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 RESOLVING THE CFC ESTATE'S FORTY-FIRST OMNIBUS OBJECTION TO PETOSA, PETOSA & BOECKER, LLP'S PROOFS OF CLAIM NO. 49675-002733, 49676-001606 AND 49676-001605

The Plan Administrator, on behalf of the Post-Consummation Estate of the Finance Company Debtors (the "**CFC Estate**"),[1] and Petosa, Petosa & Borcker, LLC ("**Petosa**") hereby stipulate (the "**Stipulation**") and agree as follows:

RECITALS

WHEREAS, on or about May 2003, Petosa filed proofs of claim against Conseco Finance Servicing Corp. and Conseco Finance Corp. asserting general unsecured claims in the amounts of $19,815.90 (Claim no. 49675-002733), $8,925.00 (claim no. 49676-001606) and $64,736.40 (claim no. 49676-001605) (the "**Claims**"); and

WHEREAS, the Plan authorizes the Plan Administrator, on behalf of the CFC Estate, to avoid and recover preferential transfers pursuant to sections 547 and 550 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "**Bankruptcy Code**"); and

[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**"). Unless defined herein, capitalized terms shall have the meaning stated in the Plan.

WHEREAS, the Plan Administrator, on behalf of the CFC Estate, has reviewed all transactions made within the 90-day period immediately preceding the Petition Date (the "**Preference Period**") and this review has revealed that Petosa received the sum of $79,832.18 in preferential transfers (the "**Preference Transfers**") from Conseco Finance Servicing Corp. ("**CFSC**") during the Preference Period; and

WHEREAS, on June 16, 2004, the Plan Administrator filed the CFC Estate's Forty-First Omnibus Objection to Claims Pursuant to Section 502(d) of the Bankruptcy Code (the "**Objection**") requesting the disallowance of certain specified claims listed on the CFC Estate official claims register, including the Claims, given that Petosa received the Preference Transfers and has not yet repaid the Preference Transfers to the CFC Estate; and

WHEREAS, the parties desire to resolve their dispute;

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

1. Petrosa agrees that its Claims will be disallowed in their entirety.

2. This Stipulation resolves the Claims, and any other claims related in any way to any remaining amounts owed to the Petosa by the Finance Company Debtors or the CFC Estate. Petosa, on behalf of itself and its respective past, present and future affiliates, agents, representatives, successors and assigns, hereby unconditionally fully releases and forever discharges 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 "**CFC Released Parties**"), from any and all claims (including, as defined in section 101(5) of title 11 of the United States

Code), demands, liens, agreements, contracts, covenants, actions, suits, causes of action, obligations, controversies, debts, costs, expenses, damages, judgments, orders and liabilities of whatever kind or nature, in law or equity, by statute or otherwise, whether now known or unknown, vested or contingent, liquidated or unliquidated, suspected or unsuspected, and whether or not concealed or hidden, which have existed or may have ever existed, or which do or may exist, against the CFC Released Parties.

3. The CFC Released Parties, on behalf of itself, hereby unconditionally fully releases and forever discharges Petosa (the "**Petosa Released Parties**"), from any and all claims (including, as defined in section 101(5) of title 11 of the United States Code), demands, liens, agreements, contracts, covenants, actions, suits, causes of action, obligations, controversies, debts, costs, expenses, damages, judgments, orders and liabilities of whatever kind or nature, in law or equity, by statute or otherwise, whether now known or unknown, vested or contingent, liquidated or unliquidated, suspected or unsuspected, and whether or not concealed or hidden, which have existed or may have ever existed, or which do or may exist, against the Petosa Released Parties.

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

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

5. This Stipulation in conjunction with a certain settlement agreement between the CFC Estate and Petosa constitutes the entire agreement between the parties. No prior or contemporaneous agreement may be used to alter the terms of this Stipulation.

Dated: March __, 2005
Chicago, Illinois

GREENBERG TRAURIG, L.L.P.

Keith J. Shapiro (ARDC No. 6184374)
Nancy A. Peterman (ARDC No. 6208120)
Robert Lannan (ARDC 6243326)
Andre L. Zafrani (ARDC No. 6256903)
Greenberg Traurig, LLP
77 West Wacker Drive, Suite 2500
Chicago, Illinois 60601
Phone: 312-456-8400
Fax: 312-456-8435

Counsel for the CFC Estate

Dated: March __, 2005
Clive, Iowa

PETOSA, PETOSA & BOECKER, LLP

Signature

Partner

Title of Signatory

Ben Hopkins
Petosa, Petosa & Boecker, LLP
1350 NW 138th Street
Suite 100
Clive, Iowa 50325-8308
Phone: (515) 222-9400
Facsimile: (515) 222-9121

SO ORDERED Carol A. Doyle

Carol A. Doyle
United States Bankruptcy Judge

4/4/05

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF ILLINOIS

PROOF OF CLAIM

0310311903621 9

Name of Debtor Against Which You Assert Your Claim

YOU MUST SELECT A DEBTOR AGAINST WHOM YOU ASSERT YOUR CLAIM YOU SELECT A DEBTOR BY CHECKING ONE BOX ON THE OTHER SIDE OF THIS NOTICE NOTE Check one box only Creditors holding claims against more than one Debtor must file a separate claim in the case of each Debtor against whom the creditor asserts a claim A creditor will be bound by the Debtor named in its proof of claim

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

☐ 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 this address differs from the address on the envelope sent to you by the court

The amounts reflected above if any constitute your claim as scheduled by the Debtor If you agree with the amounts set forth herein and have no other claim against the Debtor you do not need to file this proof of claim EXCEPT as stated below

If the amounts shown above are listed as Contingent Unliquidated or Disputed a proof of claim must be filed

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again

Name of Creditor and Address

03103119036219

PETOSA PETOSA BOECKER &
1350 NW 138TH ST STE 100
CLIVE IA 50325-8300

Creditor Telephone Number (515) 223-9400

CREDITOR TAX I D #	ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here if this claim ☐ replaces or ☐ amends a previously filed claim dated _____
42-0959254		

1 BASIS FOR CLAIM

☐ Goods sold
☒ Services performed
☐ Money loaned
☐ Bondholder
☐ Personal injury/wrongful death
☐ Taxes
☐ Other (describe briefly)
☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages salaries and compensation (Fill out below)

Your social security number _____

Unpaid compensation for services performed from _____ (date) to _____ (date)

2 DATE DEBT WAS INCURRED pre petition legal services

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM

$ 8,925.00	$	$	$
(unsecured)	(secured)	(unsecured priority)	(total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 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 above if any $ _____

6 UNSECURED PRIORITY CLAIM

☐ Check this box if you have an unsecured priority claim

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 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

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

8 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

9 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of your claim

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 4 00 pm, Central Time on May 22, 2003

BY MAIL TO
Bankruptcy Management Corporation
ATTN Conseco Inc Claims
PO Box 1042
El Segundo CA 90245-1042

BY HAND OR OVERNIGHT DELIVERY TO
Bankruptcy Management Corporation
ATTN Conseco Inc Claims
1330 East Franklin Avenue
El Segundo CA 90245

THIS SPACE FOR COURT USE ONLY

FILED
MAY 21 2003
BMC

Conseco Finance Servicing Claim
49676001606

DATE SIGNED
5/20/03

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)

Theodore R Boecker, Attorney

Penalty for presenting fraudulent claim is a fine of up to $500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 AND 3571

Name of Debtor Against Which You Assert Your Claim
Check One Box Only

- ☐ Conseco Finance Corp (02-49675-CAD)
- ☒ Conseco Finance Servicing Corp (02-49676-CAD)
- ☐ Conseco Agency of Alabama Inc (03-04692-CAD)
- ☐ Conseco Agency Inc (03 04693-CAD)
- ☐ Conseco Agency of Kentucky Inc (03-04694-CAD)
- ☐ Conseco Agency of Nevada Inc (03-04695-CAD)
- ☐ Conseco Agency of New York Inc (03-04696-CAD)
- ☐ Crum-Reed General Agency Inc (03-04697-CAD)
- ☐ Conseco Finance Canada Company (03-04698-CAD)
- ☐ Conseco Finance Canada Holding Company (03-04699-CAD)
- ☐ Conseco Finance Corp - Alabama (03-04700-CAD)
- ☐ Conseco Finance Credit Corp (03-04701-CAD)
- ☐ Conseco Finance Consumer Discount Company (03-04702-CAD)
- ☐ Conseco Finance Loan Company (03-04703-CAD)
- ☐ Conseco Finance Net Interest Margin Finance Corp I (03-04704-CAD)
- ☐ Conseco Finance Net Interest Margin Finance Corp II (03-04705-CAD)
- ☐ Green Tree Floorplan Funding Corp (03-04706-CAD)
- ☐ Green Tree Finance Corp - Two (03-04707-CAD)
- ☐ Landmark Manufactured Housing Inc (03-04708-CAD)
- ☐ Rice Park Properties Corporation (03-04709-CAD)

INSTRUCTIONS FOR FILING PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor there may be exceptions to the general rules

--- DEFINITIONS ---

Debtor

The person corporation or other entity that has filed a bankruptcy case is called the debtor

Creditor

A creditor is any person corporation or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim) This form must be filed with the court appointed Claims Agent Bankruptcy management Corporation at the address listed on the reverse side of this page

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property

Examples of liens are a mortgage on real estate and a security interest in a car truck boat television set or other item of property A lien may have been obtained through a court proceeding before a bankruptcy case began in some states a court judgment is a lien In addition to the extent a creditor also owes money to the debtor (has a right of setoff) the creditor s claim may be a secured claim (See also Unsecured Claim)

Unsecured Claim

If a claim is not secured claim it is an unsecured claim A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full

Unsecured Priority Claim

Certain types of unsecured claims are given priority so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims) The most common types of priority claims are listed on the proof of claim form Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as Unsecured Nonpriority Claims

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor, and Case Number

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example District of Delaware) the name of the debtor in the bankruptcy case and the bankruptcy case number If you received a notice of the case from the Claims Agent Bankruptcy Management Corporation all of this information is near the top of the notice

Information about Creditor

If not already accurately pre-printed omplete the section giving the name address and telephone number of the creditor to whom the debtor owes money or property and the debtor's account number if any If (a) anyone else has already filed a proof of claim relating to this debt (b) if you never received notices from the bankruptcy court about this case (c) if your address differs from that to which the Claims Agent sent this notice or (d) if this proof of claim replaces or amends a proof of claim that was already filed check the appropriate boxes on the form

1 Basis for Claim

Check the type of debt for which the proof of claim is being filed If the type of debt is not listed check Other' and briefly describe the type of debt If you were an employee of the debtor fill in your social security number and the dates of work for which you were not paid

2 Date Debt Incurred

Fill in the date when the debt was first owed by the debtor

3 Court Judgments

If you have a court judgment for this debt state the date the court entered the judgment

4 Total Amount of Claim at Time Case Filed

Fill in the total amount of the entire claim If interest or other charges in addition to the principal amount of the claim are included check the appropriate place on the form and attach an itemization of the interest and charges

5 Secured Claim

If your claim is a secured claim check the appropriate boxes in this section You must state the type and value of property that is collateral for the claim attach copies of the documentation of your lien and state the amount past due on the claim as of the date the bankruptcy case was filed A claim may be partly secured and partly unsecured (See DEFINITIONS above)

6 Unsecured Priority Claim

If your claim is an unsecured priority claim (See DEFINITIONS above) check the appropriate boxes in this section and state the amount entitled to priority A claim may be partly priority and partly nonpriority if for example the claim is more than the amount given priority by the law Check the appropriate place to specify the type of priority claim

7 Credits

By signing this proof of claim you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor

8 Supporting Documents

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or if the documents are too lengthy a summary of those documents If documents are not available you must attach an explanation of why they are not available

Please read – important information upon completion of this claim form you are certifying that the statements herein are true

Be sure to date the claim and place original signature of claimant or person making the claim for creditor where indicated at the bottom of the claim form Please type or print name of individual under the signature Be sure all items are answered on the claim form If not applicable insert Not Applicable

Return claim form and attachments if any and a second copy with any attachments to the Claims Agent Bankruptcy Management Corporation at the address on the front of this form