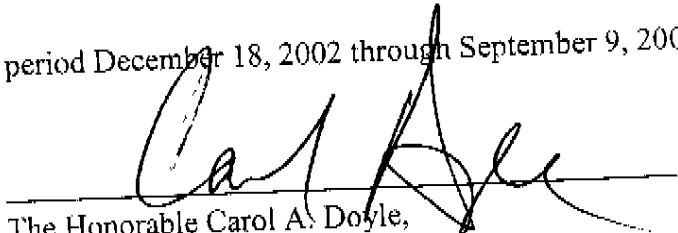
² The Finance Company Debtors comprise the following entities: (i) Conseco Finance Corp. ("CFC") and Conseco Finance Servicing Corp., (ii) Conseco Finance Corp. - Alabama, Conseco Finance Credit Corp., Conseco Finance Consumer Discount Company, Conseco Finance Canada Holding Company, Conseco Finance 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 Finance 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., Green Tree Finance Corp. - Five and Green Tree Residual Finance Corp. I, and Conseco Finance Credit Card Funding Corp., (the Finance Company Debtors" and the Holding Company Debtors are collectively the "Debtors").

finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Final Application, and any hearing on the Final Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Final Application. Accordingly, it is hereby

ORDERED that PricewaterhouseCoopers LLP is granted final compensation for services in the amount of \$5,769,935.60, which reflects a reduction of \$12,659.19 in fees in connection with the review by the Conseco Fee Committee and \$19,139.94 for reimbursement of expenses incurred, which reflects a reduction of \$4,471.53 made in connection with the review by the Conseco Fee Committee; and it is further

ORDERED that the Final Application is GRANTED, on a final basis. The Plan Administrator is authorized and directed to pay to PricewaterhouseCoopers LLP the sum of \$561,128.76 immediately as payment for the amount of \$578,259.48 held back pursuant to 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, less \$17,130.72 (the reduction amount made in connection with the review by the Conseco Fee Committee - \$12,659.19 for fees and \$4,471.53 for expenses), as accountants to the Debtors for services rendered and disbursements incurred by PricewaterhouseCoopers LLP for the period December 18, 2002 through September 9, 2003.

Dated: 4/26/04


The Honorable Carol A. Doyle,
United States Bankruptcy Judge