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

In re:	)	Chapter 11
	)	
Conseco Finance Corp.,	)	Case No. 02-49675
	)	
Debtor.	)	The Honorable Carol A. Doyle
	)	
	)	

STIPULATION AND AGREED ORDER BETWEEN THE CFC ESTATE AND SOURCE ONE SERVICES CORPORATION FOR GENERAL, UNSECURED CLAIM AND ADMINISTRATIVE EXPENSE CLAIM

The Plan Administrator (the "Plan Administrator"), on behalf of the Post-Consummation Estate of the Finance Company Debtors (the "**CFC Estate**"),[1] and Source One Services Corporation ("**Source One**" and collectively with the CFC Estate, the "**Parties**"), hereby stipulate (the "**Stipulation**") and agree as follows:

RECITALS

WHEREAS, Conseco Finance Corporation, along with certain of its affiliates and subsidiaries (the "**Debtors**"), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**") with the United States Bankruptcy Court for the Northern District of Illinois (the "**Bankruptcy Court**");

WHEREAS, the Debtors are liquidating debtors under the Plan, which was confirmed by the Bankruptcy Court on September 12, 2003 and effective as of September 15, 2003 (the "**Effective Date**");

[1] The post consummation estate for Conseco Finance Corp. is the liquidating trust that holds in trust for distribution to creditors certain of the 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 (the "Plan").

WHEREAS, the CFC Estate is the liquidating trust that holds in trust for distribution to creditors certain assets of the Finance Company Debtors;

WHEREAS, Source One has filed an amended proof of claim, Claim No. 49675-004349 (the "**General Unsecured Claim**") against Conseco Finance Servicing Corporation, in the amount of $165,053.00;

WHEREAS, Source One made a timely request for administrative expenses in the amount of $32,835.00, Claim No. 49675-004004 (the "**Administrative Claim**");

WHEREAS, the Plan Administrator, is authorized and has the sole and exclusive right to pursue, settle, compromise or withdraw any objections to the Claims, including the General Unsecured Claim and the Administrative Claim;

WHEREAS, the Plan Administrator is authorized and has the sole and exclusive right to commence, prosecute and compromise actions on behalf of the CFC Estate, the Finance Company Debtors and/or the Debtors' bankruptcy estates (the "**Estates**") seeking the avoidance, recovery and turnover of certain cash transfers or equipment returns made by the Debtors on or within ninety (90) days of their respective petition dates, pursuant to Rule 7001, et seq., of the Federal Rules of Bankruptcy Procedure and, including, without limitation, Sections 544, 545, 547, 548, 549, 550, 553(b) and/or 724(a) of the Bankruptcy Code ("**Avoidance Actions**"), including any Avoidance Actions against Source One;

WHEREAS, on December 16, 2004, the Plan Administrator, on behalf of the Post-Consummation Estate of the Finance Company Debtors, filed his Complaint to Avoid and

Recover Preferential Transfers Pursuant to 11. U.S.C. §§ 547(b) and 550 against Source One under Adversary Proceeding Number 04-04399 (the "**Adversary Proceeding**");

WHEREAS, Source One has asserted certain defenses to any preference liability in the Adversary Proceeding; and

WHEREAS, the Parties wish to resolve their disputes:

IT IS HEREBY STIPULATED AND AGREED, BY AND BETWEEN THE UNDERSIGNED PARTIES:

1. The General Unsecured Claim shall be deemed an allowed general unsecured claim in the amount of $165,053.00 against the CFC Estate and paid in accordance with the terms of the Plan.

2. The Administrative Claim shall be reduced and allowed against the CFC Estate in the amount of $20,000.00 and paid in accordance with the terms of the Plan.

3. Full distributions shall be made on the General Unsecured Claim and the Administrative Claim shall be made no later than ten (10) days of approval and entry of this Stipulation.

4. The Plan Administrator, on behalf of the CFC Estate, shall cause the Adversary Proceeding to be dismissed, with prejudice, within ten (10) days of approval and entry of this Stipulation.

5. This Stipulation, together with a certain Settlement Agreement and Mutual Release (the "**Settlement Agreement**") executed by the Parties, resolves the General Unsecured Claim, the Administrative Claim, and any other claims related in any way to any remaining amounts owed to the Source One by the Finance Company Debtors or the CFC Estate.

6. Subject to Source One's obligations under the Settlement Agreement, the Finance Company Debtors, the Estates, the CFC Estate and the Plan Administrator, and each of their respective past, present and future affiliates, subsidiaries, officers, directors, partners, members, shareholders, employees, agents, representatives, professionals, attorneys, successors and assigns hereby acquit and forever discharge Source One and its respective past, present and future affiliates, subsidiaries, officers, directors, partners, members, shareholders, employees, agents, representatives, professionals, attorneys, successors and assigns (collectively, the "Released Source One Parties") from and against all claims, contracts, disputes, agreements, covenants, demands, obligations, controversies, suits, cross-claims, torts, costs, losses, attorneys' fees, damages, liabilities, expenses and causes of action, whether in law or in equity, whether known or unknown, whether anticipated or unanticipated, whether suspected or claimed, whether fixed or contingent, whether yet accrued or not, and whether damages have resulted from such or not, of any kind, nature or description, that Finance Company Debtors, the Estates, the CFC Estate and/or the Plan Administrator have, may have had or may hereafter assert against the Released Source One Parties, including, without limitation any Avoidance Actions, including the Adversary Proceeding.

7. Subject to the CFC Estate's obligations under the Settlement Agreement, Source One and its past, present and future affiliates, agents, representatives, successors and assigns hereby release, acquit and forever discharge the Finance Company Debtors, the Estates, the CFC Estate and the Plan Administrator, and each of their respective past, present and future affiliates, subsidiaries, officers, directors, partners, members, shareholders, employees, agents, representatives, professionals, attorneys, successors and assigns (collectively, the "Released Conseco Parties") from and against all claims, contracts, disputes, agreements, covenants,

demands, obligations, controversies, suits, cross-claims, torts, costs, losses, attorneys' fees, damages, liabilities, expenses and causes of action, whether in law or in equity, whether known or unknown, whether anticipated or unanticipated, whether suspected or claimed, whether fixed or contingent, whether yet accrued or not, and whether damages have resulted from such or not, of any kind, nature or description, that Source One has, may have had or may hereafter assert against the Released Conseco Parties prior to the date of the Settlement Agreement. Notwithstanding the foregoing, Source One does not release the Released Conseco Parties from the Administrative Claim (to be allowed in the final amount of $20,000.00) and the General Unsecured Claim (to be allowed in the full and final amount of $165,053.00). Additionally, and for the avoidance of doubt, the Settlement Agreement is not intended to release any claims against the Reorganizing Debtors (Conseco, Inc., CIHC, Incorporated, CTIHC, Inc., Partners Health Group, Inc.) or GreenTree Servicing, L.L.C. and its affiliates.

8. The Parties hereby understand and agree that neither the making of this Stipulation, nor anything contained herein, shall be construed or considered in any way to be an admission of liability, guilt, wrongdoing or non-compliance with federal, state or local law, statute, order or regulation, the Bankruptcy Code, tortious act, breach of contract, or violation of common law, or any other wrongdoing whatsoever.

9. This Stipulation may be executed in counterparts and by facsimile, and all such counterparts shall constitute one Stipulation.

10. This Stipulation shall inure to the benefit of, and be binding upon, the Parties hereto and their predecessors, successors and assigns.

11. This Stipulation, in conjunction with the Settlement Agreement, constitute the entire agreement between the Parties with respect to the subject matter hereof. No other, prior or

contemporaneous agreement may be used to alter the terms of the Stipulation or the Settlement Agreement.

12. This Stipulation may be modified only in a writing signed by the Party to be charged with such modification.

13. The signatories to this Stipulation represent and warrant that they have been duly authorized to execute this Stipulation.

14. This Stipulation is subject to the approval of the United States Bankruptcy Court for the Northern District of Illinois (the "**Bankruptcy Court**"). The Parties agree to use reasonable efforts to obtain the approval of the Bankruptcy Court as expeditiously as possible.

15. In the event the Bankruptcy Court declines to approve this Stipulation, neither this Stipulation nor any part thereof or the Settlement Agreement nor any part thereof may be used by any Party for any purpose.

(Remainder of Page Intentionally Left Blank)

Dated: Chicago, Illinois
February 10, 2005

GREENBERG TRAURIG, LLP

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Nancy A. Peterman (ARDC No. 6208120)
Andre L. Zafrani (ARDC No. 6256903)
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J. Mark Fisher
Jon Vigano
6600 Sears Tower
Chicago, Illinois 60606
Telephone: (312) 258-5500
Facsimile: (312) 258-5600

Counsel for Source One Services Corporation

SO ORDERED:

Carol A. Doyle
United States Bankruptcy Judge
CH2\1199563.2

2/11/05

FORM B10 (Official Form 10) (12/03)

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF ILLINOIS	PROOF OF CLAIM

Name of Debtor	Case Number
Conseco Financial Servicing Corp.	02-49676-CAD

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A "request" for payment of an administrative expense may be filed pursuant to 11 U S C § 503

Name of Creditor (The person or other entity to whom the debtor owes money or property)
Source One Services Corporation

Name and address where notices should be sent
Jon Vigano and Kavita M. Patel
Schiff Hardin LLP
6600 Sears Tower
Chicago, IL 60606

Telephone number 312-258-5500

☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach copy of statement giving particulars
☐ Check box if you have never received any notices from the bankruptcy court in this case
☐ Check box if the address differs from the address on the envelope sent to you by the court

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor

Check here ☐ replaces if this claim ☒ amends a previously filed claim, dated 05/22/03

1 Basis for Claim

☐ Goods sold
☒ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
☐ Other _____

☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages, salaries, and compensation (fill out below)
Last four digits of SS # _____
Unpaid compensation for services performed
from _____ (date) to _____ (date)

2 Date debt was incurred
05/30/02 - 01/16/03

3 If court judgment, date obtained

4 Total Amount of Claim at Time Case Filed $ 165,053.00 (unsecured) _____ (secured) _____ (priority) $165,053.00 (Total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below

☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of all interest or additional charges

5 Secured Claim

☐ Check this box if your claim is secured by collateral (including a right of setoff)

Brief Description of Collateral
☐ Real Estate ☐ Motor Vehicle
☐ Other _____

Value of Collateral $_____

Amount of arrearage and other charges at time case filed included in secured claim, if any $_____

6 Unsecured Nonpriority Claim $_____

☐ Check this box if a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority

7 Unsecured Priority Claim

☐ Check this box if you have an unsecured priority claim

Amount entitled to priority $_____
Specify the priority of the claim
☐ Wages, salaries, or commissions (up to $4,650),* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier 11 U S C § 507(a)(3)
☐ Contributions to an employee benefit plan 11 U S C § 507(a)(4)
☐ Up to $2,100* of deposits toward purchase, lease, or rental of property or services for personal family, or household use 11 U S C § 507(a)(6)
☐ Alimony, maintenance, or support owed to a spouse former spouse or child 11 U S C § 507(a)(7)
☐ Taxes or penalties owed to governmental units-11 U S C § 507(a)(8)
☐ Other - Specify applicable paragraph of 11 U S C § 507(a)(____)

Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

8 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

9 Supporting Documents *Attach copies of supporting documents* such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available explain If the documents are voluminous, attach a summary

10 Date-Stamped Copy To receive an acknowledgment of the filing of your claim enclose a stamped, self-addressed envelope and copy of this proof of claim

THIS SPACE IS FOR COURT USE ONLY

FILED
SEP 30 2004
BMC

Conseco Finance corp claim
49675004349

Date	Sign and print the name and title if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)
9/23/04	Chris Leavell, President, eAppraiseIT

Penalty for presenting fraudulent claim Fine of up to $500,000 or imprisonment for up to 5 years, or both 18 U S C §§ 152 and 3571

Source One Services, Corporation

150 West Civic Center Drive
Sandy, UT 84070

Credit Memo

DATE	CREDIT NO
5/2/2003	176BKWO

CUSTOMER
Comsco Financial 7360 S. Kyrene Rd . Bldg 1 Tempe, AZ 85283

P O NO	PROJECT

DESCRIPTION	QTY	RATE	AMOUNT
Authorized write off of all invoices dated 12/17/02 and prior		165,053 00	-165 053 00
		Total	$-165,053 00

Credit Memo History

9/8/2004

Customer:Job 176
Credit Date 05/02/2003
Credit No. 176BKWO **Credit Amount** 165 053 00
Memo

Invoices Credited

Type	Date	Number	Amount	Credit Balance
Invoice	05/30/2002	147295	-164 50	164,888 50
Invoice	07/25/2002	160674	-125 00	164,763 50
Invoice	08/13/2002	165769	-125 00	164,638 50
Invoice	08/20/2002	167601	-20 00	164,618 50
Invoice	08/21/2002	167970	-20 00	164 598 50
Invoice	08/27/2002	169464	-125 00	164,473 50
Invoice	09/04/2002	171166	-115 00	164,358 50
Invoice	09/05/2002	171548	-115 00	164,243 50
Invoice	09/05/2002	171556	-115 00	164,128 50
Invoice	09/05/2002	171557	-185 00	163,943 50
Invoice	09/05/2002	171559	-185 00	163 758 50
Invoice	09/06/2002	171992	-115 00	163,643 50
Invoice	09/09/2002	172432	-55 00	163,588 50
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Invoice	09/16/2002	174383	-115 00	162 843 50
Invoice	09/17/2002	174836	-115 00	162 728 50
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Credit Memo History

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Credit Memo History

9/8/2004

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Credit Memo History

9/8/2004

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Invoice	11/11/2002	192514		-115 00	137 767 50
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Invoice	11/11/2002	192516		-115 00	137 502 50

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Invoice	11/14/2002	193417		-115 00	130,202 50
Invoice	11/14/2002	193418		-150 00	130,052 50
Invoice	11/14/2002	193419		-250 00	129,802 50
Invoice	11/14/2002	193420		-115 00	129,687 50
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Invoice	11/14/2002	193425		-285 00	128,772 50
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Invoice	11/15/2002	193795		-115 00	124 910 50
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Invoice	11/15/2002	193801		115 00	124,185 50
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Invoice	11/18/2002	194209		-150 00	122,630 50
Invoice	11/18/2002	194210		-160 00	122 470 50
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Invoice	11/18/2002	194212		-195 00	122,080 50
Invoice	11/18/2002	194213		-160 00	121,920 50
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Invoice	11/18/2002	194215		-115 00	121,645 50
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Invoice	11/18/2002	194217		-250 00	121 145 50
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Invoice	11/19/2002	194659		-160 00	117 890 50
Invoice	11/19/2002	194660		-160 00	117,730 50
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Invoice	11/21/2002	195360	-160 00	108,585 50
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Invoice	11/21/2002	195362	-160 00	108,265 50
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Invoice	11/21/2002	195364	-160 00	107,945 50
Invoice	11/21/2002	195365	-160 00	107 785 50
Invoice	11/21/2002	195366	-115 00	107,670 50
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Invoice	11/21/2002	195370	-115 00	107,210 50
Invoice	11/21/2002	195371	-285 00	106,925 50
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Invoice	11/21/2002	195379	-115 00	105,970 50
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Invoice	11/22/2002	195595	-160 00	104,710 50
Invoice	11/22/2002	195596	-195 00	104 515 50
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Invoice	11/22/2002	195598	-195 00	104,160 50
Invoice	11/22/2002	195599	-115 00	104,045 50
Invoice	11/22/2002	195600	-115 00	103 930 50
Invoice	11/22/2002	195601	-250 00	103 680 50
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Invoice	11/26/2002	196521		-115 00	96,270 50

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Invoice	11/26/2002	196524		-115 00	95 925 50
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Invoice	11/26/2002	196526		-115 00	95,695 50
Invoice	11/26/2002	196527		-115 00	95,580 50
Invoice	11/26/2002	196528		-115 00	95,465 50
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Invoice	11/27/2002	196820		-115 00	93 675 50
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Invoice	11/27/2002	196824		-115 00	93 135 50
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Invoice	11/27/2002	196831		-160 00	91 990 50
Invoice	11/27/2002	196832		-160 00	91 830 50
Invoice	11/27/2002	196833		-160 00	91 670 50
Invoice	11/27/2002	196834		-115 00	91,555 50
Invoice	11/27/2002	196835		-250 00	91 305 50
Invoice	11/27/2002	196836		-250 00	91 055 50
Invoice	11/27/2002	196837		-150 00	90 905 50
Invoice	11/27/2002	196838		-115 00	90 790 50
Invoice	11/27/2002	196839		-250 00	90,540 50
Invoice	11/27/2002	196840		-115 00	90,425 50
Invoice	11/27/2002	196841		-115 00	90 310 50
Invoice	11/27/2002	196842		-115 00	90 195 50
Invoice	11/27/2002	196843		-115 00	90 080 50
Invoice	11/27/2002	196844		-115 00	89 965 50

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Invoice	11/27/2002	196845		-115 00	89 850 50
Invoice	11/27/2002	196846		-115 00	89,735 50
Invoice	11/27/2002	196847		-115 00	89 620 50
Invoice	11/27/2002	196848		-115 00	89 505 50
Invoice	11/27/2002	196849		-115 00	89,390 50
Invoice	11/27/2002	196850		-185 00	89,205 50
Invoice	11/28/2002	197102		-250 00	88 955 50
Invoice	11/28/2002	197103		-250 00	88 705 50
Invoice	11/28/2002	197104		-115 00	88 590 50
Invoice	11/28/2002	197105		-115 00	88,475 50
Invoice	11/28/2002	197106		-115 00	88 360 50
Invoice	11/28/2002	197107		-160 00	88,200 50
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Invoice	11/28/2002	197109		-195 00	87,890 50
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Invoice	11/28/2002	197115		-160 00	86 905 50
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Invoice	11/28/2002	197117		-250 00	86 405 50
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Invoice	11/28/2002	197119		-250 00	85,905 50
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Invoice	11/28/2002	197123		-115 00	85,310 50
Invoice	11/28/2002	197124		-115 00	85 195 50
Invoice	11/28/2002	197125		-115 00	85 080 50
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Invoice	11/30/2002	197240		-250 00	82,190 50
Invoice	11/30/2002	197241		-250 00	81 940 50
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Invoice	11/30/2002	197243		-250 00	81,440 50
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Invoice	11/30/2002	197315		-115 00	71,560 50
Invoice	11/30/2002	197316		-115 00	71,445 50
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Invoice	11/30/2002	197323		-115 00	70,400 50
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Invoice	11/30/2002	197371	-115 00	64,660 50
Invoice	11/30/2002	197372	-115 00	64,545 50
Invoice	11/30/2002	197373	-115 00	64,430 50
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Invoice	11/30/2002	197383	-115 00	63 280 50
Invoice	11/30/2002	197384	-115 00	63 165 50
Invoice	11/30/2002	197385	-115 00	63,050 50
Invoice	11/30/2002	197386	-115 00	62 935 50
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Invoice	11/30/2002	197392	-115 00	62 245 50
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Invoice	11/30/2002	197403	-115 00	60,980 50
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Invoice	11/30/2002	197405	-115 00	60 750 50
Invoice	11/30/2002	197406	-115 00	60 635 50
Invoice	11/30/2002	197407	-115 00	60 520 50
Invoice	11/30/2002	197408	-115 00	60 405 50
Invoice	11/30/2002	197409	-115 00	60 290 50
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Invoice	11/30/2002	197411	-115 00	60 060 50
Invoice	11/30/2002	197412	-115 00	59,945 50
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Invoice	11/30/2002	197414	-115 00	59 715 50

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Invoice	11/30/2002	197457	-115 00	54,735 50
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Invoice	11/30/2002	197463		-185 00	53,940 50
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September 29, 2004

VIA OVERNIGHT DELIVERY

Conseco Finance Corp
c/o BMC
1330 E Franklin Ave
El Segundo, CA 90245

Re: Conseco Inc., et. al. Case No 02-49676-CAD
Amended Proof of Claim filed by Source One Services Corporation

Dear Sir or Madame

Enclosed please find an original and three copies of the Amended Proof of Claim filed by Source One Services Corporation in the above-referenced matter Please cause the same to be filed and entered on the claims docket maintained for this case and kindly return a file-stamped copy to me in the enclosed return envelope

Thank you for your assistance

Sincerely,

Kavita Patel

Kavita M Patel

Enclosures

cc J Mark Fisher, Esq (w/o enclosures)
Jon Carlo G Vigano, Esq (with enclosures)

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