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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
OCT 0 8 2003
KENNETH S. GARDNER, CLERK
PS REP. - JJ

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

In re:	:	Chapter 11
	:	
Conseco Finance Corp., et al.,	:	Case No. 02 B 49675
	:	(Jointly Administered)
	:	Honorable Carol A. Doyle
Debtors.	:	
	:	
	:	Hearing Date: October 29, 2003
	:	Hearing Time: 11:00 a.m.

STIPULATION AND ORDER BETWEEN THE FINANCE COMPANY DEBTORS AND THE AD HOC SECURITIZATION HOLDERS' COMMITTEE REGARDING PAYMENT OF AD HOC SECURITIZATION HOLDERS' COMMITTEE'S FEES AND EXPENSES PURSUANT TO FINAL ORDER APPROVING SERVICING ARRANGEMENT FOR MANUFACTURED HOUSING SECURITIZATION TRUSTS

This Stipulation and Order Approving Payment of Ad Hoc Securitization Holders' Committee's Fees and Expenses Pursuant to Final Order Approving Servicing Arrangement for Manufactured Housing Securitization Trusts (the "Stipulation and Order") is entered into on this date by and between the Finance Company Debtors[1] and the Ad Hoc Securitization Holders' Committee (the "Ad Hoc Committee").

WHEREAS, Conseco Finance Corp. ("CFC") and the Ad Hoc Committee are parties to that certain Consent Agreement dated March 14, 2003 entered into by and among CFC, U.S.

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[1] The Finance Company Debtors comprise the following entities: (i) Conseco Finance Corp. and Conseco Finance Servicing Corp. (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 (iv) Conseco Finance Credit Card Funding Corp.

Bank National Association, Wells Fargo Bank Minnesota, N.A., the Federal National Mortgage Association ("Fannie Mae"), the Official Committee of Unsecured Creditors of CFC, the Ad Hoc Committee and CFN Investment Holdings LLC (the "Consent Agreement");

WHEREAS, Section 4(i) of the Consent Agreement expressly provided that a condition precedent to the consent granted by the Ad Hoc Committee in Section 2 of the Consent Agreement was that "[t]he legal fees, costs and expenses of Fannie Mae and the Ad Hoc Committee and its members shall be paid on or before the Closing Date by CFC as a finally allowed substantial contribution claim from the proceeds of the Acquisition or the $35 million adequate protection lien in favor of the Trustees.";

WHEREAS, on March 14, 2003, the Court entered its Final Order Approving Servicing Arrangement for Manufactured Housing Securitization Trusts (the "9019 Order");

WHEREAS, pursuant to the 9019 Order, the Court approved the Consent Agreement, which was attached to the 9019 Order as Exhibit A, and expressly found that "[t]he Consent Agreement is fair and reasonable.";

WHEREAS, the Closing Date, as defined in the Consent Agreement, occurred on or about June 23, 2003;

WHEREAS, during the period December 17, 2002 (the "Petition Date") through September 9, 2003 (the "Confirmation Date"), the Ad Hoc Committee and its members incurred legal fees. costs and expenses in the aggregate amount of $1,728,674.67;

WHEREAS, pursuant to the 9019 Order and the Consent Agreement, CFC has made payments to the Ad Hoc Committee and its members and intends to make additional payments to the Ad Hoc Committee and its members for legal fees, costs and expenses incurred by them

during the period from the Petition Date through the Confirmation Date in the following amounts (the "Ad Hoc Committee Expenses"):[2]

No.	Description	Amount
1.	Ad Hoc Committee Members' Miscellaneous Expenses	$393,013.49
2.	Day, Berry & Howard LLP (lead counsel for Ad Hoc Committee)	$1,052,957.07
3.	Lord, Bissell & Brook (local counsel for Ad Hoc Committee)	$263,377.65
4.	Development Specialists, Inc. (financial experts and consultants for Ad Hoc Committee)	$19,326.46
5.	Total (1+2+3+4)	$1,728,674.67
6.	Amount Reimbursed by CFC to date	$1,693,055.10
7.	Remaining amount to be Reimbursed by CFC (5-6)	$35,619.57

WHEREAS, because it was impractical to do so at the time, neither the Consent Agreement nor the 9019 Order specified the precise amount CFC would ultimately pay the Ad Hoc Committee and its members for their legal fees, costs and expenses;

WHEREAS, CFC and the Ad Hoc Committee now wish to stipulate to an order approving the amount of all payments made and to be made (the "Payments") by CFC of the Ad Hoc Committee Expenses.

IT IS THEREFORE STIPULATED, CONSENTED AND AGREED:

1. All Payments of the Ad Hoc Committee Expenses were made and will have been made in accordance with the 9019 Order and Section 4(i) of the Consent Agreement and conformed and will have conformed with all requirements imposed by the Bankruptcy Code and this Court's Order Confirming Finance Company Debtors' Sixth Amended Joint Liquidating

[2] This Stipulation and Order only addresses Ad Hoc Committee Expenses incurred through the Confirmation Date and is without prejudice to the Ad Hoc Committee's right to reimbursement from the Consent Agreement Reserve Account for any additional fees, costs and expenses incurred subsequent to the Confirmation Date in accordance with the Plan and the Court's Confirmation Order.

Plan of Reorganization [the "Plan"] Pursuant to Chapter 11 of the United States Bankruptcy Code (the "Confirmation Order");

2. All Payments made and to be made by CFC of the Ad Hoc Committee Expenses are approved in the aggregate amount of $1,728,674.67 for legal fees, costs and expenses incurred through the Confirmation Date.[3] Such Payments constitute complete, full and final satisfaction of all amounts owing by the Finance Company Debtors or the Post-Consummation Estate to the Ad Hoc Committee or its professionals except that amounts incurred after the Confirmation Date may be reimbursed from the Consent Agreement Reserve Account in accordance with the terms of the Plan and the Consent Agreement.

FINANCE COMPANY DEBTORS

Dated: October 8, 2003

Chicago, Illinois

By _____
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Their Attorneys

[3] In the event the Court deems it necessary for the Ad Hoc Committee to submit an application for the allowance of the Ad Hoc Committee Expenses or any other fees or costs incurred by the Ad Hoc Committee and its members through the Confirmation Date, the Finance Company Debtors and the Ad Hoc Committee alternatively request the Court to deem this Stipulation and Order a timely request for an extension of time to permit such an application within a reasonable period of time following any such determination by the Court.

THE AD HOC SECURITIZATION
HOLDERS' COMMITTEE

By _____

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and

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Of Counsel

ORDER

Upon consideration of the foregoing,

IT IS SO ORDERED,

Dated: October ___ , 2003

_____
THE HONORABLE CAROL A. DOYLE
UNITED STATES BANKRUPTCY JUDGE