

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

FILED
UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS

007 0 2003

IN RE:

Conseco, Inc., et al.

Debtors.

) Chapter 11
)
)
)
)
)

Case No. 02-49672

(Jointly Administered)

Honorable Carol A. Doyle

KENNETH S. GARDNER, CLERK
PS REP. - KS

**FINAL FEE AND EXPENSE STATEMENT OF
WATSON WYATT INSURANCE & FINANCIAL SERVICES, INC. AS
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF TRUST
ORIGINATED PREFERRED DEBT HOLDERS FOR
FEBRUARY 1, 2003 THROUGH AUGUST 31, 2003**

Pursuant to sections 330 and 331 of the title 11 of the United States Code, 11 U.S.C. §101 - 1303 (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Court's December 17, 2002 Administrative Order under 11 U.S.C. sections 105(a) and 331 [Docket No. 104], the Court's January 2, 2003 Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 268], and the Court's September 17, 2003 Fee Review Committee Billing Guidelines (collectively the "Administrative Orders"), Watson Wyatt Insurance & Financial Services, Inc. ("Watson Wyatt") respectfully submits this final statement seeking approval of Watson Wyatt's monthly fees and reimbursement of expenses incurred by Watson Wyatt for the period of February 1, 2003 through August 31, 2003, for professional services rendered as Actuarial Expert to the Official Committee of Conseco Trust Originated Preferred Debt Holders (the "TOPR's Committee").

03 OCT 9 11 51 AM '03
UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS

BACKGROUND

1. On December 17, 2002 (the "Petition Date"), the Debtors commenced these bankruptcy cases by filing their voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108, the Debtors continue to operate their businesses and manage their properties as debtors-in-possession.

2. On January 3, 2003, the Office of the United States Trustee for the Northern District of Illinois appointed the TOPR's Committee. The members of the TOPR's Committee are: United Capital Markets, Oppenheimer Capital, and Paul Floto. The TOPR's Committee represents the interests of creditors whose claims in the aggregate amount to approximately \$2.1 billion.

3. Following its appointment, the TOPR's Committee selected Watson Wyatt to serve as its Actuarial Expert in these cases.

4. On February 19, 2003, the Court entered an order, authorizing the TOPR's Committee to employ of Watson Wyatt as its Actuarial Expert pursuant to sections 328(a) and 1103 of the Bankruptcy Code. (**Exhibit A**; Docket No. 1366).

SUMMARY OF MONTHLY FEES AND EXPENSES

5. Pursuant to the terms of Watson Wyatt's engagement, and as compensation for its services provided to the TOPR's Committee for the period February 1, 2003 through August 31, 2003, Watson Wyatt requests the approval of total consulting fees of \$1,937,900.00 and total expenses of \$126,731.82, for a grand total of \$2,064,631.82. These amounts represent the hourly fees charged by Watson Wyatt for the services performed on behalf of the TOPR's Committee as authorized by the Court's

February 19, 2003 Retention Order plus actual and necessary expenses incurred by Watson Wyatt while representing the TOPR's Committee from February 1, 2003 through August 31, 2003.

6. The total consulting fees and expenses of Watson Wyatt can be summarized as follows:

	<u>SUMMARY OF MONTHLY FEE APPLICATIONS</u>			<u>Amount Paid</u>	<u>Outstanding</u>
	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>	<u>To-Date</u>	<u>Amounts</u>
February	\$124,660.00	\$6,445.87	\$131,105.87	\$118,639.87	\$12,466.00
March	\$642,630.00	\$25,754.50	\$668,384.50	\$604,121.50	\$64,263.00
April	\$688,070.00	\$25,954.22	\$714,024.22	\$645,217.22	\$68,807.00
May	\$331,091.25	\$59,797.69	\$390,888.94	\$357,779.82	\$33,109.12
June	\$72,338.75	\$2,700.80	\$75,039.55	\$67,805.68	\$7,233.87
July	\$79,110.00	\$5,422.01	\$84,532.01	\$0.00	\$84,532.01
August	<u>\$0.00</u>	<u>\$656.73</u>	<u>\$656.73</u>	<u>\$0.00</u>	<u>\$656.73</u>
TOTAL	\$1,937,900.00	\$126,731.82	\$2,064,631.82	\$1,793,564.09	\$271,067.73

7. The outstanding amounts reflect a 10% holdback of our consulting fees for the months of February through June, plus the full amount of our invoices (i.e., 100% of fees plus expenses) for July and August.

8. Each of the Monthly Fee and Expense statements of Watson Wyatt, which provide details regarding the hourly fees and monthly expenses, are attached hereto as **Exhibit C**, and is incorporated by reference herein.

SERVICES PROVIDED

9. A summary of the services provided by Watson Wyatt to the Committee includes, but is not limited to, the following items:
- a. Review of actuarial appraisals of the life insurance companies directly or indirectly owned by Conseco, as developed by Milliman USA ("Milliman") and/or the Debtors.
 - b. Develop actuarial analyses and advise the Committee and its professionals on actuarial issues.
 - c. Provide expert services on actuarial matters regarding the review of the actuarial appraisals and other actuarial analyses prepared by or for the Debtors.
 - d. Review court documents, motions and filings for actuarial and valuation information.
 - e. Development of actuarial reports as required by the Committee or its professionals.
 - f. Provide expert testimony on actuarial matters regarding our review of the aforementioned actuarial appraisals and other actuarial analyses.

10. The primary objective of Watson Wyatt was to complete a peer review of the actuarial appraisal of the Conseco Insurance Subsidiaries developed as of June 30, 2002 by Milliman USA. The review process included the following detailed activities:

- a. Kenneth M. Beck was the overall engagement partner for this engagement. Reporting to Mr. Beck was Robert J. Matczak, Senior Actuarial Consultant of Watson Wyatt, who provided day-to-day direction to the line of business teams assigned to review in detail Milliman's actuarial appraisal report of December 23, 2002 as well as interfaced with the other professionals engaged by the Committee and with Milliman USA ("Milliman") through Kirkland & Ellis ("K&E").
- b. In determining the reasonableness of Milliman's actuarial assumptions, actuarial models, and resultant projections of statutory earnings, the line of business teams considered the

documents Bates-stamped with the prefix "MIL", "CON", and "LAZ".

- c. In determining the reasonableness of Milliman's actuarial assumptions, actuarial models, and resultant projections of statutory earnings, the line of business teams also considered some of the documents, spreadsheets, and emails made available to Watson Wyatt by Conseco via a Remote Access Terminal.
- d. Very early in the review process (after having only gained access to the Milliman report for a few hours), Mr. Matczak, Senior Actuarial Consultant of Watson Wyatt, met for about one-hour with Bruce Winterhof of Milliman and posed some general questions regarding Milliman's modeling approach and the basis for certain key actuarial assumptions. At the same meeting with Mr. Winterhof, Mr. Matczak requested supplemental data/information which supported Milliman's development of their actuarial appraisal, which Milliman subsequently provided to Watson Wyatt. Watson Wyatt also posed additional questions in writing to Milliman in an email on 3/7/03, a memorandum on 3/20/03, and additional emails on 3/26/03 and 3/28/03. All of the data/information which was provided by Milliman was considered by Watson Wyatt in our actuarial review.
- e. Watson Wyatt also assisted Saul Ewing in developing the additional discovery request of March 18, 2003 to K&E. The questions posed by Watson Wyatt were answered and the answers were considered by Watson Wyatt in our actuarial review.
- f. We reviewed all of the experience studies which were made available to us to verify the actuarial assumptions used by Milliman in developing the actuarial appraisal values shown in their report of December 23, 2002.
- g. We developed a comparison of modeled-to-actual liabilities to assure ourselves that no material blocks of inforce business were excluded by Milliman in developing their actuarial appraisal values.
- h. Based on the conclusions reached relating to the reasonableness of actuarial assumptions utilized by Milliman, and given the benefit of being able to analyze certain actual experience and trends emerging in the last half of 2002 and first quarter of 2003, certain adjustments to the projections of statutory earnings developed by Milliman were made by Watson Wyatt. The methodologies used to develop these adjustments, and a quantification of our

adjustments, were described in the Expert Report of Mr. Beck. Note that adjustments to Milliman's projections of statutory earnings were made by Watson Wyatt only in those areas where such adjustments would have a material impact on the resultant present values and where the rationale for such adjustments was fully supported by the data and information provided to Watson Wyatt by Conseco and Milliman (through K&E).

- i. Watson Wyatt also developed illustrative GAAP earnings under "Fresh Start" accounting principles, as is discussed in Mr. Beck's report. The adjusted statutory earnings projections developed by Watson Wyatt, as documented in Mr. Beck's report, formed the basis for the illustrative GAAP earnings.
- j. Finally, another important part of Watson Wyatt's actuarial review was to compare the actuarial assumptions used by Milliman in developing the actuarial appraisal values as of June 30, 2002 with the actuarial assumptions used by Milliman in developing other actuarial analyses of CIS as of September 30, 2001 and December 31, 1999. The changes in assumptions made between the June 30, 2002 actuarial appraisal and the prior actuarial analyses which Watson Wyatt believes had the most material impact on resultant present values of statutory earnings were documented in Mr. Beck's report.
- k. Mr. Beck also provided a Rebuttal Report to the Expert Report of Milliman and provided expert testimony to the Court. He was supported in these regards by other professional staff of Watson Wyatt.

11. All of the services for which compensation is requested by Watson Wyatt were performed for or on behalf of the TOPR's Committee.

12. The affidavit of Robert J. Matczak, F.S.A., a Senior Actuarial Consultant at Watson Wyatt, in support of this Final Fee Application is attached hereto as **Exhibit B**.

WHEREFORE, Watson Wyatt respectfully requests that the Court enter an order approving Watson Wyatt's Monthly Fee Statements for the period of February 1, 2003 through August 31, 2003 in the total amount of \$1,937,900.00, and reimbursement of total expenses incurred in the amount of \$126,731.82, and granting such other relief as is just and proper.

Dated: October 2, 2003

Respectfully submitted,

WATSON WYATT INSURANCE &
FINANCIAL SERVICES, INC.

By: Robert J. Matczak
Robert J. Matczak, Senior Actuarial Consultant

Watson Wyatt Insurance and Financial
Services, Inc.
1055 Westlakes Drive, 3rd Floor
Berwyn, PA 19312
Phone: 610-727-3725
Facsimile: 610-727-4283

Exhibit A

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

IN RE:	)	Chapter 11
)	
Conseco, Inc., <u>et al.</u>,	)	Case No. 02-49672
	)	(Jointly Administered)
	)	Honorable Carol A. Doyle
Debtors.)	

**ORDER PURSUANT TO SECTIONS 328(a) AND 1103 OF
THE BANKRUPTCY CODE APPROVING THE OFFICIAL
COMMITTEE OF CONSECO TRUST ORIGINATED PREFERRED DEBT
HOLDERS' APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT
OF WATSON WYATT INSURANCE & FINANCIAL SERVICES, INC.
AS ACTUARIAL CONSULTANT
PURSUANT TO SECTIONS 328(a) AND 1103 OF THE BANKRUPTCY CODE**

This matter is before the Court upon consideration of the Official Committee of Conseco Originated Trust Preferred Debt Holders' Application for Order Authorizing the Employment of Watson Wyatt Insurance & Financial Services, Inc. as Actuarial Consultant pursuant to Sections 328(a) and 1103 of the United States Bankruptcy Code (the "Application") in the above-captioned chapter 11 cases, pursuant to Sections 328(a) and 1103 of Title 11, United States Code, 11 U.S.C. §§ 101 *et seq.*, as amended (the "Bankruptcy Code") and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and request to shorten notice. The Official Committee of Conseco Trust Originated Preferred Debt Holders (the "TOPR's Committee") requests authority to retain and employ Watson Wyatt Insurance & Financial Services, Inc. ("Watson Wyatt") pursuant to the terms of that certain letter dated February 12, 2003, which is attached hereto as Exhibit "1" (the "Revised Engagement Letter"); and upon the affidavit of Kenneth M. Beck which is annexed as Exhibit "B" to the Application.

The Court is satisfied that the employment of Watson Wyatt is necessary and that Watson Wyatt does not and hereafter will not represent in connection with these cases, any entity having an interest adverse to the unsecured creditors; that Watson Wyatt is "disinterested" as defined by section 101(14) of the Bankruptcy Code; that the terms and conditions of Watson Wyatt employment are reasonable and appropriate; and good cause appearing for the relief requested therein; it is

ORDERED that the notice given of the Application is hereby deemed to be appropriate; and it is further

ORDERED that pursuant to sections 328(a) and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014, the TOPR's Committee is authorized to employ Watson Wyatt as its actuarial consultant on the terms and conditions set forth in the Revised Engagement Letter and the Application (as modified by the Revised Engagement Letter); and it is further

ORDERED that Watson Wyatt shall file interim and final fee applications pursuant to the applicable provisions of the Bankruptcy Code, Bankruptcy Rules and the Local Rules and Orders of this Court.

CAROL A. DOYLE
UNITED STATES BANKRUPTCY JUDGE

Dated: February 19, 2003

FEB 19 2003
EUGENE R. WEDOFF
BANKRUPTCY JUDGE

EXHIBIT 1
[Revised Engagement Letter]



WATSON WYATT
INSURANCE & FINANCIAL SERVICES, INC.
1055 Westlakes Drive
3rd Floor
Berwyn, PA 19312

Phone (610) 727-3725
Fax (610) 727-4283
Email Kenneth.Beck@ifs.watsonwyatt.com

February 12, 2003

The Official Committee of Holders of Trust
Originated Preferred Debt of Conseco, Inc.
c/o Saul Ewing LLP
Attn: Donald J. Detweiler, Esquire
222 Delaware Ave.
P.O. Box 1266
Wilmington, Delaware 19899-1266

Dear Mr. Detweiler:

This Letter Agreement confirms that Watson Wyatt Insurance & Financial Services, Inc. ("WWIFS") has agreed to be engaged by the Official Committee of Holders of Trust Originated Preferred Debt (the "Committee") of Conseco, Inc. ("Conseco") and its affiliated debtors to provide actuarial consulting services ("Services") on the terms and conditions set forth below.

In this engagement, the Actuarial Consulting Practice of WWIFS will act as the actuarial advisor to the Committee in connection with Conseco's Chapter 11 case.

SCOPE OF SERVICES

Although the Services are subject to change, as mutually agreed upon, the Services shall include but not be limited to:

- Review of actuarial appraisals of the life insurance companies directly or indirectly owned by Conseco, as developed by Milliman USA ("Milliman") or any other actuarial consultants
- Complete other actuarial analyses and advise the Committee or its professionals on actuarial issues, as defined and determined by the Committee or its professionals
- Provide expert testimony on actuarial matters regarding our review of the aforementioned actuarial appraisals and other actuarial analyses
- Develop actuarial reports as required by the Committee or its professionals

The Actuarial Consulting Practice of WWIFS is positioned to immediately support the Committee and its professionals on this important engagement. From a project management perspective, we will address this engagement in two phases: Phase I will go through the end of February 2003, focusing on the review of the actuarial appraisals of the life insurance companies directly or indirectly owned by Conseco. Phase II will involve consulting services provided after February 2003, the nature and scope of which will depend upon the results of our review in Phase I. It is our expectation that four to six



consulting actuaries will be assigned to this engagement on a full-time basis during the month of February, and that additional professional staff will be assigned to support this engagement as determined by the scope of our Services defined by the Committee requires.

DATA/INFORMATION REQUIREMENTS

WWIFS's performance of Services is dependent upon the information provided by Conseco, Conseco's actuarial consultants and other professionals, and the Committee and its professionals. Any reports or conclusions reached by us will be based on the information provided to WWIFS.

We thought it would be helpful to give an initial indication of the data/information which we will need at the outset of this engagement, where our first objective will be to review the actuarial appraisals of the life insurance companies directly or indirectly owned by Conseco. The preliminary data/information which we will need includes, but is not limited to, the following items:

- Copies of the formal actuarial appraisal reports developed by Milliman
- Experience studies (of mortality, lapses/surrenders/withdrawals, premium persistency, morbidity, investment return, expenses, etc.) which support the actuarial assumptions utilized by Milliman in developing its actuarial appraisals
- Hard and electronic copies of all projections of statutory earnings developed by Milliman in conjunction with the preparation of their actuarial appraisals
- Projected expense budgets developed by the life insurance company management teams
- Year-end statutory financial statements for all of the life insurance companies for the 2000, 2001, and 2002 calendar years, and statutory financial statements for each of the interim calendar quarters in 2002
- Access to actuarial/financial items related to the life insurance companies as may be made available through (real or virtual) data rooms developed by Conseco
- Additional data/information to be defined as our review progresses

FEEES AND EXPENSES

WWIFS's services will be performed on a time and materials basis, based on standard hourly rates which may change from time-to-time. The hourly rates vary with the credentials and experience of the individuals involved. In addition to services, WWIFS charges for actual expenses. Expenses include: (1) actual out-of-pocket costs for such items as travel, lodging, meals, material reproduction, external telephone, etc.; and (2)



internal costs that will be charged on a flat rate basis (per hour of professional consulting time) such as computer usage, internal telephone, facsimile transmissions, postage, etc.

The standard hourly rates currently charged by WWIFS by professional classification are as follows:

<u>Classification</u>	<u>Range of Hourly Rates</u>
Partner	\$635
Senior Manager/Manager	\$400 – 510
Senior Associate	\$300 – 325
Associate	\$175 – 225
Admin./Secretarial	\$57

The total amount of fees and expenses to be incurred on this engagement will depend upon the nature and scope of Services provided by WWIFS in order to address the various actuarial issues defined by the Committee or its professionals.

Fees and expenses will be invoiced monthly by WWIFS to the Committee through its Committee Counsel, Saul Ewing LLP (“Saul Ewing”). Saul Ewing will file Monthly and Quarterly Fee Applications on our behalf in order to gain payment by Consecoco of our invoices, following the procedures and meeting the deadlines defined in the Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the “Administrative Order”) granted by the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the “Court”).

The Administrative Order (including Exhibit A) is attached to and is hereby incorporated into this Letter Agreement.

CONFLICT OF INTEREST

We have undertaken a reasonable review of our records to determine WWIFS’s professional relationships with Consecoco and its subsidiaries/affiliates. We are not aware of any conflicts of interest or relationships that would preclude us from performing the above work for the Committee.



CONFIDENTIALITY

WWIFS acknowledges that, in the course of performing its services, the Committee and/or Saul Ewing will disclose information that is confidential and/or proprietary ("Information"). WWIFS agrees to hold all such Information in strict confidence, to use such Information only for the purpose of its services in this engagement and not to disclose any such Information to any third party except for such Information which: (a) was previously known or becomes known to WWIFS free of any obligations of confidentiality; (b) is or becomes available to the public other than by WWIFS's unauthorized disclosure; (c) is independently developed by WWIFS; and/or (d) is required to be disclosed pursuant to subpoena, administrative or legal demand, legal requirement, or order of a court or government agency.

WWIFS's tools, methodologies, documentation, and know-how (including all modifications and enhancements thereto) are the confidential and proprietary information of WWIFS. No ownership or license rights in any WWIFS confidential or proprietary information is provided to Saul Ewing as a result of this engagement.

NO WARRANTIES

WWIFS does not make any warranties or guarantees of any nature with respect to the success or satisfactory conclusion of any subsequent transaction or as to the economic, financial, or other results which may be obtained or experienced by the Committee as a result of this engagement or any subsequent transaction. Notwithstanding anything to the contrary contained in this agreement, WWIFS makes no warranties, express or implied, or otherwise, including without limitation implied warranties of merchantability and fitness for a particular purpose.

WORKING FOR OTHER CLIENTS

WWIFS will not be prevented or restricted by this engagement from providing services to other clients. WWIFS will take steps to limit access to confidential information communicated to us during the course of this engagement, which information will not be disclosed or made available to partners, principals, and staff who do not have a need to know such information.

The value of our Services to the Committee is founded, in part, on our reputation for professionalism and integrity. WWIFS has been engaged from time to time by a significant number of law firms, both locally and nationally. It is possible that the opposing parties or their law firms have engaged WWIFS in other situations unrelated to this litigation.



LIMITATION OF LIABILITY

In no event shall WWIFS, other WWIFS affiliates and our officers, directors, employees, agents and subcontractors be liable to the Committee, Saul Ewing, other professional advisors to the Committee, Conseco, its affiliated debtors, professional advisors to Conseco, or any other third party, whether a claim be in tort, contract or otherwise: (a) for any amount in excess of the total professional fees paid to WWIFS under this engagement letter; or (b) for any consequential, indirect, special, punitive, lost profits or similar damages relating to WWIFS's services provided under this engagement letter, except to the extent finally determined to have resulted from the willfully tortious misconduct or fraudulent behavior of WWIFS relating to such services.

The laws of the state of Massachusetts shall govern this contract notwithstanding its choice of law rules. The federal or state courts of the state of Massachusetts shall have exclusive jurisdiction of any claims arising out of this engagement.

OTHER MATTERS

Our work will not constitute an audit conducted in accordance with generally accepted auditing standards, an examination of internal controls, or other attestation or review services in accordance with standards established by the AICPA. Accordingly, we will not express an opinion or any other form of assurance on the financial statements of Conseco and/or its affiliated companies, or any financial or other information, or operating and internal controls of Conseco and its affiliated companies.

With respect to prospective financial information, our work will not constitute an examination, compilation or agreed-upon procedures in accordance with standards established by the AICPA, and we will express no assurance of any kind on such information. There will usually be differences between estimated and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. We will take no responsibility for the achievability of the expected results anticipated by the management of Conseco or any of its affiliated companies.

This Letter Agreement may be terminated by either the Committee or WWIFS by providing thirty (30) business days written notice to the other party. Upon termination of this Letter Agreement, the Committee will ensure that Conseco pays WWIFS for all Services provided and expenses reasonably incurred through the termination date, in accordance with the applicable provisions of the Bankruptcy Court, Bankruptcy Rules, and Orders of the Bankruptcy Court.

WWIFS will maintain its professional work record of this engagement for two (2) years from completion, unless otherwise instructed by the Committee.



This Letter Agreement incorporates the entire understanding of the parties and supersedes all previous agreements and discussions between WWIFS and the Committee with respect to the subject matter hereof, and may not be amended or modified except in writing executed by the Committee and WWIFS. This Letter Agreement shall be binding upon WWIFS and the Committee and their respective successors and assigns and may be assigned by WWIFS to a successor of the business of WWIFS to which this Letter Agreement relates. Failure to insist upon strict compliance with any of the terms of this Letter Agreement at any time will not be deemed to be a waiver of the terms of this Letter Agreement in the future.

Notice given pursuant to any of the provisions of this Letter Agreement shall be in writing and shall be mailed or hand delivered: (a) if to the Committee, in the care of Saul Ewing LLP at its offices at 222 Delaware Avenue, P.O. Box 1266, Wilmington, Delaware 19899-1266, Attention: Donald J. Detweiler, Esquire; and (b) if to WWIFS, at its offices at 1055 Westlakes Drive, 3rd Floor, Berwyn, PA 19312, Attention: Kenneth M. Beck.

* * *

We are pleased to accept this engagement and look forward to working with the Committee. Please confirm that the foregoing is in accordance with your understanding by signing and returning to us the enclosed duplicate of this Agreement.

Sincerely,
WATSON WYATT
INSURANCE & FINANCIAL SERVICES, INC.

A handwritten signature in cursive script that reads 'Kenneth M. Beck'.

Kenneth M. Beck, F.S.A.
Executive Vice President



ACCEPTED AND AGREED TO *:

The Official Committee of Holders of Trust
Originated Preferred Debt of Conseco, Inc.

By:

A handwritten signature in black ink, appearing to be 'Donald F. Delwiler', written over a horizontal line.

Title: *Donald F. Delwiler*

Date:

3/26/03

* *Subject to Bankruptcy Court approval*

Exhibit B

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

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

AFFIDAVIT

Robert J. Matczak, being duly sworn, deposes and says:

1. I am a Senior Actuarial Consultant at Watson Wyatt Insurance & Financial Services, Inc. ("Watson Wyatt"). On February 19, 2003, this Court entered an order approving the Official Committee of Trust Originated Preferred Debt Holders' (the "TOPRS Committee") Application to employ Watson Wyatt as the Actuarial Consultant to the TOPR's Committee.

2. This affidavit is submitted pursuant to Bankruptcy Code Rule 2016 in connection with Watson Wyatt's Final Fee Application for allowance of compensation for services rendered to the TOPRS from February 1, 2003 through August 31, 2003 in the amount of \$1,937,900.00 and approval of reimbursement of out-of-pocket and internal expenses incurred in connection therewith from February 1, 2003 through August 31, 2003 in the sum of \$126,731.82.

3. All of the services for which compensation is sought by Watson Wyatt were performed for and on behalf of the TOPR's Committee and not on behalf of any other person and/or entity

4. No agreement or understanding exists between Watson Wyatt and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

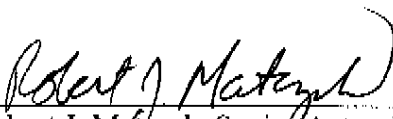
5. I have read Watson Wyatt's Final Fee Application.

6. To the best of my knowledge, information and belief, formed after reasonable inquiry, the Final Fee Application complies with the Fee Review Committee Billing Guidelines ("Billing Guidelines") dated September 17, 2003 and the Monthly Fee Applications which support the Final Fee Application comply substantially with the mandatory guidelines set forth in the Amended Administrative Order Establishing Procedure For Interim Compensation and Reimbursement Of Expenses For Professionals dated January 2, 2003 (the "Procedures").


7. To the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought in the Final Fee Application fall within the Billing Guidelines.

8. To the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought are billed in accordance with the practices customarily employed by Watson Wyatt and generally accepted by Watson Wyatt's clients.

9. To the best of my knowledge, information and belief, formed after reasonable inquiry, Watson Wyatt does not make a profit on any expenses charged to the TOPRS' Committee or the Debtors' estates; in seeking reimbursement of any expenses, Watson Wyatt does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay; in seeking reimbursement of any expenses incurred by Watson Wyatt's use of a third party vendor, Watson Wyatt seeks reimbursement only of the amount paid by Watson Wyatt to such vendor.


Robert J. Matczak, Senior Actuarial Consultant

Sworn to before me this 2nd day of
October, 2003.


Notary Public
Commonwealth of Pennsylvania

Notarial Seal
Pamela S. Weber, Notary Public
Tredyffrin Twp., Chester County
My Commission Expires July 29, 2006
Member, Pennsylvania Association Of Notaries

Exhibit C



**FIRST MONTHLY FEE APPLICATION OF
WATSON WYATT INSURANCE & FINANCIAL SERVICES, INC.
FOR THE PERIOD OF FEBRUARY 1, 2003 TO FEBURARY 28, 2003**

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

IN RE:	)	Chapter 11
)	
Conseco, Inc., <u>et al.</u>,	)	Case No. 02-49672
	)	(Jointly Administered)
	)	Honorable Carol A. Doyle
Debtors.)	

**SUMMARY COVER SHEET FOR FIRST MONTHLY FEE AND
EXPENSE STATEMENT OF WATSON WYATT INSURANCE & FINANCIAL
SERVICES, INC. AS ACTUARIAL EXPERT TO THE OFFICIAL COMMITTEE
OF TRUST ORIGINATED PREFERRED DEBT HOLDERS FOR
FEBRUARY 1, 2003 THROUGH FEBRUARY 28, 2003**

Name of Applicant: Watson Wyatt Insurance & Financial Services, Inc.

Applicant Position or Capacity: Actuarial Expert to The Official Committee of Conseco Trust Originated Preferred Debt Holders

Date of Retention: Order entered February 19, 2003

Period for which Compensation and Reimbursement is Sought: February 1, 2003 – February 28, 2003

Amount of Requested Fees: \$124,660.00

Amount of Requested Expenses: \$ 6,445.87

This is a: First Monthly Fee Statement

Prior Statements:

<u>Application</u>	<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees/Expenses</u>	<u>Approved Fees and Expenses</u>
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None

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

IN RE:	)	Chapter 11
)	
Conseco, Inc., et al.	)	Case No. 02-49672
	)	(Jointly Administered)
	)	Honorable Carol A. Doyle
Debtors.)	

**FIRST MONTHLY FEE AND EXPENSE STATEMENT OF
WATSON WYATT INSURANCE & FINANCIAL SERVICES, INC. AS
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF TRUST
ORIGINATED PREFERRED DEBT HOLDERS FOR
FEBRUARY 1, 2003 THROUGH FEBRUARY 28, 2003**

Pursuant to sections 330 and 331 of the title 11 of the United States Code, 11 U.S.C. §101 -- 1303 (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Court's December 17, 2002 Administrative Order under 11 U.S.C. sections 105(a) and 331 [Docket No. 104], and the Court's January 2, 2003 Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 268], (collectively the "Administrative Orders"), Watson Wyatt Insurance & Financial Services, Inc. ("Watson Wyatt") respectfully submits this statement seeking approval of Watson Wyatt's monthly fees and reimbursement of expenses incurred by Watson Wyatt for the period of February 1, 2003 through February 28, 2003, for professional services rendered as Actuarial Expert to the Official Committee of Conseco Trust Originated Preferred Debt Holders (the "TOPR's Committee").

BACKGROUND

1. On December 17, 2002 (the "Petition Date"), the Debtors commenced these bankruptcy cases by filing their voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108, the Debtors continue to operate their businesses and manage their properties as debtors-in-possession.

2. On January 3, 2003, the Office of the United States Trustee for the Northern District of Illinois appointed the TOPR's Committee. The members of the TOPR's Committee are: United Capital Markets, Oppenheimer Capital, and Paul Floto. The TOPR's Committee represents the interests of creditors whose claims in the aggregate amount to approximately \$2.1 billion.

3. Following its appointment, the TOPR's Committee selected Watson Wyatt to serve as its Actuarial Expert in these cases.

4. On February 19, 2003, the Court entered an order, authorizing the TOPR's Committee to employ of Watson Wyatt as its Actuarial Expert pursuant to sections 328(a) and 1103 of the Bankruptcy Code. (Exhibit A; Docket No. 1366).

MONTHLY FEE

5. Pursuant to the terms of Watson Wyatt's engagement, and as compensation for its services provided to the TOPR's Committee for the period February 1, 2003 through February 28, 2003, Watson Wyatt requests the interim

allowance of fees in the amount of \$124,660.00. This allowance represents the hourly fee charged by Watson Wyatt for the services performed on behalf of the TOPR's Committee as authorized by the Court's February 19, 2003 Retention Order. Watson Wyatt's monthly invoice for the period February 1, 2003 through February 28, 2003 is attached hereto as **Exhibit B**, and is incorporated by reference herein.

ACTUAL AND NECESSARY EXPENSES

6. Watson Wyatt also requests the allowance of \$6,445.87 as reimbursement for the actual and necessary expenses incurred by Watson Wyatt from February 1, 2003 through February 28, 2003 while representing the TOPR's Committee. Attached hereto as **Exhibit C** is the supporting detail of the expenses incurred by Watson Wyatt over the fee period.

SERVICES PROVIDED

7. Watson Wyatt provided the following services to the Committee during the period February 1, 2003 through February 28, 2003, including but not limited to:
- a. Review of actuarial appraisals of the life insurance companies directly or indirectly owned by Conseco, as developed by Milliman USA ("Milliman") and/or the Debtors.
 - b. Develop actuarial analyses and advise the Committee and its professionals on actuarial issues.
 - c. Provide expert services on actuarial matters regarding the review of the actuarial appraisals and other actuarial analyses prepared by or for the Debtors.
 - d. Review court documents, motions and filings for actuarial and valuation information.
8. All of the services for which compensation is requested by Watson Wyatt were performed for or on behalf of the TOPR's Committee.

9. The affidavit of Robert J. Matczak, F.S.A., a Senior Actuarial Consultant at Watson Wyatt, in support of this Monthly Fee Application is attached hereto as **Exhibit D.**

WHEREFORE, Watson Wyatt respectfully requests that the Court enter an order approving Watson Wyatt's Monthly Fee Statement for the period of February 1, 2003 through February 28, 2003 in the amount of \$124,660.00, and reimbursement of expenses incurred in the amount of \$6,445.87, and granting such other relief as is just and proper.

Chicago, Illinois
Dated: March 21, 2003

Respectfully submitted,

WATSON WYATT INSURANCE &
FINANCIAL SERVICES, INC.

By: 

Robert J. Matczak, Senior Actuarial Consultant

Watson Wyatt Insurance and Financial
Services, Inc.
1055 Westlakes Drive, 3rd Floor
Berwyn, PA 19312
Phone: 610-727-3725
Facsimile: 610-727-4283

Exhibit A

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

IN RE:) Chapter 11
)
Conseco, Inc., et al.,) Case No. 02-49672
) (Jointly Administered)
) Honorable Carol A. Doyle
Debtors.)

ORDER PURSUANT TO SECTIONS 328(a) AND 1103 OF
THE BANKRUPTCY CODE APPROVING THE OFFICIAL
COMMITTEE OF CONSECO TRUST ORIGINATED PREFERRED DEBT
HOLDERS' APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT
OF WATSON WYATT INSURANCE & FINANCIAL SERVICES, INC.
AS ACTUARIAL CONSULTANT
PURSUANT TO SECTIONS 328(a) AND 1103 OF THE BANKRUPTCY CODE

This matter is before the Court upon consideration of the Official Committee of Conseco Originated Trust Preferred Debt Holders' Application for Order Authorizing the Employment of Watson Wyatt Insurance & Financial Services, Inc. as Actuarial Consultant pursuant to Sections 328(a) and 1103 of the United States Bankruptcy Code (the "Application") in the above-captioned chapter 11 cases, pursuant to Sections 328(a) and 1103 of Title 11, United States Code, 11 U.S.C. §§ 101 *et seq.*, as amended (the "Bankruptcy Code") and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and request to shorten notice. The Official Committee of Conseco Trust Originated Preferred Debt Holders (the "TOPR's Committee") requests authority to retain and employ Watson Wyatt Insurance & Financial Services, Inc. ("Watson Wyatt") pursuant to the terms of that certain letter dated February 12, 2003, which is attached hereto as Exhibit "1" (the "Revised Engagement Letter"); and upon the affidavit of Kenneth M. Beck which is annexed as Exhibit "B" to the Application.

The Court is satisfied that the employment of Watson Wyatt is necessary and that Watson Wyatt does not and hereafter will not represent in connection with these cases, any entity having an interest adverse to the unsecured creditors; that Watson Wyatt is "disinterested" as defined by section 101(14) of the Bankruptcy Code; that the terms and conditions of Watson Wyatt employment are reasonable and appropriate; and good cause appearing for the relief requested therein; it is

ORDERED that the notice given of the Application is hereby deemed to be appropriate; and it is further

ORDERED that pursuant to sections 328(a) and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014, the TOPR's Committee is authorized to employ Watson Wyatt as its actuarial consultant on the terms and conditions set forth in the Revised Engagement Letter and the Application (as modified by the Revised Engagement Letter); and it is further

ORDERED that Watson Wyatt shall file interim and final fee applications pursuant to the applicable provisions of the Bankruptcy Code, Bankruptcy Rules and the Local Rules and Orders of this Court.

CAROL A. DOYLE
UNITED STATES BANKRUPTCY JUDGE

Dated: February 19, 2003

FEB 19 2003
EUGENE R. WEDOFF
BANKRUPTCY JUDGE

EXHIBIT 1
[Revised Engagement Letter]



WATSON WYATT
INSURANCE & FINANCIAL SERVICES, INC.
1055 Westlakes Drive
3rd Floor
Berwyn, PA 19312

Phone (610) 727-3725
Fax (610) 727-4283
Email Kenneth.Beck@ifis.watsonwyatt.com

February 12, 2003

The Official Committee of Holders of Trust
Originated Preferred Debt of Consecro, Inc.
c/o Saul Ewing LLP
Attn: Donald J. Detweiler, Esquire
222 Delaware Ave.
P.O. Box 1266
Wilmington, Delaware 19899-1266

Dear Mr. Detweiler:

This Letter Agreement confirms that Watson Wyatt Insurance & Financial Services, Inc. ("WWIFS") has agreed to be engaged by the Official Committee of Holders of Trust Originated Preferred Debt (the "Committee") of Consecro, Inc. ("Consecro") and its affiliated debtors to provide actuarial consulting services ("Services") on the terms and conditions set forth below.

In this engagement, the Actuarial Consulting Practice of WWIFS will act as the actuarial advisor to the Committee in connection with Consecro's Chapter 11 case.

SCOPE OF SERVICES

Although the Services are subject to change, as mutually agreed upon, the Services shall include but not be limited to:

- Review of actuarial appraisals of the life insurance companies directly or indirectly owned by Consecro, as developed by Milliman USA ("Milliman") or any other actuarial consultants
- Complete other actuarial analyses and advise the Committee or its professionals on actuarial issues, as defined and determined by the Committee or its professionals
- Provide expert testimony on actuarial matters regarding our review of the aforementioned actuarial appraisals and other actuarial analyses
- Develop actuarial reports as required by the Committee or its professionals

The Actuarial Consulting Practice of WWIFS is positioned to immediately support the Committee and its professionals on this important engagement. From a project management perspective, we will address this engagement in two phases: Phase I will go through the end of February 2003, focusing on the review of the actuarial appraisals of the life insurance companies directly or indirectly owned by Consecro. Phase II will involve consulting services provided after February 2003, the nature and scope of which will depend upon the results of our review in Phase I. It is our expectation that four to six



consulting actuaries will be assigned to this engagement on a full-time basis during the month of February, and that additional professional staff will be assigned to support this engagement as determined by the scope of our Services defined by the Committee requires.

DATA/INFORMATION REQUIREMENTS

WWIFS's performance of Services is dependent upon the information provided by Conseco, Conseco's actuarial consultants and other professionals, and the Committee and its professionals. Any reports or conclusions reached by us will be based on the information provided to WWIFS.

We thought it would be helpful to give an initial indication of the data/information which we will need at the outset of this engagement, where our first objective will be to review the actuarial appraisals of the life insurance companies directly or indirectly owned by Conseco. The preliminary data/information which we will need includes, but is not limited to, the following items:

- Copies of the formal actuarial appraisal reports developed by Milliman
- Experience studies (of mortality, lapses/surrenders/withdrawals, premium persistency, morbidity, investment return, expenses, etc.) which support the actuarial assumptions utilized by Milliman in developing its actuarial appraisals
- Hard and electronic copies of all projections of statutory earnings developed by Milliman in conjunction with the preparation of their actuarial appraisals
- Projected expense budgets developed by the life insurance company management teams
- Year-end statutory financial statements for all of the life insurance companies for the 2000, 2001, and 2002 calendar years, and statutory financial statements for each of the interim calendar quarters in 2002
- Access to actuarial/financial items related to the life insurance companies as may be made available through (real or virtual) data rooms developed by Conseco
- Additional data/information to be defined as our review progresses

FEES AND EXPENSES

WWIFS's services will be performed on a time and materials basis, based on standard hourly rates which may change from time-to-time. The hourly rates vary with the credentials and experience of the individuals involved. In addition to services, WWIFS charges for actual expenses. Expenses include: (1) actual out-of-pocket costs for such items as travel, lodging, meals, material reproduction, external telephone, etc.; and (2)



internal costs that will be charged on a flat rate basis (per hour of professional consulting time) such as computer usage, internal telephone, facsimile transmissions, postage, etc.

The standard hourly rates currently charged by WWIFS by professional classification are as follows:

<u>Classification</u>	<u>Range of Hourly Rates</u>
Partner	\$635
Senior Manager/Manager	\$400 – 510
Senior Associate	\$300 – 325
Associate	\$175 – 225
Admin./Secretarial	\$57

The total amount of fees and expenses to be incurred on this engagement will depend upon the nature and scope of Services provided by WWIFS in order to address the various actuarial issues defined by the Committee or its professionals.

Fees and expenses will be invoiced monthly by WWIFS to the Committee through its Committee Counsel, Saul Ewing LLP ("Saul Ewing"). Saul Ewing will file Monthly and Quarterly Fee Applications on our behalf in order to gain payment by Conseco of our invoices, following the procedures and meeting the deadlines defined in the Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Administrative Order") granted by the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Court").

The Administrative Order (including Exhibit A) is attached to and is hereby incorporated into this Letter Agreement.

CONFLICT OF INTEREST

We have undertaken a reasonable review of our records to determine WWIFS's professional relationships with Conseco and its subsidiaries/affiliates. We are not aware of any conflicts of interest or relationships that would preclude us from performing the above work for the Committee.



CONFIDENTIALITY

WWIFS acknowledges that, in the course of performing its services, the Committee and/or Saul Ewing will disclose information that is confidential and/or proprietary ("Information"). WWIFS agrees to hold all such Information in strict confidence, to use such Information only for the purpose of its services in this engagement and not to disclose any such Information to any third party except for such Information which: (a) was previously known or becomes known to WWIFS free of any obligations of confidentiality; (b) is or becomes available to the public other than by WWIFS's unauthorized disclosure; (c) is independently developed by WWIFS; and/or (d) is required to be disclosed pursuant to subpoena, administrative or legal demand, legal requirement, or order of a court or government agency.

WWIFS's tools, methodologies, documentation, and know-how (including all modifications and enhancements thereto) are the confidential and proprietary information of WWIFS. No ownership or license rights in any WWIFS confidential or proprietary information is provided to Saul Ewing as a result of this engagement.

NO WARRANTIES

WWIFS does not make any warranties or guarantees of any nature with respect to the success or satisfactory conclusion of any subsequent transaction or as to the economic, financial, or other results which may be obtained or experienced by the Committee as a result of this engagement or any subsequent transaction. Notwithstanding anything to the contrary contained in this agreement, WWIFS makes no warranties, express or implied, or otherwise, including without limitation implied warranties of merchantability and fitness for a particular purpose.

WORKING FOR OTHER CLIENTS

WWIFS will not be prevented or restricted by this engagement from providing services to other clients. WWIFS will take steps to limit access to confidential information communicated to us during the course of this engagement, which information will not be disclosed or made available to partners, principals, and staff who do not have a need to know such information.

The value of our Services to the Committee is founded, in part, on our reputation for professionalism and integrity. WWIFS has been engaged from time to time by a significant number of law firms, both locally and nationally. It is possible that the opposing parties or their law firms have engaged WWIFS in other situations unrelated to this litigation.



LIMITATION OF LIABILITY

In no event shall WWIFS, other WWIFS affiliates and our officers, directors, employees, agents and subcontractors be liable to the Committee, Saul Ewing, other professional advisors to the Committee, Conesco, its affiliated debtors, professional advisors to Conesco, or any other third party, whether a claim be in tort, contract or otherwise: (a) for any amount in excess of the total professional fees paid to WWIFS under this engagement letter; or (b) for any consequential, indirect, special, punitive, lost profits or similar damages relating to WWIFS's services provided under this engagement letter, except to the extent finally determined to have resulted from the willfully tortious misconduct or fraudulent behavior of WWIFS relating to such services.

The laws of the state of Massachusetts shall govern this contract notwithstanding its choice of law rules. The federal or state courts of the state of Massachusetts shall have exclusive jurisdiction of any claims arising out of this engagement.

OTHER MATTERS

Our work will not constitute an audit conducted in accordance with generally accepted auditing standards, an examination of internal controls, or other attestation or review services in accordance with standards established by the AICPA. Accordingly, we will not express an opinion or any other form of assurance on the financial statements of Conesco and/or its affiliated companies, or any financial or other information, or operating and internal controls of Conesco and its affiliated companies.

With respect to prospective financial information, our work will not constitute an examination, compilation or agreed-upon procedures in accordance with standards established by the AICPA, and we will express no assurance of any kind on such information. There will usually be differences between estimated and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. We will take no responsibility for the achievability of the expected results anticipated by the management of Conesco or any of its affiliated companies.

This Letter Agreement may be terminated by either the Committee or WWIFS by providing thirty (30) business days written notice to the other party. Upon termination of this Letter Agreement, the Committee will ensure that Conesco pays WWIFS for all Services provided and expenses reasonably incurred through the termination date, in accordance with the applicable provisions of the Bankruptcy Court, Bankruptcy Rules, and Orders of the Bankruptcy Court.

WWIFS will maintain its professional work record of this engagement for two (2) years from completion, unless otherwise instructed by the Committee.



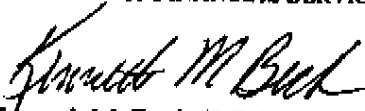
This Letter Agreement incorporates the entire understanding of the parties and supersedes all previous agreements and discussions between WWIFS and the Committee with respect to the subject matter hereof, and may not be amended or modified except in writing executed by the Committee and WWIFS. This Letter Agreement shall be binding upon WWIFS and the Committee and their respective successors and assigns and may be assigned by WWIFS to a successor of the business of WWIFS to which this Letter Agreement relates. Failure to insist upon strict compliance with any of the terms of this Letter Agreement at any time will not be deemed to be a waiver of the terms of this Letter Agreement in the future.

Notice given pursuant to any of the provisions of this Letter Agreement shall be in writing and shall be mailed or hand delivered: (a) if to the Committee, in the care of Saul Ewing LLP at its offices at 222 Delaware Avenue, P.O. Box 1266, Wilmington, Delaware 19899-1266, Attention: Donald J. Detweiler, Esquire; and (b) if to WWIFS, at its offices at 1055 Westlakes Drive, 3rd Floor, Berwyn, PA 19312, Attention: Kenneth M. Beck.

* * *

We are pleased to accept this engagement and look forward to working with the Committee. Please confirm that the foregoing is in accordance with your understanding by signing and returning to us the enclosed duplicate of this Agreement.

Sincerely,
WATSON WYATT
INSURANCE & FINANCIAL SERVICES, INC.


Kenneth M. Beck, F.S.A.
Executive Vice President



ACCEPTED AND AGREED TO *:

The Official Committee of Holders of Trust
Originated Preferred Debt of Conseco, Inc.

By:

A handwritten signature in black ink, appearing to read 'Donald F. Delweier', written over a horizontal line.

Title:

Donald F. Delweier

Date:

3/26/03

* *Subject to Bankruptcy Court approval*

Exhibit B



Invoice Number : 487003
 Date : March 21, 2003
 Account Number : 00018179-01

Invoice

Please make check payable to:
**Watson Wyatt Insurance
 & Financial Services, Inc.**
 26th Floor
 225 Franklin Street
 Boston, MA 02110-2804

Donald J. Detweiler, Esquire
 The Official Committee of Holders of Trust
 Originated Preferred Debt of Conseco, Inc.
 c/o Saul Ewing LLP
 222 Delaware Avenue, Suite 1200
 Wilmington, DE 19899

TOTAL \$ 131,105.87

Re: CONSECO

Detach this part and return it with your payment in the enclosed envelope. Please include invoice number on check.



Donald J. Detweiler, Esquire
 The Official Committee of Holders of Trust
 Originated Preferred Debt of Conseco, Inc.
 c/o Saul Ewing LLP
 222 Delaware Avenue, Suite 1200
 Wilmington, DE 19899

Invoice

**Watson Wyatt Insurance
 & Financial Services, Inc.**
 Suite 300
 1055 Westlakes Drive
 Berwyn, PA 19312-3410
 Telephone 610 727 4163

Re: CONSECO

For Actuarial consulting services provided in February 2003 to the Official Committee of Holders of Trust Originated Preferred Debt (the "Committee") of Conseco, Inc. and its affiliated debtors:

Fees	\$ 124,660.00
Expenses	\$ <u>6,445.87</u>
Total Invoice	\$ 131,105.87

Remittance Advice

Please make your check payable to Watson Wyatt Insurance & Financial Services, Inc. and return with this invoice to 225 Franklin Street, 26th Floor, Boston, MA 02110 USA

From : Saul Ewing (Conseco)
 Invoice Number : 487003
 Amount Due : \$131,105.87

*Wire Details: Watson Wyatt Insurance & Financial Services, Inc., Fleet Boston Financial,
 100 Federal Street, Boston, MA 02110; ABA #011000138; SWIFT CODE FNBBUS33*

*Payment due upon receipt.
 Interest @ 2% per month after 30 days.
 Federal Tax Identification #04-3585292*

EXHIBIT B

Watson Wyatt Insurance & Financial Services, Inc.
Billing Detail for February 2003

Name	Hours	Hourly Rate	Fees at 100%
Ken Beck	18.75	\$635	\$ 11,906.25
Tom Brown	14.50	200	2,900.00
Sue Elliott	1.75	510	892.50
Todd Erkis	14.50	510	7,395.00
Nathan Greenlee	5.25	510	2,677.50
Jay Jackomin	4.00	250	1,000.00
May Lee Low	13.50	350	4,725.00
Michael Lundquist	3.50	250	875.00
Bob Matczak	126.50	510	64,515.00
Sue McConnel	1.75	510	892.50
Lisa Munroe	29.50	400	11,800.00
Laura Thomas	6.50	400	2,600.00
Debbie Wood	10.50	400	4,200.00
Lisa Zalota	28.25	250	7,062.50
Admin./Secretarial	16.25	75	1,218.75
Fee Total	295.00		\$ 124,660.00
Expenses (see Exhibit C for Details)			
Out-of-Pocket			\$ 2,264.62
Internal Costs (@ \$15 per hour)			<u>4,181.25</u>
Total Expenses			\$ 6,445.87
Invoice Total			<u>\$ 131,105.87</u>

EXHIBIT B

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

MONTH: February 2003

NAME: Ken Beck

DAY	HOURS SPENT ON EACH ACTIVITY										TOTAL	
	Process and inventory data received from Kirkland & Ellis and Milliman USA	Review Court documents, motions, and other filings	Review Milliman appraisal and other follow-up correspondence	Review experience studies and other actuarial analyses prepared by Cossero/Milliman	Participate in conference calls/meetings with Milliman USA	Review and/or develop correspondence to other professionals	Develop Watson Wyatt actuarial analyses	Prepare for and participate in conference calls/meetings with other TOPoS Committee professionals	Watson Wyatt staff management (incl. work plans, internal meetings, and conference calls)			
1												0.00
2												0.00
3												0.00
4												0.00
5												2.00
6												1.00
7												0.00
8												0.00
9												1.25
10												1.00
11												0.00
12												3.50
13												0.00
14												0.00
15												0.00
16												1.75
17												1.25
18												1.50
19												0.50
20												0.50
21												0.00
22												0.00
23												2.00
24												1.00
25												0.50
26												0.00
27												0.00
28												0.00
29												0.00
30												0.00
TOTAL	0.00	0.75	5.50	0.00	0.00	6.75	0.00	1.00	0.00	4.75	18.75	

EXHIBIT B

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

MONTH: February 2003

NAME: Tom Brown

DAY	HOURS SPENT ON EACH ACTIVITY										TOTAL
	Process and inventory data received from Kirkland & Ellis and Milliman USA	Review Court documents, motions and other filings	Review Milliman appraisal and other follow-up correspondence	Review experience studies and other actuarial analyses prepared by Conasco/Milliman	Participate in conference calls/meetings with Milliman USA	Review and/or develop correspondence to other professionals	Develop Watson Wyatt actuarial analyses	Prepare for and participate in conference calls/meetings with other TOPS Committee professionals	Watson Wyatt staff management (incl. work plans, internal meetings, and conference calls)		
1											0.00
2											0.00
3											0.00
4											0.00
5											0.00
6											0.00
7											0.00
8											0.00
9											0.00
10											0.00
11											0.00
12											0.00
13											0.00
14											0.00
15											0.00
16											0.00
17											0.00
18			0.00								4.50
19											0.00
20	4.50										0.00
21											0.00
22											0.00
23	6.00										0.00
24	4.00										0.00
25											0.00
26											0.00
27											0.00
28											0.00
29											0.00
30											0.00
TOTAL	14.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14.50

EXHIBIT B

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

MONTH: February 2003

NAME: Sue Elliott

DAY	HOURS SPENT ON EACH ACTIVITY										TOTAL	
	Process and inventory data received from Kirkland & Ellis and Milliman USA	Review Court documents, motions, and other filings	Review Milliman appraisal and other follow-up correspondence	Review experience studies and other actuarial analyses prepared by Consoco/Milliman	Participate in conference calls/meetings with Milliman USA	Review and/or develop correspondence to other professionals	Develop Watson Wyatt actuarial analyses	Prepare for and participate in conference calls/meetings with other TOPS Committee professionals	Watson Wyatt staff management (incl. work plans, internal meetings, and conference calls)			
1												0.00
2												0.00
3												0.00
4												0.00
5												0.00
6												0.00
7												0.00
8												0.00
9												0.00
10												0.00
11												0.00
12												0.00
13												0.00
14												0.00
15												0.00
16												0.00
17												0.00
18												0.00
19												0.00
20												0.00
21												0.00
22												0.00
23												0.00
24												0.00
25												0.00
26												0.00
27	1.25											1.75
28												0.00
29												0.00
30												0.00
TOTAL	1.25	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.50	0.00	1.75

EXHIBIT B

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

MONTH: February 2003

NAME: Todd Erks

DAY	HOURS SPENT ON EACH ACTIVITY										TOTAL	
	Process and inventory data received from Kirkland & Ellis and Milliman USA	Review Court documents, motions and other filings	Review Milliman appraisal and other follow-up correspondence	Review experience studies and other actuarial analyses prepared by Conesco/Milliman	Participate in conference calls/meetings with Milliman USA	Review and/or develop correspondence to other professionals	Develop Watson Wyatt actuarial analyses	Prepare for and participate in conference calls/meetings with other TOPS Committee professionals	Watson Wyatt staff management (incl. work plans, internal meetings, and conference calls)			
1												0.00
2												0.00
3												0.00
4												0.00
5												0.00
6												0.00
7												0.00
8												0.00
9												0.00
10												0.00
11												0.00
12												0.00
13												0.00
14												0.00
15												0.00
16												0.00
17												0.00
18												0.00
19												0.00
20						0.00						0.00
21												0.00
22						4.00				2.50		6.50
23										3.50	1.00	4.50
24												2.25
25	2.25											0.75
26	0.75					0.50						0.90
27												0.00
28												0.00
29												0.00
30						4.50				6.00	1.00	14.50
TOTAL	3.00	0.00	4.50	0.00	0.00	0.00	0.00	0.00	0.00	6.00	1.00	14.50

EXHIBIT B

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

MONTH: February 2003

NAME: Nathan Greenlee

DAY	HOURS SPENT ON EACH ACTIVITY										TOTAL	
	Process and inventory data received from Kirkland & Ellis and Milliman USA	Review Court documents, motions, and other filings	Review Milliman appraisal and other follow-up correspondence	Review experience studies and other actuarial analyses prepared by Comscore/Milliman	Participate in conference calls/meetings with Milliman USA	Review and/or develop correspondence to other professionals	Develop Watson Wyatt actuarial analyses	Prepare for and participate in conference calls/meetings with other TOP-S Committee professionals	Watson Wyatt staff management (incl. work plans, internal meetings, and conference calls)			
1												0.00
2												0.00
3												0.00
4												0.00
5												0.00
6												0.00
7												0.00
8												0.00
9												0.00
10												0.00
11												0.00
12												0.00
13												0.00
14												0.00
15												0.00
16												0.00
17												0.00
18						0.00						0.00
19												0.00
20												0.00
21												0.00
22		1.00				1.50				1.50		2.50
23												0.00
24												0.25
25												1.00
26	0.25											0.00
27	1.00											0.00
28												0.00
29												0.00
30	1.25	1.00	1.50	0.00	0.00	0.00	0.00	0.00	0.00	1.50		5.25
TOTAL												

EXHIBIT B

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

MONTH: February 2003

NAME: Jay Jackomin

DAY	HOURS SPENT ON EACH ACTIVITY										TOTAL	
	Process and inventory data received from Kirkland & Ellis and Milliman USA	Review Court documents, motions, and other filings	Review Milliman appraisal and other follow-up correspondence	Review experience studies and other actuarial analyses prepared by Censeco/Milliman	Participate in conference calls/meetings with Milliman USA	Review and/or develop correspondence to other professionals	Develop Watson Wyatt actuarial analyses	Prepare for and participate in conference calls/meetings with other TOP-S Committee professionals	Watson Wyatt staff management (incl. work plans, internal meetings, and conference calls)			
1												0.00
2												0.00
3												0.00
4												0.00
5												0.00
6												0.00
7												0.00
8												0.00
9												0.00
10												0.00
11												0.00
12												0.00
13												0.00
14												0.00
15												0.00
16												0.00
17						0.00						0.00
18												0.00
19												0.00
20												0.00
21												0.00
22												0.00
23	1.25											1.25
24	1.75											1.75
25	1.00											1.00
26												0.00
27												0.00
28												0.00
29												0.00
30												0.00
TOTAL	4.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4.00

EXHIBIT B

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

MONTH: February 2003

NAME: May Lee Low

DAY	HOURS SPENT ON EACH ACTIVITY										TOTAL	
	Process and inventory data received from Kirkland & Ellis and Milliman USA	Review Court documents, motions, and other filings	Review Milliman appraisal and other follow-up correspondence	Review experience studies and other actuarial analyses prepared by Conesco/Milliman	Participate in conference calls/meetings with Milliman USA	Review and/or develop correspondence to other professionals	Develop Watson Wyatt actuarial analyses	Prepare for and participate in conference calls/meetings with other TOPS Committee professionals	Watson Wyatt staff management (incl. work plans, internal meetings, and conference calls)			
1												0.00
2												0.00
3												0.00
4												0.00
5												0.00
6												0.00
7												0.00
8												0.00
9												0.00
10												0.00
11												0.00
12												0.00
13												0.00
14												0.00
15												0.00
16						0.00						0.00
16												0.00
16												0.00
21												0.00
22												0.00
23												0.00
24		2.25										2.25
25			3.50									3.50
26												0.00
27				7.00							0.75	7.75
28												0.00
29												0.00
30												0.00
31		2.25	3.50	7.00	0.00	0.00	0.00	0.00	0.00	0.75	13.50	
TOTAL	0.00	2.25	3.50	7.00	0.00	0.00	0.00	0.00	0.00	0.75	13.50	