

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. 02-49675
) (Jointly Administered)
)
Debtors.)
) The Honorable Carol A. Doyle

ORDER GRANTING PLAN
ADMINISTRATOR'S MOTION, ON BEHALF OF THE
CFC POST-CONSUMMATION ESTATE, FOR ENTRY OF AN
ORDER (A) PURSUANT TO BANKRUPTCY RULES 2002(a)(3), 9019,
AND SECTION 105(a) OF THE BANKRUPTCY CODE, APPROVING
COMPROMISE AND SETTLEMENT WITH RESPECT TO CLAIMS ASSERTED
AGAINST CFC POST-CONSUMMATION ESTATE BY MARTHA BRONSON, AND
(B) APPROVING THE SHORTENED AND LIMITED NOTICE OF THE MOTION

Upon the Plan Administrator's *Motion* (the "Motion") *on Behalf of the CFC-Post Consummation Estate, for Entry of an Order (a) Pursuant to Bankruptcy Rules 2002(a)(3), 9019 and Section 105(a) of the Bankruptcy Code, Approving Compromise and Settlement With Respect to Claims Asserted Against CFC Post-Consummation Estate by Martha Bronson* (the "Agreement"), and (b) *Approving the Shortened and Limited Notice of the Motion*,² and it appearing that the relief requested is proper; and sufficient notice of the Motion having been given; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. §

¹ The CFC Post-Consummation Estate is the liquidating trust that stands as the successor-in-interest to the Finance Company Debtors, which are comprised of 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 Financial 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 Green Tree Residual Finance Corp. I (collectively, the "**New Debtors**"), and (iv) Conseco Finance Credit Card Funding Corp. (collectively with the CFC Debtors, the CFC Subsidiary Debtors and the New Debtors, the "**Finance Company Debtors**").

² Capitalized terms not defined herein shall have the meaning ascribed thereto in the Motion.

157; and it appearing that venue of this proceeding and this Motion is properly in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the parties representation and warranty that they relied on the independent advice of their own counsel and advisors, as set forth in paragraph 10 of the Agreement; and after due deliberation and sufficient cause appearing therefor; it is hereby:

ORDERED that the Motion is granted; and it is further

ORDERED that each and every term of the Agreement is approved, including, without limitation, the releases set forth in ¶ 4 thereof; and it is further

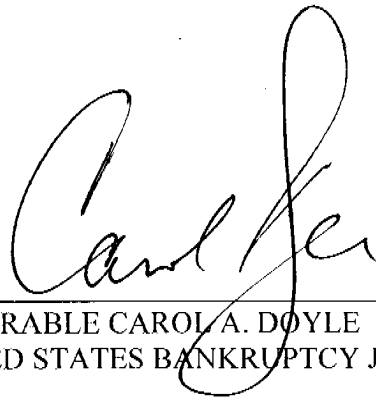
ORDERED that the Plan Administrator, on behalf of the CFC Post-Consummation Estate is hereby authorized to enter into the Agreement with Green Tree and Bronson as a reasonable exercise of its business judgment; and it is further

ORDERED that the Plan Administrator, on behalf of the CFC Post-Consummation Estate, shall pay to Green Tree \$51,006.31 pursuant to the terms of the Agreement; and it is further

ORDERED that the limited and shortened notice of the Motion were sufficient; and it is further

ORDERED that the Court shall retain jurisdiction over any and all disputes arising under or otherwise relating to the construction, performance and enforcement of the terms and conditions of this Order.

Dated: 3-18-2010
Chicago, Illinois



HONORABLE CAROL A. DOYLE
UNITED STATES BANKRUPTCY JUDGE