Α	
E	
B	
E	
G.	
• •	

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Laura Thomas

MONTH: April 2003

					HOURS SPENT ON EACH ACTIVITY	I EACH ACTIVITY				
DAY	Process and inventory data received from Kirkland & Ellis and Milliman USA	Review Court documents, motions, and other filings	Review Milliman appariasi and other follow-up correspondence	Review experience studies and other actural analyses prepared by ConsecoMillitran	Participate in confinemee calls/meetings with Milfiman USA	Review and/or develop correspondence to other professionals	Develop Wateron Wyatt actuarial analyzes	Prepare for and participate in conference calls/meetings with other TOP 45 Committee morfessionals	Watson Wyatt staff management (incl. work plans, internal meetings, and conference calls)	TOTAL
										0.00
-			. 66							R I
~										5.00
			4.50							000
+										0.00
, v										2.25
			2.25							2.00
. 00			2.00							2.25
, a			2.25							3.00
			3.00							3.25
11			3.25							0.00
12										0.00
11									0.50	0.50
]4										0.00
15										0.00
16										0,00
17										80
81										0.00
19										0.00
2										0.00
21									2.75	2.75
2										0.00
ន										0.00
24										0.00
25										0.00
26										0.00
27										0.00
8										0.00
29										0.00
30										0.00
31						000	0.0	0.00	3.25	27.00
TOTAL	00'0	0.00	23.75			20.2				
		-								

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Dhruv Vakharia

April 2003

MONTH:

	TOTAL	0.00	00 W	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	000	00.0	0.00	0.00	0.00	0.00	00.0	0:00	000	0.25	0.00	000	0:00	0.00	0.00	0.00	0.00	0.00	0.00	0.0	0.25	
	Watson Wyatt staff management (incl. work plans, internal meetings, and conference calls)																																0.00	
	Prepare for and participate in conference calls'mectings with other TOPrS Committee professionals																																000	A 0-0
	Develop Watson Wyatt actuarial analyter																																0 0 0	0 0'0
HOURS SPENT ON EACH ACTIVITY	Review aud/or develop correspondence to other professionals																																	0.00
HOURS SPENT ON	Participate in conference calls/meetings with Milliman USA and/or Lazard																																	00'0
	Review experience studies and other actuarial analyses prepared by ConsecoMilliman																																	0.00
	Review Milliman appraial and other follow up correspondence																																	0.00
	Review Court documents, motions, and other filings and other documents																																	
	Process and investory data received from Kitchand & Bilis and Milliman USA																						0.25											0.25
	DAY			5	ť	4	5	Ŷ	Ŀ	- DC		ŝ		1	1		51		21-		9 2			33	12	1	24) ×	24	96	90	2		TOTAL

щ	
E	
A	
E	
А	

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Debbie Wood

April 2003

MONTH:

e.

					-			٦	ł				1-	r -			ï-	Г	T	Į.				1	-7				<u> </u>		-			-
	TOTAL	9.50	8.75	8.50	6.50	00.0	00'0	9.50	8,75	9.00	7.25	00'6	0.0	0.0	10.75	13.75	12.00	9.25	0.00	0000	0:00	0.00	11.25	9.25	8.25	4.50	0.00	0.00	5.25	6.00	4,00	0.00	171.00	
	Walson Wyatt staff maragement (incl. werk plans, internal meetings, and conference calls)	1.00						1.00	0.50								0.75								0.50				0.75					
	Prepare for and participate in conference calls/meetingr with other TOPrS Committee professionals																																	
	Develop Watson Wyatt actuarial analyses	8.50	27.4	95.9	89	2010		8.50	8 25	302	6.95	100	- nn'		34.41	10.12	11.12		67.6				11.25	7.25	6.75					4 10				
HOURS SPENT ON EACH ACTIVITY	Review aud/or develop correspondence to other professionals										1 60	1.0D												2.00	1.00	5	2		1 40		007	70.5		
HOURS SPENT OF	Participate in conference calls/meetings with Millinaan USA																																	
	Review experience studies and other actuatial analyses prepared by ConsecoMillingan			4,00	7						7.00		2.00																					
	Review Millimun appruisal and other follow-up correspondence																																	
	Review Court documents, motions, and other filings																																	
	Process and inventory data received from Kirkland & Ellis and Milliman USA																																	
	DAY		1	2		+	5	v.	r~	~	5	2		1		14	~		2		2	9	51	22	23	54	22	56	5	28	ส	1 R	31	TOTAL

А
XHUBIT
E I

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Lisa Zalota

MONTH: April 2003

		;		 _		-	_		<u> </u>							-					_	_												
	TOTAL	0.00	0.00	0.00	0.00	0.00	0.00	1.00	5.25	7.00	8.50	0.00	00.0	0.00	6.75	0.75	3.50	2.50	0.00	0,00	0.00	0.00	2.25	2.25	0.0	8	0.00	0.00	3.50	3.50	0.00	0.00	46.75	
	Watson Wyatt staff management (incl. work plans, internal mechings, and conference calls)																																	
	Prepare for and participate in conference calls/meetings with other TOP:S Committee mufessionalia																																	
	Develop Waizon Wyatt actuarial analyses																																	
HOURS SPENT ON EACH ACTIVITY	Review and/or develop correspondence to other professionals																						175	9.25					5	89				
HOURS SPENT OF	Participate in conference calls/inectings with Milliman USA																													Ť				
	Review experience studies and other actuarial analyses prepared by Conseco/Milliman																																	
	Review Milliman appraisel and other follow-up correspondence																																	
	Review Court documents, motions, and other filings									3.50	7.00	8.50				6.00	0.75	3.50																
	Process and inventory data received from Kirkland & Ellis and Milliman USA								1.00	1.75						0.75			2.50			•		0.50							1,00			
	ХУQ	•				•	5	0		oc	. 0	2		121	1	1	51	16	11	18	_ 	20	21	22	ສ	24	25	26	27	87	29	R	31	TOTAL

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Mike Zwerling

April 2003

MONTH:

T		Т	٦	T	1	I	-1						-	1	Г	Т	Ţ	Т	1	1	Т	Т	Т	1		-1	Т	-	-	_				8	1	1
	TOTAL	7.75	6.75	7.00	8.25	0.00	0.00	7.50	8.00	7.00	5.75	0.00	0.0	0.0	20	6 75	13 60	DC: CY	C/ -1	0.00	0.00	0.0	0.00	2.00	5.00	10.50	8.00	0.00	0.00	5.25	4.25	2.00	0.00	123.00		
	Watson Wyatt staff management (incl. work plans, internal meetings, and conference calls)															2																		27		
	Prepare for and participate in conforence calls/meetings with other TOPrS Committee professionals																																			
	Develop Watson Wyatt ectuarial analyses	3.75	6.75	7.00	8.25			150	00.6	2.00	25.2						C1.2	13.50	7.75					0.50	5.00	0.50	00.8				36.7	00 0	2.002	100 15	106.43	
HOURS SPENT ON EACH ACTIVITY	Review and/or develop correspondence to other professionals																							9						202	67.6				0.75	
HOURS SPENT OF	Participate in conference calls'incetings with Milliman USA																																			.
	Review experience studies and other actuarial analyses prepared by Conseco/Milliman																																			
	Review Milliman appraisal and other follow-up correspondence																																			j
	Review Court documents, motions, and other filings																																			
	Process and inventory data received from Kithdand & Ellis spd Milliman USA		4.00																							•										
	ДАХ		1	2		+	ŝ	9	- -		•			:	1:	2			9	17	18	19	20	21	22	23	24	25	26	12	28	g	i P		TOTAL	

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Total for AB Watson Wyatt Professionals

April 2003

MONTH

					HOURS SPENT OF	HOURS SPENT ON EACH ACLIVIT		Present for and		
	Process and inventory data received from Kinkland & Etths and Milliman USA	Review Court documents, motions, and other filings and other filings and	Review Millitman appunital and other follow-up correspondence	Review coperience studies and other setuarial analytes prepared by Conseco.Milliman	Participate in conference calla/meetings with Millimman USA anal/or Lazard	Reniew and/or develop correspondence to other professionals	Develop Watson Wyatt actaarial analyaca	rapate to au participate in calls/meetings with other TOP-S contraite ranfessionals	Warson Wyatt staff management (incl. work plant, internal meetings, and conference calls)	TOTAL
			0.00	71 75	0.00	8.50	38.00	0.00	9.50	108.50
1	28.75	0.00	0'm	1 22	0.00	37.1	47.50	0.00	0:00	99,00
2	24.25	0.00	2.50	01.12	800	575	41.00	1.00	1.75	102.00
1	19.25	0.0	C7 71	00.12	000	95 11	43.25	3.50	4.00	98.00
+	10.75	0.00	N'II	00.01	000	90 2	5.75	0.00	0.00	8.75
~	0.00	0.00	0.00	0.00	00.0	000	1.00	0.50	0.00	1.50
6	00'0	0.00	0.00	0.00	00.0	5	14 50	2.25	5.50	100.00
	14.00	0.00	5.00	9.25	00'N	07.0	48.00	3.00	3.50	103.75
	19.50	3.50	2.00	15.75	0.00	20.0	55	10.50	4.00	106.00
, _	14.75	7,00	4.25	2.75	0.00	C7.6	00.26	0.5	3.00	102.50
	18.25	8.50	5.00	7.25	0.00	10.00	00.05 AA 66	0.00	3.25	00.68
	6.75	0.00	3.25	2.00	0.00		00.00	0.00	80	00.0
╡		0.00	0.00	0,00	0.00	000	0.00		000	3.50
4	000	000	0.00	0.00	0.00	0.0	UC.6	0.00		99.99
	100	9 10	800	8.00	0.00	7.50	<u>86.81</u>	00.0	00.0	86.00
		22.0	88	5,00	0.00	2.75	63,00	m '1	26.9	5 75
2	00.0	1.1	000	8	0.00	15.25	60.00	0.00		Se Le
2	450	0.0	200	E V	000	10.75	46.00	8.4		11.40
17	8.50	0.00	0.5		00.0	0'00	4.50	0.00	0.00	0.20
00	0:00	0.00	0°.00	00.5	000	0.0	0.00	0.00	000	9.00
2	0.00	0.0	0.00	0.00	000	500	0.00	0.00	000	0.0
0	0'00	0.00	0.00	0.00	000	2.75	6.50	0.00	7.00	25.75
	1.50	2,50	4,50	0.00	00.0	20 11	52.95	0.00	10.50	74.00
	5.75	2.00	1.75	000	0.00	11.44	31 00	0.00	8.00	81.75
	7.75	0.00	6.50	0.00	N'0	100	14 50	2.00	4.50	69.75
	51.3	0.00	0.00	0.00	0.00	13.00	10 75	4.25	0.00	39.75
	907	800	0.00	5.00	0.0	Q	10.12			9.25
	500	000	0.00	0.00	00.0	4 D	00.0	0.00	000	2.50
	200	0.0	0.00	0.00	0,00	9.8	2.00	0.0	10.35	8175
	20.0	00.0	800	000	0.00	39.25	22,00	00.2		
	C1.1	04.0	000	225	0.00	34.25	22.25	67.9	04.4	05.00
ค ณ	6.75	0.00	35	015 0	0.00	14.25	3.00	000		000
0	3.25	0.00		000	900	0.00	0.00	0.00	0.00	AU.
31	0.00	D0'0	W.U	0,00		301 KA	707.75	47.75	96.75	L,701.25
	21175	11 75	58.50	162.50	00.0	00.207				

. . .

.

.

· · · ·

.

.

Exhibit C

.

.

EXHIBIT C

Watson Wyatt Insurance & Financial Services, Inc. Billing Detail for April 2003

Expenses

_		T	1	Т	T	M	a		1	
Description	Pro-rata share of Monthly External Phone Bill (Verizon)	Overnight stay by Bob Matczak at Sheraton Great Valley	Travel to New York City for meetings with Fox-Pitt and WWIFS star	Parking at Philadelphia's 30th Street (Traun) Statton	Parking in Philadelphia (meeting at Saul Ewing)	TOTAL - Out-of-Pocket Expenses		Charged at \$15 per Professional Hour to cover: computer usage; memai usepnoue, facsimile transmissions; postage; etc. (As defined in Engagement Letter)	TOTAL EXPENSES	
Date	April	4/9/03	4/4/03	4/4/03	3/28/03					
Type	Phone	Hotel	Train	Parking	Parking			Internal Costs		
Amount	64.65	139.32	189.00	25.00	17.50	\$ 435.47		\$ 25,518.75	<u>\$ 25,954.22</u>	

.

.

Exhibit D

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

)

)

)

}

In re:

Conseco, Inc., et al.

Debtors.

Chapter 11 Case No. 02-49672 (Jointly Administered Honorable Carol A. Doyle

AFFIDAVIT

Robert J. Matczak, being duly sworn, deposes and says:

 I am a Senior Actuarial Consultant at Watson Wyatt Insurance & Financial Services, Inc. ("Watson Wyatt"). On February 19, 2003, this Court entered an order approving the Official Committee of Trust Originated Preferred Debt Holders' (the "TOPRS Committee") Application to Employ Watson Wyatt as the Actuarial Consultant to the TOPR's Committee.

2. This affidavit is submitted pursuant to Bankruptcy Code Rule 2016 in connection with Watson Wyatt's monthly fee application (the "Monthly Fee Application") for allowance of interim compensation for services rendered to the TOPRS from April 1, 2003 through April 30, 2003 in the amount of \$688,070.00 and approval of reimbursement of out-of-pocket and internal expenses incurred in connection therewith from April 1, 2003 through April 30, 2003 in the sum of \$25,954.22.

3. All of the services for which compensation is sought by Watson Wyatt were performed for and on behalf of the TOPR's Committee and not on behalf of any other person and/or entity 4. No agreement or understanding exists between Watson Wyatt and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

5. I have read Watson Wyatt's Monthly Fee Application.

6. To the best of my knowledge, information and belief, formed after reasonable inquiry, the Monthly Fee Application complies substantially with the mandatory guidelines set forth in the Amended Administrative Order Establishing Procedure For Interim Compensation and Reimbursement Of Expenses For Professionals dated January 2, 2003 (the "Procedures").

7. To the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought in the Monthly Fee Application fall within the guidelines of the Procedures.

8. To the best of my knowledge, information and belief, formed after reasonable inquiry, the fees and disbursements sought are billed in accordance with the practices customarily employed by Watson Wyatt and generally accepted by Watson Wyatt's clients.

2

9. To the best of my knowledge, information and belief, formed after reasonable inquiry, Watson Wyatt does not make a profit on any expenses charged to the TOPRS' Committee or the Debtors' estates; in seeking reimbursement of any expenses, Watson Wyatt does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment or capital outlay; in seeking reimbursement of any expenses incurred by Watson Wyatt's use of a third party vendor, Watson Wyatt seeks reimbursement only of the amount paid by Watson Wyatt to such vendor.

Robert J. Matczak, Senior Actuarial Consultant

Sworn to before me this 20th day of May, 2003.

Notary Public Commonwealth of Pennsylvania

Notarial Secti Pamola S. Webbr, Notary Public Trebythin Twp., Chester County My Commission Expires July 29, 2006

Member Partico Armia Sesaciation Of Notaries



FOURTH MONTHLY FEE APPLICATION OF WATSON WYATT INSURANCE & FINANCIAL SERVICES, INC. FOR THE PERIOD OF MAY 1, 2003 TO MAY 31, 2003

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

)

)

IN RE:

Conseco, Inc., et al.,

Chapter 11

Debtors,

)

Case No. 02-49672) (Jointly Administered)) Honorable Carol A. Doyle

lebtors,)

SUMMARY COVER SHEET FOR FOURTH MONTHLY FEE AND EXPENSE STATEMENT OF WATSON WYATT INSURANCE & FINANCIAL SERVICES, INC. AS ACTUARIAL EXPERT TO THE OFFICIAL COMMITTEE OF TRUST ORIGINATED PREFERRED DEBT HOLDERS FOR <u>MAY 1, 2003 THROUGH MAY 31, 2003</u>

Name of Applicant:	Watson Wyatt Insurance & Financial Services, Inc.
Applicant Position or Capacity:	Actuarial Expert to The Official Committee of Conseco Trust Originated Preferred Debt Holders
Date of Retention:	Order entered February 19, 2003
Period for which Compensation and Reimbursement is Sought:	May 1, 2003 through May 31, 2003
Amount of Requested Fees:	\$331,091.25
Amount of Requested Expenses:	\$ 59,797.69
This is an interim application.	

The aggregate amount of fees and expenses paid to the applicant to date is ______.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

)

IN RE:

Conseco, Inc., et al.

Chapter 11

Case No. 02-49672 (Jointly Administered) Honorable Carol A. Doyle

Debtors.

FOURTH MONTHLY FEE AND EXPENSE STATEMENT OF WATSON WYATT INSURANCE & FINANCIAL SERVICES, INC. AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF TRUST ORIGINATED PREFERRED DEBT HOLDERS FOR <u>MAY 1, 2003 THROUGH MAY 31, 2003</u>

Pursuant to sections 330 and 331 of the title 11 of the United States Code, 11 U.S.C. §101 – 1303 (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Court's December 17, 2002 Administrative Order under 11 U.S.C. sections 105(a) and 331 [Docket No. 104], and the Court's January 2, 2003 Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 268], (collectively the "Administrative Orders"), Watson Wyatt Insurance & Financial Services, Inc. ("Watson Wyatt") respectfully submits this statement seeking approval of Watson Wyatt's monthly fees and reimbursement of expenses incurred by Watson Wyatt for the period of May 1, 2003 through May 31, 2003, for professional services rendered as Actuarial Expert to the Official Committee of Conseco Trust Originated Preferred Debt Holders (the "TOPR's Committee").

BACKGROUND

1. On December 17, 2002 (the "Petition Date"), the Debtors commenced these bankruptcy cases by filing their voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107 and 1108, the Debtors continue to operate their businesses and manage their properties as debtors-in-possession.

2. On January 3, 2003, the Office of the United States Trustee for the Northern District of Illinois appointed the TOPR's Committee. The members of the TOPR's Committee are: United Capital Markets, Oppenheimer Capital, and Paul Floto. The TOPR's Committee represents the interests of creditors whose claims in the aggregate amount to approximately \$2.1 billion.

3. Following its appointment, the TOPR's Committee selected Watson Wyatt to serve as its Actuarial Expert in these cases.

4. On February 19, 2003, the Court entered an order, authorizing the TOPR's Committee to employ of Watson Wyatt as its Actuarial Expert pursuant to sections 328(a) and 1103 of the Bankruptcy Code. (Exhibit A; Docket No. 1366).

MONTHLY FEE

5. Pursuant to the terms of Watson Wyatt's engagement, and as compensation for its services provided to the TOPR's Committee for the period May 1, 2003 through May 31, 2003, Watson Wyatt requests the interim allowance of fees in the amount of \$331,091.25. This allowance represents the hourly fee charged by Watson Wyatt for the services performed on behalf of the TOPR's Committee as authorized by the Court's February 19, 2003 Retention Order. Watson Wyatt's monthly invoice for the

2

period May 1, 2003 through May 31, 2003 is attached hereto as Exhibit B, and is incorporated by reference herein.

ACTUAL AND NECESSARY EXPENSES

6. Watson Wyatt also requests the allowance of \$59,797.69 as reimbursement for the actual and necessary expenses incurred by Watson Wyatt from May 1, 2003 through May 31, 2003 while representing the TOPR's Committee. Attached hereto as **Exhibit C** is the supporting detail of the expenses incurred by Watson Wyatt over the fee period.

SERVICES PROVIDED

7. Watson Wyatt provided the following services to the Committee during the period May 1, 2003 through May 31, 2003, including but not limited to:

- a. Review of actuarial appraisals of the life insurance companies directly or indirectly owned by Conseco, as developed by Milliman USA ("Milliman") and/or the Debtors.
- b. Develop actuarial analyses and advise the Committee and its professionals on actuarial issues.
- c. Provide expert services on actuarial matters regarding the review of the actuarial appraisals and other actuarial analyses prepared by or for the Debtors.
- d. Review court documents, motions and filings for actuarial and valuation information.

8. All of the services for which compensation is requested by Watson Wyatt were performed for or on behalf of the TOPR's Committee.

9. The affidavit of Robert J. Matczak, F.S.A., a Senior Actuarial Consultant at Watson Wyatt, in support of this Monthly Fee Application is attached hereto as Exhibit D.

3

WHEREFORE, Watson Wyatt respectfully requests that the Court enter an order approving Watson Wyatt's Monthly Fee Statement for the period of May 1, 2003 through May 31, 2003 in the amount of \$331,091.25, and reimbursement of expenses incurred in the amount of \$59,797.69, and granting such other relief as is just and proper.

Dated: June 9, 2003

Respectfully submitted,

WATSON WYATT INSURANCE & FINANCIAL SERVICES, INC.

+ 1. Matar By: Senior Actuarial Consultant

Watson Wyatt Insurance and Financial Services, Inc. 1055 Westlakes Drive, 3rd Floor Berwyn, PA 19312 Phone: 610-727-3725 Facsimile: 610-727-4283 Exhibit A

.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF ILLINOIS EASTERN DIVISION

)

)

)

IN RE:

Conseco, Inc., et al.,

Chapter 11

Case No. 02-49672 (Jointly Administered) Honorable Carol A. Doyle

Debtors.

ORDER PURSUANT TO SECTIONS 328(a) AND 1103 OF THE BANKRUPTCY CODE APPROVING THE OFFICIAL COMMITTEE OF CONSECO TRUST ORIGINATED PREFERRED DEBT HOLDERS' APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT OF WATSON WYATT INSURANCE & FINANCIAL SERVICES, INC. AS ACTUARIAL CONSULTANT <u>PURSUANT TO SECTIONS 328(a) AND 1103 OF THE BANKRUPTCY CODE</u>

This matter is before the Court upon consideration of the Official Committee of Conseco Originated Trust Preferred Debt Holders' Application for Order Authorizing the Employment of Watson Wyatt Insurance & Financial Services, Inc. as Actuarial Consultant pursuant to Sections 328(a) and 1103 of the United States Bankruptcy Code (the "Application") in the abovecaptioned chapter 11 cases, pursuant to Sections 328(a) and 1103 of Title 11, United States Code, 11 U.S.C. §§ 101 *et seq.*, as amended (the "Bankruptcy Code") and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and request to shorten notice. The Official Committee of Conseco Trust Originated Preferred Debt Holders (the "TOPR's Committee") requests authority to retain and employ Watson Wyatt Insurance & Financial Services, Inc. ("Watson Wyatt") pursuant to the terms of that certain letter dated February 12, 2003, which is attached hereto as Exhibit "1" (the "Revised Engagement Letter"); and upon the affidavit of Kenneth M. Beck which is annexed as Exhibit "B" to the Application. The Court is satisfied that the employment of Watson Wyatt is necessary and that Watson Wyatt does not and hereafter will not represent in connection with these cases, any entity having an interest adverse to the unsecured creditors; that Watson Wyatt is "disinterested" as defined by section 101(14) of the Bankruptcy Code; that the terms and conditions of Watson Wyatt employment are reasonable and appropriate; and good cause appearing for the relief requested therein; it is

ORDERED that the notice given of the Application is hereby deemed to be appropriate; and it is further

ORDERED that pursuant to sections 328(a) and 1103 of the Bankruptcy Code and Bankruptcy Rule 2014, the TOPR's Committee is authorized to employ Watson Wyatt as its actuarial consultant on the terms and conditions set forth in the Revised Engagement Letter and the Application (as modified by the Revised Engagement Letter); and it is further

ORDERED that Watson Wyatt shall file interim and final fee applications pursuant to the applicable provisions of the Bankruptcy Code, Bankruptcy Rules and the Local Rules and Orders of this Court.

CAROL A. DOYLE	_
UNITED STATES BA	WKRAEJE FIRDCE

FEB 1 0 2003

EUGENE R. WEDOFF BANKRUPTCY JUDGE

Dated: February 19, 2003





EXHIBIT 1 [Revised Engagement Letter]





WATSON WYATT INSURANCE & FINANCIAL SERVICES, INC. 1055 Westlakes Drive 3rd Floor Berwyn, PA 19312

 Phone
 (610) 727-3725

 Fax
 (610) 727-4283

 Email
 Kenneth.Beck@ifs.watsonwyatt.com

February 12, 2003

The Official Committee of Holders of Trust Originated Preferred Debt of Conseco, Inc. c/o Saul Ewing LLP Attn: Donald J. Detweiler, Esquire 222 Delaware Ave. P.O. Box 1266 Wilmington, Delaware 19899-1266

Dear Mr. Detweiler:

This Letter Agreement confirms that Watson Wyatt Insurance & Financial Services, Inc. ("WWIFS") has agreed to be engaged by the Official Committee of Holders of Trust Originated Preferred Debt (the "Committee") of Conseco, Inc. ("Conseco") and its affiliated debtors to provide actuarial consulting services ("Services") on the terms and conditions set forth below.

In this engagement, the Actuarial Consulting Practice of WWIFS will act as the actuarial advisor to the Committee in connection with Conseco's Chapter 11 case.

SCOPE OF SERVICES

Although the Services are subject to change, as mutually agreed upon, the Services shall include but not be limited to:

- Review of actuarial appraisals of the life insurance companies directly or indirectly owned by Conseco, as developed by Milliman USA ("Milliman") or any other actuarial consultants
- Complete other actuarial analyses and advise the Committee or its professionals on actuarial issues, as defined and determined by the Committee or its professionals
- Provide expert testimony on actuarial matters regarding our review of the aforementioned actuarial appraisals and other actuarial analyses
- Develop actuarial reports as required by the Committee or its professionals

The Actuarial Consulting Practice of WWIFS is positioned to immediately support the Committee and its professionals on this important engagement. From a project management perspective, we will address this engagement in two phases: Phase I will go through the end of February 2003, focusing on the review of the actuarial appraisals of the life insurance companies directly or indirectly owned by Conseco. Phase II will involve consulting services provided after February 2003, the nature and scope of which will depend upon the results of our review in Phase I. It is our expectation that four to six

Letter Agreement



consulting actuaries will be assigned to this engagement on a full-time basis during the month of February, and that additional professional staff will be assigned to support this engagement as determined by the scope of our Services defined by the Committee requires.

DATA/INFORMATION REQUIREMENTS

WWIFS's performance of Services is dependent upon the information provided by Conseco, Conseco's actuarial consultants and other professionals, and the Committee and its professionals. Any reports or conclusions reached by us will be based on the information provided to WWIFS.

We thought it would be helpful to give an initial indication of the data/information which we will need at the outset of this engagement, where our first objective will be to review the actuarial appraisals of the life insurance companies directly or indirectly owned by Conseco. The preliminary data/information which we will need includes, but is not limited to, the following items:

- · Copies of the formal actuarial appraisal reports developed by Milliman
- Experience studies (of mortality, lapses/surrenders/withdrawals, premium persistency, morbidity, investment return, expenses, etc.) which support the actuarial assumptions utilized by Milliman in developing its actuarial appraisals
- Hard and electronic copies of all projections of statutory earnings developed by Milliman in conjunction with the preparation of their actuarial appraisals
- Projected expense budgets developed by the life insurance company management teams
- Year-end statutory financial statements for all of the life insurance companies for the 2000, 2001, and 2002 calendar years, and statutory financial statements for each of the interim calendar quarters in 2002
- Access to actuarial/financial items related to the life insurance companies as may be made available through (real or virtual) data rooms developed by Conseco
- Additional data/information to be defined as our review progresses

FEES AND EXPENSES

WWIFS's services will be performed on a time and materials basis, based on standard hourly rates which may change from time-to-time. The hourly rates vary with the credentials and experience of the individuals involved. In addition to services, WWIFS charges for actual expenses. Expenses include: (1) actual out-of-pocket costs for such items as travel, lodging, meals, material reproduction, external telephone, etc.; and (2)

Letter Agreement



internal costs that will be charged on a flat rate basis (per hour of professional consulting time) such as computer usage, internal telephone, facsimile transmissions, postage, etc.

The standard hourly rates currently charged by WWIFS by professional classification are as follows:

<u>Classification</u>	Range of Hourly Rates
Partner	\$635
Senior Manager/Manager	\$400 - 510
Senior Associate	\$300 - 325
Associate	\$175 – 225
Admin./Secretarial	\$57

The total amount of fees and expenses to be incurred on this engagement will depend upon the nature and scope of Services provided by WWIFS in order to address the various actuarial issues defined by the Committee or its professionals.

Fees and expenses will be invoiced monthly by WWIFS to the Committee through its Committee Counsel, Saul Ewing LLP ("Saul Ewing"). Saul Ewing will file Monthly and Quarterly Fee Applications on our behalf in order to gain payment by Conseco of our invoices, following the procedures and meeting the deadlines defined in the Amended Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the "Administrative Order") granted by the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Court").

The Administrative Order (including Exhibit A) is attached to and is hereby incorporated into this Letter Agreement.

CONFLICT OF INTEREST

We have undertaken a reasonable review of our records to determine WWIFS's professional relationships with Conseco and its subsidiaries/affiliates. We are not aware of any conflicts of interest or relationships that would preclude us from performing the above work for the Committee.





WWIFS acknowledges that, in the course of performing its services, the Committee and/or Saul Ewing will disclose information that is confidential and/or proprietary ("Information"). WWIFS agrees to hold all such Information in strict confidence, to use such Information only for the purpose of its services in this engagement and not to disclose any such Information to any third party except for such Information which: (a) was previously known or becomes known to WWIFS free of any obligations of confidentiality; (b) is or becomes available to the public other than by WWIFS's unauthorized disclosure; (c) is independently developed by WWIFS; and/or (d) is required to be disclosed pursuant to subpoena, administrative or legal demand, legal requirement, or order of a court or government agency.

WWIFS's tools, methodologies, documentation, and know-how (including all modifications and enhancements thereto) are the confidential and proprietary information of WWIFS. No ownership or license rights in any WWIFS confidential or proprietary information is provided to Saul Ewing as a result of this engagement.

NO WARRANTIES

WWIFS does not make any warranties or guarantees of any nature with respect to the success or satisfactory conclusion of any subsequent transaction or as to the economic, financial, or other results which may be obtained or experienced by the Committee as a result of this engagement or any subsequent transaction. Notwithstanding anything to the contrary contained in this agreement, WWIFS makes no warranties, express or implied, or otherwise, including without limitation implied warranties of merchantability and fitness for a particular purpose.

WORKING FOR OTHER CLIENTS

WWIFS will not be prevented or restricted by this engagement from providing services to other clients. WWIFS will take steps to limit access to confidential information communicated to us during the course of this engagement, which information will not be disclosed or made available to partners, principals, and staff who do not have a need to know such information.

The value of our Services to the Committee is founded, in part, on our reputation for professionalism and integrity. WWIFS has been engaged from time to time by a significant number of law firms, both locally and nationally. It is possible that the opposing parties or their law firms have engaged WWIFS in other situations unrelated to this litigation.





LIMITATION OF LIABILITY

In no event shall WWIFS, other WWIFS affiliates and our officers, directors, employees, agents and subcontractors be liable to the Committee, Saul Ewing, other professional advisors to the Committee, Conseco, its affiliated debtors, professional advisors to Conseco, or any other third party, whether a claim be in tort, contract or otherwise: (a) for any amount in excess of the total professional fees paid to WWIFS under this engagement letter; or (b) for any consequential, indirect, special, punitive, lost profits or similar damages relating to WWIFS's services provided under this engagement letter, except to the extent finally determined to have resulted from the willfully tortious misconduct or fraudulent behavior of WWIFS relating to such services.

The laws of the state of Massachusetts shall govern this contract notwithstanding its choice of law rules. The federal or state courts of the state of Massachusetts shall have exclusive jurisdiction of any claims arising out of this engagement.

OTHER MATTERS

Our work will not constitute an audit conducted in accordance with generally accepted auditing standards, an examination of internal controls, or other attestation or review services in accordance with standards established by the AICPA. Accordingly, we will not express an opinion or any other form of assurance on the financial statements of Conseco and/or its affiliated companies, or any financial or other information, or operating and internal controls of Conseco and its affiliated companies.

With respect to prospective financial information, our work will not constitute an examination, compilation or agreed-upon procedures in accordance with standards established by the AICPA, and we will express no assurance of any kind on such information. There will usually be differences between estimated and actual results, because events and circumstances frequently do not occur as expected, and those differences may be material. We will take no responsibility for the achievability of the expected results anticipated by the management of Conseco or any of its affiliated companies.

This Letter Agreement may be terminated by either the Committee or WWIFS by providing thirty (30) business days written notice to the other party. Upon termination of this Letter Agreement, the Committee will ensure that Conseco pays WWIFS for all Services provided and expenses reasonably incurred through the termination date, in accordance with the applicable provisions of the Bankruptcy Court, Bankruptcy Rules, and Orders of the Bankruptcy Court.

WWIFS will maintain its professional work record of this engagement for two (2) years from completion, unless otherwise instructed by the Committee.





Notice given pursuant to any of the provisions of this Letter Agreement shall be in writing and shall be mailed or hand delivered: (a) if to the Committee, in the care of Saul Ewing LLP at its offices at 222 Delaware Avenue, P.O. Box 1266, Wilmington, Delaware 19899-1266, Attention: Donald J. Detweiler, Esquire; and (b) if to WWIFS, at its offices at 1055 Westlakes Drive, 3rd Floor, Berwyn, PA 19312, Attention: Kenneth M. Beck.

We are pleased to accept this engagement and look forward to working with the Committee. Please confirm that the foregoing is in accordance with your understanding by signing and returning to us the enclosed duplicate of this Agreement.

Sincerely, WATSON WYATT INSURANCE & FINANCIAL SERVICES, INC.

N. But

*

Kenneth M. Beck, F.S.A. Executive Vice President

*





The Official Committee of Holders of Trust Originated Preferred Debt of Conseco, Inc.

Ъy: 2 ma i. le y Title;

Date:

* Subject to Bankruptcy Court approval

Exhibit B



Invoice Number : 487016 Date June 9, 2003 Account Number : 00018179-01



Invoice Please make check payable to: Watson Wyatt Insurance & Financial Services, Inc. 26th Floor 225 Franklin Street Boston, MA 02110-2804

TOTAL

390,888,94

\$

Donald J. Detweiler, Esquire The Official Committee of Holders of Trust Originated Preferred Debt of Conseco, Inc. c/o Saul Ewing LLP 222 Delaware Avenue, Suite 1200 Wilmington, DE 19801

Re: CONSECO

Detach this part and return it with your payment in the enclosed envelope. Please include invoice number on check.



Donald J. Detweiler, Esquire The Official Committee of Holders of Trust Originated Preferred Debt of Conseco, Inc. c/o Saul Ewing LLP 222 Delaware Avenue, Suite 1200 Wilmington, DE 19801

Re: CONSECO

For Actuarial consulting services provided in May 2003 to the Official Committee of Holders of Trust Originated Preferred Debt (the "Committee") of Conseco, Inc. and its affiliated debtors:

	Fees	\$ 331,091.25
	Expenses	<u>\$ 59,797.69</u>
	Total Invoice	\$ 390,888.94
Remittance Advice Please make your check payable to Watson Wyatt Insurance & Financial and return with this advice to 225 Franklin Street, 26 th Floor, Boston, M	Services, Inc. A 02110 USA	From : Saul Ewing Invoice Number : 487016 Amount Due : \$390,888.94

Wire Details: Watson Wyatt Insurance & Financial Services, Inc., Fleet Boston Financial, 100 Federal Street, Boston, MA 02110; ABA #011000138; SWIFT CODE FNBBUS33

Payment due upon receipt. Interest @ 2% per month after 30 days. Federal Tax Identification #04-3585292

Invoice

Watson Wyatt Insurance & Financial Services, Inc. Suite 300 1055 Westlakes Drive Berwyn, PA 19312-3410 Telephone 610 727 4163



Watson Wyatt Insurance & Financial Services, Inc. Billing Detail for May 2003

		Hourly	Fees
Name	Hours	Rate	at 100%
Ken Beck	105.00	635	66,675.00
Steve Bochanski	11.00	200	2,200.00
Tom Brown	8.25	200	1,650.00
Craig Buck	91.50	510	46,665.00
Bob DiRico	39.00	325	12,675.00
Sue Elliott	7.75	510	3,952.50
Todd Erkis	45.00	510	22,950.00
Nathan Greenlee	9.50	510	4,845.00
Jay Jackomin	2.50	250	625.00
Michael Lundquist	3.75	250	937.50
Tony Macellaro	38.25	200	7,650.00
Bob Matczak	149.00	510	75,990.00
Sue McConnel	55.75	510	28,432.50
Lisa Munroe	32.75	400	13,100.00
Laura Thomas	3.50	400	1,400.00
Debbie Wood	48.50	400	19,400.00
Lisa Zalota	7.75	250	1,937.50
Mike Zwerling	55.00	300	16,500.00
Admin./Secretarial	46.75	75	3,506.25
Fee Total	760.50		\$ 331,091.25
Expenses (see Exhibit Out-of-Pocket Internal Costs (@ \$1 Total Expenses	-	1	\$ 49,091.44 <u>10,706.25</u> \$ 59,797.69
Invoice Total	, , , , , , , , , , , , , , , , , , ,		<u>\$_390,888.94</u>

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Ken Beek

May 2003

HUNDH

1	T	-		 	_	-								T		,	÷,						-	-	_	-				,			1	_
	TOTAL	M '*	4.00	0.00	3.00	8,00	4.00	10.00	6.00	6.00	3.00	000	9:00	8.00	4,00	3.00	7,00	000	\$.00	8.00	500	0.00	R	9:5	8	800	0.0	2.50	1.00	00-1	150	0.00	105,00	
	Preparation for and participation in depositions, insuring, and other court- related activities			ĺ		4,00	4.00	325	5.00	6.00	3.06		4.75	4.50 1	87	3.00	7.00		5.00	8.00				0.50				2.1	050	8	8		65.75	
	data and guerts	001	3.5					3.00																							ł		6.50	
	Watson Wynit thaff managensant (nol. work place, infamial work place, infamial meeting, and conference calls)					2.25	à						22.0))))							81			0.50			ĺ	¥.					5.75	
	Properts for and participate in conference calladmeetings with other TOP r5 Committee professionals																	Ì					2							N N		050	00'1	
EACH AUTIVIT	Develop Walson Wyatt schartal malyaes								N.D	8.				C.M										ş	2017								3.25	ļ
HOURS SPENT ON EACH ACTIVITY	Review and/or develop correspondence to other professionals		88	1.50					325																								¥4 (2
	Participate in confinence calibrate true Mittimae (KA Mittimae (KA																																000	1111
	Review experimnce studies and other actuarial analyses prepared by Ornsecoth Minusu																																	0070
	Review Millinun apprais and other follow-up correspondence														3.50																			57
	Review Court documents, motions, and other filings and other documents					6	176	A						2.75								1.00		1.56	95'						t			51
	Process and investory data received from Millinger USA																																	000
ſ	ΔAY		I				-		.,	- -		2	2			1:	<u>.</u>					12	1	5					8	Fa	2	<u>م</u>	R 5	TOTAL

• -

Page 2 of 20

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Steve Bochenski

May 2003

HINOM

			_	,		_					_			_															-							_
	TOTAL	80'0	0.00	0,00	00'0	0.00	0.00	00'0	0.00	0.0	0.0	0.0	100		000	00'0	0.0	0'0	0.0	0.00	0.00	0.00	0.00	0.00	0.0	0070	000	0.00	0.75	2.50	2.00	<u>5 TC</u>	200	U.W	8.11	
	Preparation for and participation in depositions hearing, related activities																i																		0.0	
	Respond to data, information, and document requests																																		0.00	
	Watson Wyatt staff management (mul. work plans, internal meetings, and confirence calls)																																		000	
	Pressure for said performate in conformate in conformate with called modelings with contentings with committee committee																																		0.00	
HOURS SPBNT ON BACH ACTIVITY	Develop Wattoon Wyatt actuarial actuatives																													0.75	2.50	2.00	575		11.00	
HOURS SPANT OF	Review and/or develop correspondence to other professionals																																		0.0	
	Participate in conference callermeetings with Millimen USA																																		80	
	Raview at perfector studies and other actuarial analyses prepared by ConsecoMillimua																																		ş	
	Review Milmen appraisal and other follow-up correspondence																																			0.00
	Roview Court documents, motions, and other fillings																																			8.0
	Process and inventory data received from Kirkind, & Elis and																																			0.00
ſ	λγα		ŀ		4		, v		÷ .	 - -	~	2	0]	11	11	r i			2	2 12		2		3 =	15	4	3				F	58	7	8	1	TOTAL

•

.

Watson Wyatt Insurance & Financial Services Inc.

.

Billing Detail

NAME: TOM Brown

May 2003

MONTH:

Т		-		Į		Π	٦							1	Т	7	1	Т	1	1	1	T	Т	T	T	T	T	T	T	ī	Ţ			٦
	TOTAL	957	3.50	0.00	80	0.0	0.00	0.00	000	0.00	000	000	0.00	2.25	8.0	80	80	99	890	0.00	0.00	9.0	8		Bio		80	000	99	00,0	0.00	0.00	8.15	
	Preparation for and participation in deposition, herring, and other court- related activities																																000	
	Respond to data, information, and domment requests	2.50	3.50											2.25																			2	
	Watton Wynit staff monspromt (incl work place, internal mocing, and conference calle)																																000	
	Prepare for and participate in conference conference with other TOPAS Contamittee professionals																																0.0	
EACH ACTIVITY	Develop Wattoon Wysei actuariel analyses										ŀ																						900	
HOURS SPENT ON EACH ACTIVITY	Review and/or develop correspondence to other professionals																																	
	Participate in conference calls/meetings with Mittimen USA				Ì																													8.9
	Review experience rudies and other acturitie analyses prepared by ConsecoMillingan																																	8
	Review Millimaan apprateal and other follow-up correspondence																																	0.0
	Review Court documtation, motions, and other fillings	-																																0.00
	Process and interactory data received from Kithand & Fike and Millimmer USA																																	0.0
	A A A A A A A A A A A A A A A A A A A			•						+- - *		2	2			4	5	5	Ŀ		: ≙:	12	5	ន	12	13	2	12	5	ř	, e	4 1 5		TOTAL

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

.

NAME: Craig Buck

MONTE: May 2003

											i	
DAY	Process and investory data received from Kritteren & Elfe and	Review Court Review Court documents, motions, and other filting and other documents	Review Milliman Review Milliman and other follow-up correspondence	Review experience thaties and other actuatial melyees prepared by Consocorth Matura	Participate in conference califarmeetings with Millimae UKA anafor Lazard	Review and/or Review and/or correspondence to other professions	Develop Weiston Wystit actuerted unadyses	Prepare for and participate in conference calls/meetings with. other TOPIS Committee mediationals	Westeen Wyrat staff managemeent (necl work phans, internal meetings, and conference calls)	Respond to data, information, and document requests	Preparation for such participation to depositions, hearing, and other court- related activities	TOTAL
												1.00
Î							1.00					80' 1
Ĵ,							ŝ					8,0
												0.0
-											190	10 40
+						500	5,00					20107
5		2.30					3.40		2.25		C1.13	00'0
\$							1				3.25	056
												0,00
											8.8	99.5
												000
2												5
5						1.2	0.75					
11									0.75	3.80	4.75	10.00
2		1.75								2.75	4.00	8.0
		57.1									86	4,50
			ļ				8'J				00 #	05.6
							650				100	808
5							4.00	2.00				100
16												000
£.							800					M17
90							5					\$ ri
0												0.0
ļ												0'0
												8
							3.00					
5												
5												0100
												0.00
												000
												5
2				Ì			57 1		អ្			104
												MM
												8.0
												0.0
												0.0
												14
ļ						81	43.75	700	4.25	4,75	17	<u>2</u>
NT.	0070	05.5	000			r. F						

_
EXHUBIT B

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

MONTH:

NAME: Robert DIRiso

TOTAL May 2003 Preparation for and participation in depositions, hearing, and other court-related autivities Respond to theta, Information, and document requests 8 28 Weatone Wypatt staff management (incl. work plaus, internel meetings, and conference calls) Prepare for and participate in confirmence califorence califorence cher TOTAS Committee professional Develop Watson Wyott actuarial analyses HOURS SPENT ON EACH ACTIVITY 0.50 1.00 1.50 8 1.00 2.2 2.00 88 8 57 8 Review and/or develop correspondence to other professionals Participato in conference calistractings with Millines USA Review experience studies and other actuarial analyses prepared by Connecoth Minnen Review Milliman appraised and other follow-up correspondence Review Court documents, motions, and other fillings Process and inventory data received from Kirkdaod & Bife and Milliman USA 225558888888888 **≈**สุลุล≂ λV ð

90 2 = = **= ±**

φ

r--

May 2003

8

ą

8

8

35.75

8

8

80

80

8

8

TOTAL

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Sue Elliott

May 2003

HELNOW

T					-			1										ļ		Ţ	Ţ	Ţ		Ţ	ĺ	-]
	TOTAL	0.00	05.0	3,00	0.0	520	8 0	0.00	57.1	00'0	000	00.0	00'0	0:0	0.0	8 8	80	83	000	0.0	0.00	9.0	80	8	8	8	8.0	0'0	00'0	000	0.00	0.00	7.75	
	Preparation for and participation in depositions, hearing, and other coart- related activities																																800	
	Respond to data, information, and document requests			58		570																											1.25	
	Watson Wyatt shift murupgement (no.) work plane, internal meetings, and conference calls)		15-0						121																								225	
	Prepare for and participate in conference callermeetings with other TOPrS Committee recoffeetings																																0.0 0.0	-
HOURS SPENT ON EACH ACTIVITY	D evelop Watton Wyait actuarial analyses											T																					00'0	
HOURS SPENT OF	Review and/or develop correspondence to other professionsls																Ì																0.0	
	Participete in configuete in configuete advor Lazard and/or Lazard																																0.00	
	Review apperience studies and other scheetel analyses prepared by ConsecoMilliman																			·				Ì										1 1111
	Review Milliman approximi and other follow-up correspondence																																4000	000
	Review Court documents, motions, and other filings and other documents				81		2.25									i																		j
	Process and inventory data received from Kirktana USA																										İ							0.0
	λΥ		-			, +	47		, ,-			, c	2 =	1		4	5	2	17	00	2	Ŕ	F	R	ព	2			\$ F	4	17	↓ ₽		14 U

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Todd Erits

Dfay 2003

MONTH

)					r -		1	-	T	τ-		.	1	_	.	-)				
	TOTAL	2.00	2.50	0:00	0.0	3.50	4.50	5.00	0.0	2.50	0.0	0.00	65.5	05.1	6.0	7	200	3	0000	80		8.5	200	21-20		2010	1).UC	0.0	2.25	00'0	000	0.0	0.0	45.00	
	Preparation for and participation in depositions, hearing, and other court- reduced activities																																	0.00	,
	Respond to data, information, and document requests	8.1					3.50	200																										9 19	
	Westen Wyatt staff management (hol. werk plans, internal meetings, and conference calls)																																	80	2
	Prepare for and participate in conference calledranetings with other TOP7S Committee Forderaionals																									-									0,00
BACH ACTIVITY	Develop Wataca Wyati actaarial analyses	00.1	2.50			500	1.00	×.	2010					1.00			9	0.25						0,75	8		-		2.25				† 		4
HOURS SPENT ON BACH ACTIVITY	Review and/or doweiny correspondence to other professionals																		-																8
	Participate in conference calb/meetings with Millinnee USA																																		2.0
	Review experience studies and other studies and other prepared by Conseco Mainten																																		0.0
	Review Milliona appraise and other follow-up correspondence					1 60	PC-1														0.50														100
i	Review Court documents, motions, and other filings																																		000
	Process and investory data received from Kirkland & Ellis and Millineer USA													4.50	3.75	3.00																			21.15
	DAY		-	-1	~	+	~	~	~	**	9	10	Ξ	13	13	Z	5	2		-		18		8	E.		5	3	Ŕ	គ	ង	ន	8	31	TOTAL

.

,

EXBIBIT B

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Nathin Greeke

May 2003

MONTH:

		ļ			ļ	T	Ţ	Ţ	T							1		ļ															1	T	-
	TOTAL	N.C	80	00'0	990		200	8	8	90°E	8.8	0.0	0.0	1.50	0000	0.00	0.00	000	9 ⁰	0.00	0'0	0.00	0'0	0.0	8.0	0.0	80	000	000				900 0	0.00	926
	Preparation for and participation in deposition, bearing and other court- related activities																																	j	0.00
		05.1								1.25				0.25																					9.00
	Weston Wysti staff masgement (sel. work plan, stemal moetings, and conference calle)																																		00.0
	Propers for each participate in conference callermeetings with container TOPFS Committee professionale																																		0.00
HOURS SPENT ON BACH ACTIVITY	Develop Watton Wyatt actuariel analyses		210								67-1	007.			20																				4.50
HOURS SPENT OF	Review multion develop correspondence to other professionals		0.75								0.50				0.75																				2.00
	Participata in conference callenneeting with Millionan USA																																		0,0
	Review experience studies and other actearial analyses prepared by ConsecoMillimae																																		0.00
	Review Millimann appresiael and other follow-op correspondence																																		000
	Review Court docements, motion, and other filings	_																																	0.00
	Process and investory data received from Krithand & Bills and Mälliman USA																																		50
	λγd			-	м	m	+		, .	, ,	- [,	-	2	2	-	2	<u>_</u>	± ;	<u>-</u>	<u>ء</u>			<u>⊳</u> ;	2	R	51	n	Ä	ส	ន	F.	7	s P		31 11 11

٩

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Jay Jackenia

May 2003

HINOM

		_						-								•••		-				1			1	-1	Ч Т	-		, 		-	-
	TOTAL	0.0	0,0	80.0	00'0	0.00	0.00	0.00	0.00	000	000	0.0	0'0	0.0	1.50	00.0	0.00	0.0	000	0.00	000	0.00	0.00	8.0	800	0.0	0.00	0.00	0.00	0.00	0.00	0.00	2.50
	Preparation for and participation in deposition, during a and other court- related activities																																0.00
	Respond to data, information, and document requests																																0.00
	Wattom Wyatt staff management (nucl work plans, internal meetings, and conference calls)																																0.00
	Programe for and perticipate in conformate callarimetiage with other TOPPS Committee conformutia																																0'0
HOURS SPENT ON EACH ACTIVITY	Develop Weiton Wyait sotuariel susiyres															1																	2.50
HOURS SPENT OF	Review and/or develop correspondence to other professionals																																0.00
	Participete in conference callebrance Militarum USA																																00'0
	Review experience studies and other actuariel studysed prepared by ConsecoMilliman																																000
	Review Mannan appraisal and other follors-up correspondence																																0,00
	Review Cotart documenta, motions, and other filings																																80
	Process and investory data received from Kithum USA																																æ
	DAY.		ļ	- ,		- -		, k	, - 	-	•	N S	3	-	1		*		2				3	1	15	12	5		នុទ្		\$		

<u>Watson Wyatt Insurance & Financial Services Inc</u>

Biling Detail

NAME: Michael Londquirt

May 2003

HINOM

· 1)	1]	1	, ,			-	ţ-	F	1	1		1	Ţ	Т	T	T	1	-1	1		.1	(/		۳	r		
	TOTAL	1.50	ភ្	0.0	00.0	000	000	0.0	0.00	8.0	0.0	80	08.0	0.0	00:0	000	VU V	80		000	0.0	0.0	00	0.0	0.00	0.00	0.0	80	8.0	80	80	80	80	31- 5	010	
	Preparation for and participation in depositions, bearing, and other court- related activities																																		000	
	Respond to data, information, and document requests	9	200	2414																i															3,75	
	Wetton Wyett staff menagement (nol. week plans, jeternal meetings, and conference calls)																																		0:00	
	Prepare for und participate in conference calletmeetings with other TOPris Committee Committee																																		0.00	
HOURS SPENT ON EACH ACTIVITY	Develop Welson Wyett acturial attalytee																																		0.00	
HOURS SPENT O	Review and/or develop correspondence to other professionals																																		000	
	Participate in conference calibrating with Milimun USA																																		00 ^{.0}	
	Review experience studies and other actuarial analyses propared by Consecol/effitnem																																		8.0	
	Review Milliman sepresiat and other follow-up ourrespondence																							i											050	
	Review Court documents, motions, such other filings																																		0.00	
	Process and investory data received from Kirktand, 3, 381 and																																		0.00	
	DAV				-1	-	-	, 	-	~	*	0	9	-	ü	13	*	Ň	ž	2		<u> </u>			R	FI	R	a,	ង	8	F	22	₽	6	31 TOTAL	

Watson Hyatt Insurance & Financial Services Inc.

Billing Detail

May 2003

HINOM

NAME: Tony Marchero

							_								_													-)					
	TOTAL	6.25	5,00	0.00	0.00	6.75	5.25	2.75	4.00	4.75	0.00	0.00	95,6	0.0	0.00	0:00	0.0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0000	80	0.0	000	000	38.25	
	Preparation for and participation in deportions, bearing, amit other court- related activities																																	0.00	
	Respond to date, information, and document requests	6.25	90%			6.75	25	2,75	8	4.75			3.50																					38.25	
	Watson Wyntt Jadf management (nel. work plans, internal meetings, and conference calls)																																	0.00	
	Propare for and participanto in conference callerinectings with chear TOPES Committee professionals																																	0.00	
BACH ACTIVITY	Develop Watson Wysti actuarial analyses																																	w.v	-
HOURS SPENT ON BACH ACTIVITY	Review and/or develop correspondence to other professionals																																	ş	
	Participate in conference callerence allerence Millinen USA apolor Lazard																																		000
	Review experience station and other actuarial analyses prepared by Consecorded Binnam																																		0,00
	Review Milliman appraised and other follow-up correspondence																																		00.0
	Review Count documents, motions, and other fillings and other documents																																		0,00
	Process and investory data received from Rithman (8: 2019 and Milliman (8: 4)								†- 			┢																							0.00
	AA AA						* `	~	- -	- •		» :	2	┼		=+- ≃ ∶	± t	2	9		90	5	នុ	1	ន	8	Ā	ង	26	2	60 64	3	 #		TOTAL

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

May 2003

HINOW

NAME: Bob Material

TOTAL Preparation for and participation in depositions, hearing, and other court-related activities 88 0.75 2020 11.73 8 Respond to data, information, and document requests 8 8. 8 2.2 020 ŝ Watuon Wyatt staff management (incl work plans, internal meetings, and conference calls) 0,75 3 ŝ 050 Ŗ 1.75 8 <u>s</u> partizipado in conflorance callarmeetings with cather TOP r5 Committee professionais 2.59 Prepare for and 3 0.75 0.75 2,00 8 Develop Watson Wyatt actuarial antidraei HOURS SPENT ON BACH ACTIVITY 28 9 m 51.25 4 5 33 4 75 4 5 73 4 5 73 3 88 2.00 9.75 5 9 Review and/or develop correspondence to other professionals 2 2 9 9 9 9 5 5857 887 35.2E |₿ Participate in conference calisymeetings with Milliment USA mud/or Lazerd 8 Roview experience studies and other actuarial analyses prepared by Consecoth/dimme 2.75 22 ŝ Review Millioun appraisal and other follow-up correspondence 80 Review Court documents, motions, and other fittings and other documents ş 3 S25 1.75 มือ Process and inventory data receited from Kittland & Elfe and Milliman USA 828 Ϋ́, TOTAL. * ~ = ñ + C4 N VOIT

Watson Hyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Sue McConnel

May 2003

MONTE

	and Watnon Wysett staff in Watnon Wysett staff management (noil Respond to date, Participation in management (noil Respond to date, Participation in work place, isomula information, and documents requests related activities related activities	4.50				K3K 625	055	620	5.50 5.50	5.00	6.50	7,00	2.40	0.00	00.00	8100		0.0	0.00	00'0	0000	0.10	0.00	0.00						0.00	
	Propare for and participate in confirctore calls/meetings with other TOPES controllibes																														
HOURS SPENT ON EAUR ACTIVITIE	Develop Watson Wystt schartel to analyses																										1.00				
HOURS SPENT																															
	ce Participade in Participade in conference a callermeetings with Millimum USA																														
	Redaw superiouce puties and other administ analyses prepared by Consecold Emm																														
	Review Millinum ppraisel and other follow-up correspondence																														
	Review Court documents, notices, and other fillings																														
	Process and Process and investory data received from Kritikand & USA																														
ſ	рау		ŀ	- '	4,		* *		, ,-				1		1	9	Ē	×	2	12	1	5	1 2	12	s,	×	2	F	× i		2

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Lin Munne

biay 2003

MONTHE

						HOURS SPENT ON EACH ACTIVITY	I BACH ACTIVITY					
								Prepare for sud certicitate in	Walson Wystr staff		Preparation for and	
ŢΥ	Process and investory data received from Kirkland & Ellis and	Review Court documents, motions, and other filings	Review Milliman approximal and other follow-up correspondence	Review experience studies and other actuarial malyses prepared by Concerned the	Participate in conference calletnoetings with Millionen USA	Review multon develop correspondence to other professionals	Develop Watson Wysti scharfel sealytes	conference calls/meetings with officer TOP/IS Committee		Respond to data, information, and document requests	participation is depositions, litenting, attd other count- related activities	TVIOL
-	Millinge USA	•						professionals				2.75
										0.2		80
[80
-1												0.00
-										, i		125
-										41		3.2
~										4		00.0
÷										·		926
-							3,50					90,0
90												0.0
6												0.0
10												6.75
11							6.75					4.25
1							4.25					4 1
5							\$ 1					0.00
14												0.00
3												0.0
16												0.00
11												000
2												000
<u></u>												000
2												0.0
5												000
8												800
R												8.9
7												89
ผ												57.1
R							501					ŝ
5												800
Ħ												0.0
8												0.00
8											2 0 V	30.76
31	Ş	000	000	0.0	00,0	000	20.50	000	0,00	12.25	20 20	21192
TOTAL		2010					•					

Fage 15 of 20

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

Mary 2003

MONTHE

NAME: LEUR THORE

-[-	_			, ,								_							-1	-1	-1	Ţ	• –				\ 	-	-	, 				7
	TOTAL	2:8	1.50	0.00	000	0.00	0.00	0.00	0.00	0.00	0.0	0.00	0.00	0.00	0.00	0.00	0.00	0.0	0.00	0.0	0.00	0,00	0.00	0.00	0.00	0.00	000	0.00	0,00	0.0	0.0	0.0	3.50	
	Preparation for and participation in depositions, hearring and other coust- related activities																																0.0	
	Respond to deta, information, and document requests	ωc	Ş	2																													3.56	
	Wattern Wyatt staff munagement (nucl. work plans, internal mething, and conference calls)																																007	
	Prepare for and participate in conference callarmentings with other TOPris Committee																																0.00	
HOURS SPENT ON BACH ACTIVITY	Develop Wetson Wysk actuarial analyses																																0.0	
HOURS SPENT OF	Review and/or develop correspondence to other professionels																												i				0.00	
	Participate in confictence calla/meetings with Milliman USA																																to c	
	Review experience studies and other actuarial analyzes propared by Consecold fillman																																440	3
	Review Millimm appraisal and other follow-up correspondence	_																															5	0.00
	Review Court documents, motions, and other filtings																																	000
	Process and investory data received from Xrithen & Elfs and Xrithen & Flis and																	ţ																0.00
	DAY			-	~ ,	Ţ	+	- 4		ļ	•	× ç	2				<u>+</u>				<u>e</u> :		3	‡ ; }	48				8 5	+ ;; ? ;		4 4)	3	TOTAL

.

Watson Wpatt Insurance & Financial Services Inc.

Billing Detail

May 2003

MONTH:

NAME: Debbis Wood

ŀ						HOURS SPENT ON EACH AUTIVUIT	N BAUGH AUTON I					
AV MA	Process and investiony data received from Krithand & Firon Mittimum [EA	Review Court documents, motions, and other fillings	Review Milliman appraiaal and office fithew-up correspondence	Review experience studies and other actuales and other actual mail other propered by ConsecotMillinian	Parturpate in confirmance callermoetings with Milliman USA	Review sad/or develop correspondence to other professional	Develop Watson Wysit actuariel maijrees	Prepete for and participate in conference callerineetings with other TOPPS Committee	Watson Wyatt staff masagement (hol. work plans, internal meetings, and conference calls)	Respond to data, information, and document requests	Preparation for and participation in depositions, hearing, and other court- related activitias	TOTAL
										5.00		5.00
ſ										2.50		3.25
t		0.75										0.00
+												000
╈												1.00
+	T	007										2.00
1							Biz			2.75		275
										6		2.00
,		1.00								525		5.75
•		05.0										0.00
, <u>-</u>												0.00
t										0.75	i	4.25
┢							05.4			200		5,00
												1.15
t												0.50
╋							2					4,75
╈							c.+					D.00
$\frac{1}{1}$												0.00
╈												225
╈												0.50
t							nen					0.00
$\frac{1}{1}$												000
$\frac{1}{1}$												0.00
╈												0.00
╋												0,00
┽												0.0
												95.4
-							4,50					94 U
							0'20					
┝							57.0					
╞							8					318
												N'N
2		, ve	69	0.00	0.0	0.0	24.00	000	0.00	20,25	0.00	48.50
-1	000	1							-			

May 2003

.

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

May 2003

MONTH

NAME: Liss Zalots

.

	TOTAL	0.00	000	0.00	0.00	0.00	0.00	001	0.00	0.00	0.00	0.0	0.00	51	0.00	0.0	2.25	000	80	00	000	800	00'0	0,00	80	80	0.0	1.75	000	0.40	80	80	2.05	er t	
	Propertion for and participation in depositions, hearing, and other court- related activities																																	0,00	
	Respond to data, information, and document requests							1.00						34.6	3																			3.25	
	Watson Wystf staff sumsgement (not) work plans, iskanal suesings, and conference calls)																																	0.00	-
	Prepare for and participate is confinences callerinectings with other TOP-15 Committee																																	000	
EACH ACTIVITY	Develop Wattson Wyatt actuacial agalyses																	225											1.75		0.50			4 , 50	
HOURS SPENT ON EACH ACTIVITY	Review and/or develop correspondence to other professionals																																	0.0	
	Participeto in conference califimentings with																																	00.0	-
	Reniew experiance studies and other actuates anyose propared by Consecold illiman																																	06;0	
	Review Millinnan appraisal and other follow-up correspondence																																	00	
	Review Count decoursetts, motione, and other filtings																																	80	3.3
	3																																		000
F	DAY	••••		-			+	~		F-	90	v	2	=	5	13.	14	15	16	5	8	÷	Ŕ	21	ន	ព	Ä	ม	8	53	ង	នា	ļ		TOTAL

Watson Wyatt Insurance & Financial Services Inc.

Billing Detail

NAME: Mile Zweling

May 2003

MONTH:

Ţ		_		, [_]									~1										Т		-	-		-		, [_]				٦
	TOTAL	0.00	1,00	0.0	0.0	4.50	7.25	7.06	2.00	7.75	0.00	0.0	99.1	6.75	1.50	6.75	0,75	00.0	000	000	0.50	0.00	00'0	00'0	0.00	0.00	000	0.00	0,25	0.0	0.0	0.0	55.00	
	Preparation for and participation in deposition, therring, amost other court- related activities																																00'0	
	Reepond to data, information, and document requests		8										0.75																				1.75	
	Watson Wyatt staff munagement (pol work plans, internal meetings, and conference calls)																																100	
	Prepare for and participals in conference calis/montings with other TOPAS Contractings with																																	Min i
I RACH ACTIVITY	Develop Wattom Wyatt actuarial analyses						- 2	71	8	8	7.75			23	673	5	6.75	0.75												025				53.25
HOURS SPENT ON EACH AUTVILLE	Review and/or Review and/or occrespondance to other professionals																																	0.00
	Participate in confirmaco califrimetings with Millinen USA												i																					8.0
	Review experience studies and other actuarist saalyses prepared by CansocoMillinnan																																	000
	Review Millionon appresail and other follow-ap currespondence																																	0.0
	Redaw Count documents, motions, and other filtings																																	0.0
	Process and investment data reserved from Kittland & Blin and Althous I EA																																	000
	DAY			-		m	¥	~	-			- -	2		=	2	2	15	2		=† ≊ :		នុ	,	នា	RI I	7	- 71	26	54	38	Rì	\$;	51 TOTAL