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

In re:	)	**Chapter 11**
	)	
Conseco Finance Corp., et al.,[1]	)	
	)	**Case No. 02 B49675**
Debtors.	)	**Honorable Carol A. Doyle**
	)	**(Jointly Administered)**
	)	

ORDER APPROVING ESTIMATION PROCEDURES

Upon the Motion[2] of the CFC Estate for entry of an order approving estimation procedures; the Court having considered the Motion; no previous application for the relief requested therein having been made; due and proper notice of the Motion given; and it appearing that sufficient causes exist for granting the requested relief; it is hereby:

ORDERED that the Motion is granted;

ORDERED that if the CFC Estate seeks to estimate any claim pursuant to these Estimation Procedures, the following estimation procedures apply:

1. To invoke the estimation procedures in this Order, the CFC Estate will file and serve upon the affected party a *Notice Of Estimation Procedures And Dates For Estimation Hearing For Proof of Claim(s) Nos. [___]* ("Notice") to the Claim(s) that will be estimated. If

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[1] The CFC Estate is the liquidating trust that is the successor-in-interest to the Finance Company Debtors who comprise the following entities: (i) Conseco Finance Corp. and Conseco Finance Servicing Corp. ("CFSC") (collectively, the "CFC Debtors"), (ii) Conseco Finance Corp. - Alabama, Conseco Finance Credit Corp., Conseco Finance Consumer Discount Company, Conseco Finance Canada Holding Company, Conseco Finance Canada Company, Conseco Finance Loan Company, Rice Park Properties Corporation, Landmark Manufactured Housing, Inc., Conseco Finance Net Interest Margin Finance Corp. I, Conseco Finance Net Interest Margin Finance Corp. II, Green Tree Finance Corp. - Two, Conseco Agency of Nevada, Inc., Conseco Agency of New York, Inc., Green Tree Floorplan Funding Corp., Conseco Agency, Inc., Conseco Agency of Alabama, Inc., Conseco Agency of Kentucky, Inc., and Crum-Reed General Agency, Inc. (collectively, the "CFC Subsidiary Debtors"), (iii) Green Tree Finance Corp. - Five and Conseco Finance Credit Card Funding Corp.

[2] Capitalized terms used herein have the meaning given them in the Motion.

an objection has not previously been filed and served regarding the Claim, the CFC Estate may, but shall not be required, also file and serve an objection to be heard as part of the Estimation Hearing. If an objection has been previously filed and served regarding the Claims(s), the CFC Estate may, but shall not be required, also state as part of the Notice that the objection will be heard as part of the Estimation Hearing. Before filing the Notice, the CFC Estate will contact the Clerk of the Court to schedule the Estimation Hearing. The Court will schedule the Estimation Hearing no earlier than forty-five (45) days and no later than ninety (90) days after the CFC Estate requests a date for estimation of the Claim. Unless the Court directs, such hearing will not take place on the omnibus hearing dates set by the Court pursuant to the current case management procedures approved under the *Order Approving First Amended Notice, Case Management and Administrative Procedures* (docket 397) entered on January 14, 2003. The Notice shall include the CFC Estate's proposed estimate of the Claim(s) and reasons for that estimate; shall be filed substantially in the form attached hereto as Exhibit A; shall be filed and served not less than thirty (30) days in advance of the Estimation Hearing set by the Court; and shall be accompanied by service of a copy of this Order.

2. If the Claimant objects to the CFC Estate's proposed estimate of the Claim(s) as stated in the Notice, the Claimant must file and serve a written response (the "Response") no later than seven (7) days after the date of the filing and service of the Notice. The Response shall not exceed fifteen (15) single-sided, double-spaced pages (exclusive of exhibits or affidavits) and shall include: (i) a description of the factual and legal basis for the Claim(s), including without limitation a description of the transaction, occurrence, contract, breach, event, incident and/or relationship giving rise to the Claim(s); (ii) the names and addresses of any witness whose affidavit or expert report has been included in the Response and whether such witness is an

expert; and (iii) a description of the relief sought, including a detailed calculation of and support for any damages. If a Claimant fails to file a timely Response in compliance with these procedures or otherwise comply with these procedures, the Claim shall be estimated at the amount included in the Notice, and the Bankruptcy Court shall enter an order in connection therewith at the Estimation Hearing with no arguments or further submissions. In the event that a Claimant timely files and serves a Response, the CFC Estate and/or the Creditor's Committee may submit a reply to the Response (each, a "Reply"). The Reply shall not exceed fifteen (15) single-sided, double-spaced pages (exclusive of exhibits or affidavits which shall be attached to the Reply) and shall be filed not later than seven (7) days following the filing of the Response.

3. The CFC Estate and the Claimant will each be granted one and one-half hours to present written evidence and make oral argument at the hearing, during which time the CFC Estate and the Claimant may each present a single damage witness. In addition to the period specified above, each party shall have one half hour to cross-examine an adverse witness.

4. With the exception of each party's damage witness, all evidence shall be presented in written format -- either by declaration, affidavit or by documents.

5. No later than twenty-one (21) days before the Estimation Hearing, any and all documents intended to be used during or in connection with the hearing (the "Written Record") shall be exchanged between the parties. The Written Record shall include a certificate that the documents therein are authentic. The Written Record shall not exceed two hundred (200) pages from each party, except as the parties otherwise agree. If a party fails to include a document in the Written Record, said document may not be used during the estimation hearing or admitted into evidence.

6. No later than fourteen (14) days before the Estimation Hearing, each party must make their damages witness available for deposition.

7. No later than fourteen (14) days before the Estimation Hearing, all evidentiary challenges to the Written Record shall be resolved by the parties, and/or submitted to the Bankruptcy Court.

8. No later than seven (7) days before the Estimation Hearing, each party must (i) file a position statement with the Court and (ii) serve the position statement on the other party. No later than three (3) days before the Estimation Hearing, each party may file a reply to the opposing party's position statement and serve such reply upon the opposing party via next day mail.

9. Pursuant to Bankruptcy Local Rules 9060-01 through 9060-12, if a party desires to refer any estimation dispute to a mediator, then that party shall file a motion seeking such referral no later than seven (7) days after the filing of the Notice. The motion seeking such referral shall be heard at the next omnibus hearing.

10. The Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Federal Rules of Civil Procedure, and the Federal Rules of Evidence shall govern the documents and the proceedings described herein; provided, however, that except as may be provided by separate order of the Bankruptcy Court, the parties shall not engage in discovery in connection with the objection to or estimation of any Claim;

ORDERED that the CFC Estate reserves the right to object in the future to the Claim(s) listed in any Notice, and to amend, modify, and/or supplement the Notice, including without limitation to object to amending or superseding proofs of claims and newly-filed proofs of claim. Separate notice and hearing will be scheduled for any such objection. Unless stated in the

Notice, the Estimation Hearing will not consider any objection to the Claim(s) nor determine whether the Claim shall be an Allowed Claim; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all disputes arising from the interpretation of this Order.

Chicago, Illinois
Dated: _____, 2004

_____
Hon. Carol A. Doyle
United States Bankruptcy Judge