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 THE CLAIM OF MILLSAP & SINGER, P.C. CLAIM NO. 49676-001134

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

RECITALS

WHEREAS, on or about May 20, 2003, Millsap filed a proof of claim against Conseco Finance Corp. ("**CFC**") asserting a general unsecured claim in the amount of $94,704.90, designated on the claims register as Claim No. 49676-001134 (the "**Claim**"); 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. (2004) (the "**Bankruptcy Code**"); and

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

[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.

"**Preference Period**"), and the CFC Estate has asserted certain preferential transfers ("Preference Transfers") as having been received by Millsap during the Preference Period which Millsap has denied; 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 Claim, given that Millsap 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. Millsap agrees that the Claim shall be reduced and allowed as a general unsecured claim in the amount of $70,000.00.

2. Except as provided in paragraph 1 hereof, this Stipulation forever resolves the Claim, and any other claims related in any way to any remaining amounts owed to Millsap by the Finance Company Debtors or the CFC Estate. Millsap, 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 "**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 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 Millsap has or may hereafter assert against the Released Parties.

3. Subject to paragraphs 1 and 2 of this Stipulation, the CFC Estate hereby releases and discharges Millsap from any claim under section 547 of the Bankruptcy Code and hereby unconditionally fully releases and forever discharges Millsap, and its respective past, present and future affiliates, subsidiaries, officers, directors, partners, members, shareholders, employees, agents, representatives, professionals, attorneys, successors and assigns (collectively, the "**Millsap Released Parties**"), from any and all other 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 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 the CFC Estate has or may hereafter assert against the Millsap Released Parties.

Further, upon approval of this Stipulation by the Bankruptcy Court, the CFC Estate shall have been deemed to withdraw its objection to the Claim as set forth in the Objection.

4. The Bankruptcy Court shall retain jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation. Millsap consents to the jurisdiction of the Bankruptcy Court to resolve any disputes or controversies between the parties hereto arising

from or related to this Stipulation. Any motion, application or other action or proceeding brought before the Bankruptcy Court to resolve a dispute arising from or related to this Stipulation shall be brought on proper notice in accordance with the relevant Rules of the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court. In the event the Bankruptcy Court is deemed to lack jurisdiction over this matter, jurisdiction shall rest in the United States District Court for the Northern District of Illinois, Eastern Division.

5. This Stipulation does not constitute an admission by any of the parties hereto of any violation of any statute, regulation, or contract, or of any fact, condition, circumstance, violation of law, or standard of liability in law or equity, arising out of or in any way related to the subject matter described in this Stipulation. This Stipulation is being entered into by the parties solely to settle and compromise any and all disputes within the scope of this Stipulation. This Stipulation and any settlement discussion related hereto shall be subject to Federal Rule of Evidence 408 and any other applicable confidentiality rule and, as such, shall not be admissible in any proceeding, whether by claim or defense, as evidence or an admission of any kind, except that in a proceeding to enforce the provisions of this Stipulation, any settlement discussions shall be admissible as evidence solely for the purposes of that proceeding.

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

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

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8. This Stipulation between the CFC Estate and Millsap constitutes the entire agreement between the parties. No prior or contemporaneous agreement may be used to alter the terms of this Stipulation.

Dated: December __, 2004
Chicago, Illinois

GREENBERG TRAURIG, L.L.P.

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Counsel for the CFC Estate

Dated: December 15, 2004
Saint Louis, Missouri

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SO ORDERED: Carol A. Doyle

Carol A. Doyle
United States Bankruptcy Judge

Jan. 11, 2005