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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
	)	Honorable Carol A. Doyle
Debtors.	)	(Jointly Administered)
	)	

STIPULATION AND AGREED ORDER BETWEEN THE FINANCE COMPANY DEBTORS AND MS. GLORIA LEYVA

The Finance Company Debtors and Ms. Gloria Leyva hereby stipulate and agree as follows:

RECITALS

WHEREAS, on December 17, 2002, Conseco Finance Corp. ("CFC") and Conseco Finance Servicing Corp. ("CFSC," and together with CFC, the "CFC Debtors") filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code");

WHEREAS, on or about March 14, 2003, the Court entered an order approving the proposed sale by the CFC Debtors and their debtor affiliates (collectively, the "Finance Company Debtors") of substantially all of their assets to CFN Investment Holdings, Inc. (the "CFN Sale Transaction") and General Electric Consumer Finance (the "GE Sale Transaction");

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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. (Continued...)

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WHEREAS, on May 14, 2003, Ms. Leyva filed her Proof of Claim (Claim No. 49675-002279) setting forth the basis of her unsecured claim against CFC in the amount of $25,000 (the "Claim");

WHEREAS, on or about June 13, 2003, the Finance Company Debtors, in the Finance Company Debtors' Fifth Omnibus Objection To Claims Asserted Against The Finance Company Debtors, objected to the Claim (the "Objection");

WHEREAS, on or about June 23, 2003, the Finance Company Debtors closed on the CFN Sale Transaction, whereby substantially all of the assets of CFC were transferred to CFN Investment Holdings, Inc.;

WHEREAS, CFN changed the legal name of the entity formerly known as Conseco Finance Servicing Corp. to Green Tree Servicing, LLC ("Green Tree");

WHEREAS, on or about September 9, 2003, the Court entered an order approving the First Revised Order Confirming Finance Company Debtors' Sixth Amended Joint Liquidating Plan Of Reorganization Pursuant To Chapter 11 Of The United States Bankruptcy Code;

WHEREAS, the parties now wish to resolve their differences with respect to the Objection without further legal proceedings or expense; and

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

(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.

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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. Green Tree, as the current holder of that certain home equity loan (Loan No. 6911876206) entered into between CFSC and Ms. Leyva on or about October 25, 2001 (the "Note"), shall release Ms. Leyva from the Note and its underlying lien.

2. Upon the Court's entry of an order approving this Stipulation, Ms. Leyva shall be deemed to have withdrawn the Claim, with prejudice.

3. Upon the Court's entry of an order approving this Stipulation, Ms. Leyva shall be deemed to have released any and all rights and claims against CFSC, the Finance Company Debtors, Green Tree, and any and all of their respective affiliates.

4. Upon the Court's entry of an order approving this Stipulation, the Finance Company Debtors shall be deemed to have withdrawn their Objection, with prejudice.

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SO AGREED on this 21 day of September, 2003

Respectfully submitted,

Erin N. Brady

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ORDER

The foregoing, "Stipulation and Agreed Order Between the Finance Company Debtors and Ms. Gloria Leyva" shall be and hereby is APPROVED and made the Order of this Court. For just and adequate cause shown, the notice requirements of Rule 9019 of the Federal Rules of Bankruptcy Procedure are hereby waived by this Court.

IT IS SO ORDERED.

Chicago, Illinois
Dated: September 25 2003

Carol A. Doyle
Honorable Carol A. Doyle
United States Bankruptcy Judge