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 SAN BERNARDINO COUNTY
REGARDING CLAIM NOS. s80548 AND s80671

The Post Consummation Estate on behalf of the Finance Company Debtors[1] ("CFC Estate"), and San Bernardino County ("Claimant") hereby state as follows for this *Stipulation and Agreed Order Between the CFC Estate, and San Bernardino County Regarding Claim Nos. s80548 and s80671* ("Stipulation"):

WHEREAS, on May 12, 2003, Claimant filed Proof of Claim No. 49672-008323 (the "First Claim") in the amount of $55,104.35 as a secured claim against Conseco, Inc. in the bankruptcy case captioned *In re Conseco, Inc.*, Case No. 02 B 49672 in the U.S. Bankruptcy Court for the Northern District of Illinois;

WHEREAS, on September 29, 2003, Claimant filed Proof of Claim No. 49672-008699 (the "Second Claim") in the amount of $6,018.00 as a secured claim against Conseco, Inc. in the bankruptcy case captioned *In re Conseco, Inc.*, Case No. 02 B 49672 in the U.S. Bankruptcy Court for the Northern District of Illinois;

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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. (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.

WHEREAS, on September 9, 2003, the Court consolidated the estates of the Finance Company Debtors into a single estate in the *Order Confirming Finance Company Debtors Joint Liquidating Plan Of Reorganization Pursuant To Chapter 11 Of The United States Bankruptcy Code* (Docket 5844);

WHEREAS, on February 18, 2004, the Court entered a Stipulation transferring the First Claim and the Second Claim to the CFC Estate (the "Transferred Claims"); and

WHEREAS, Conseco Finance Corporation scheduled two claims regarding the Claimant: Claim No. s80548 in the amount of $3,224.70; and Claim No. s80671 in the amount of $570.01 (the "Scheduled Claims");

WHEREAS, on June 16, 2004, the CFC Estate filed its Forty-First Omnibus Objection to Claims (the "Forty-First Omnibus Objection"), wherein it objected to the Scheduled Claims due to the preference liability of the Claimant;

WHEREAS, the parties having reached an amicable resolution memorialized herein; and it appearing that due and sufficient notice having been given; and after due deliberation and good cause appearing for the entry of this Stipulation; and based upon the foregoing recitals and in consideration of the mutual covenants set forth below the parties agree as follows:

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

1. The amounts claimed in the Transferred Claims are deemed to supersede those amounts scheduled in the Scheduled Claims;

2. The Forty-First Omnibus Objection, as it pertains to the Scheduled Claims only, is withdrawn without prejudice;

3. This Stipulation is without prejudice to the rights of the CFC Estate to object to the First Claim and/or the Second Claim for any reason at any time and all rights are

hereby reserved. Conseco Finance Corp. will use its best efforts to resolve the claims prior to the filing of any objection.

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

5. This Stipulation constitutes the entire agreement between the parties with respect to the subject matter hereof. No prior or contemporaneous agreement may be used to alter the terms of the Stipulation.

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

7. This Stipulation is subject to the approval of the Bankruptcy Court and parties agree to use reasonable efforts to obtain such approval as quickly as possible.

Chicago, Illinois
Dated: October 27, 2004

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

Whittier, California
Dated: October ___, 2004

ROMERO LAW FIRM

By: Martha E. Romero
CA. Bar No. 128144
ROMERO LAW FIRM
7743 South Painter Avenue, Suite E
Whittier, CA 90602
Tel. (562) 907-6800
Fax (562) 907-6820

Attorney for San Bernardino County

SO ORDERED:

Hon. Carol A. Doyle
United States Bankruptcy Judge

Dated: October 27, 2004
Chicago, Illinois

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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

Whittier, California
Dated: October 22, 2004

ROMERO LAW FIRM

By: Martha E. Romero
Illinois #90785757
CA. Bar No. 128144
ROMERO LAW FIRM
7743 South Painter Avenue, Suite E
Whittier, CA 90602
Tel. (562) 907-6800
Fax (562) 907-6820

Attorney for San Bernardino County

SO ORDERED:

Hon. Carol A. Doyle
United States Bankruptcy Judge

Dated: October ___, 2004
Chicago, Illinois