

**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.)	Honorable Carol A. Doyle
)	
)	
)	
In re:)	Chapter 11
Green Tree Residual Finance Corp. I,)	Case No. 03-23655
Debtor.)	Honorable Carol A. Doyle

**ORDER GRANTING MOTION OF THE
POST-CONSUMMATION ESTATE OF THE FINANCE
COMPANY DEBTORS FOR ENTRY OF A FINAL DECREE AND ORDER
(A) CLOSING THE CONSECO FINANCE CORP. AND GREEN TREE
RESIDUAL FINANCE CORP. I CHAPTER 11 CASES; (B)
AUTHORIZING THE PLAN ADMINISTRATOR TO TAKE ALL NECESSARY
ACTIONS TO CLOSE AND TERMINATE THE CFC POST-CONSUMMATION
ESTATE, INCLUDING (I) ENTERING INTO A CERTAIN PURCHASE
AGREEMENT WITH OAK POINT PARTNERS, INC. FOR THE SALE
OF REMNANT ASSETS, (II) AUTHORIZING THE FILING OF FINAL TAX
RETURNS, PAYMENT OF ADMINISTRATIVE COSTS AND DESTRUCTION
OF RECORDS AND (III) AUTHORIZING THE DISTRIBUTION OF ANY
REMAINING FUNDS, AFTER PAYMENT OF ADMINISTRATIVE COSTS,
TO CERTAIN CHARITABLE ORGANIZATIONS; (C) APPROVING RELEASE
AND EXCULPATION IN FAVOR OF THE PLAN ADMINISTRATOR,
ADVISORY BOARD AND THEIR RESPECTIVE REPRESENTATIVES; AND
(D) APPROVING SHORTENED AND LIMITED NOTICE OF THE MOTION**

Upon the motion (the “**Motion**”)¹ of Bridge Associates, LLC (“**Bridge**”), as plan administrator (the “**Plan Administrator**”) of the Post-Consummation Estate for the Finance Company Debtors (the “**CFC Post-Consummation Estate**”), pursuant to Sections 105(a) and 350(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “**Bankruptcy Code**”), and Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of a final decree and order (a) closing the Conseco Finance Corp. and Green Tree Residual Finance Corp. I Chapter 11 cases; (b) authorizing the Plan Administrator to take all necessary actions to close and terminate the CFC Post-Consummation Estate, including (i) entering into a certain purchase agreement with Oak Point Partners, Inc. for the sale of Remnant Assets, (ii) authorizing the filing of final tax returns, payment of administrative costs (including, without limitation, payment of any fees due and owing to the Office of the United States Trustee) and destruction of records and (iii) authorizing the distribution of any remaining funds, after payment of administrative costs, to certain charitable organizations; (c) approving Exculpation in favor of the Plan Administrator, Advisory Board and their respective representatives; and (d) approving shortened and limited notice of the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and due and proper notice of the Motion having been given; and it appearing that no other notice of the Motion need be provided; and a hearing on the matter having been held on April 29, 2010 (the “**Hearing**”); and after due deliberation and sufficient cause appearing therefore, it is hereby

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Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

ORDERED that the Motion is granted in its entirety; and it is further

ORDERED that the CFC Post-Consummation Estate has been fully administered and the Plan has been substantially consummated and, therefore, pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, the Conseco Finance Corp. Chapter 11 case (Case No. 02-49675) and the Green Tree Residual Finance Corp. I Chapter 11 case (Case No. 03-23655) may be closed; and it is further

ORDERED that the Clerk of the Court is directed to mark the Conseco Finance Corp. and the Green Tree Residual Finance Corp I Chapter 11 cases as "closed"; and it is further

ORDERED that the Plan Administrator is authorized to take all necessary actions to close and terminate the CFC Post-Consummation Estate, including, without limitation filing final tax returns and paying any administrative costs, including, without limitation, any fees due and owing to the Office of the United States Trustee, and it is further

ORDERED that each and every term of the Oak Point Agreement is approved, and the Plan Administrator is authorized to enter into the Oak Point Agreement; and it is further

ORDERED that the Plan Administrator shall store any and all records of the CFC Post-Consummation Estate to and including December 31, 2010, is authorized to destroy all records of the CFC Post-Consummation Estate after December 31, 2010 and shall pre-fund any and all costs associated with such record storage and destruction; and it is further

ORDERED that the Plan Administrator is authorized to and shall disburse any remaining funds of the CFC Post-Consummation Estate, after payment of all

administrative costs (including any fees due and owing to the Office of the United States Trustee), to those charitable organizations set forth on Exhibit A hereto and in the amounts set forth on Exhibit A; and it is further

ORDERED that the Exculpation provisions of the CFC Post Consummation Estate Agreement in favor of the Plan Administrator, Advisory Board and their respective representatives shall continue in full force and effect, notwithstanding the closing of this Chapter 11 case; and it is further

ORDERED that the one member Advisory Board shall be deemed to have acted properly in approving the filing of the Motion and the requests set forth therein, and such actions are hereby ratified and approved; and its is further

ORDERED that to the extent that the CFC Estate Agreement requires that the Advisory Board consist of more than one member, such requirement is hereby waived; and it is further

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

ORDERED that the notice requirements of Local Rule 3022-1 are waived.

Dated: May 7, 2010

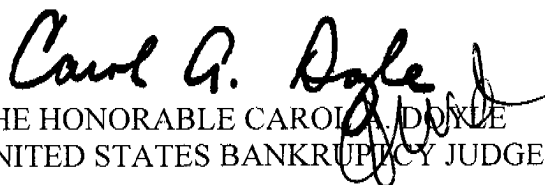

THE HONORABLE CAROL A. DOYLE
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

(LIST OF CHARITABLE ORGANIZATIONS)

<u>Name of Charitable Organization</u>	<u>Proposed Distribution</u>
The Anthony H.N. Schnelling Endowment Fund	\$100,000
Chicago Bar Foundation-Bankruptcy Pro Bono Projects Fund	Any remaining funds