

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

-----X  
: *In re* : Chapter 11  
: :  
: : ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)  
: : :  
: : Debtors.<sup>1</sup> : (Jointly Administered)  
: : :  
: : : Objection Deadline: 2/17/10 at 4:00 p.m. (ET)  
-----X

**FIRST MONTHLY APPLICATION OF RICHARDS, LAYTON & FINGER, P.A.  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL  
TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD  
FROM NOVEMBER 8, 2009 THROUGH DECEMBER 31, 2009**

Name of Applicant: Richards, Layton & Finger, P.A.

Authorized to Provide Professional Services to: the above-captioned debtors and debtors-in-possession

Date of Retention: December 3, 2009, *nunc pro tunc* to November 8, 2009

Period for which compensation and reimbursement are sought: November 8, 2009 through December 31, 2009

Amount of Compensation sought as actual, reasonable, and necessary: \$78,218.40 (80% of \$97,773.00)

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$11,758.14

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5. Las Vegas, NV 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

This is a(n): X monthly    \_\_\_ interim    \_\_\_ final application

Prior Applications Filed:

Date Filed	Period Covered	Fees	Expenses
1/28/10	11/8/09 - 12/31/09	\$97,773.00	\$11,758.14

**COMPENSATION BY PROFESSIONAL  
NOVEMBER 8, 2009 THROUGH DECEMBER 31, 2009**

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Donald A. Bussard	Joined firm as associate in 1976. Director in 1981. Member of DE Bar since 1976.	\$700	2.0	\$1,400.00
Mark D. Collins	Joined firm as associate in 1993. Director in 1998. Member of DE Bar since 1991.	\$675	11.5	\$7,762.50
Russell Silberglid	Joined firm as associate in 1995. Director in 2002. Member of PA and DE Bars since 1996.	\$600	1.5	\$900.00
Paul N. Heath	Joined firm as associate in 1999. Director in 2007. Member of DE Bar since 1998.	\$525	54.9	\$28,822.50
Chun I. Jang	Joined firm as associate in 2005. Member of DE Bar since 2006.	\$300	71.4	\$21,420.00
Michael W. Romanczuk	Joined firm as associate in 2004. Member of DE Bar since 2005.	\$280	0.4	\$112.00
Lee E. Kaufman	Joined firm as associate in 2006. Member of DE Bar since 2006.	\$275	0.4	\$110.00
L. Katherine Good	Joined firm as associate in 2007. Member of PA Bar since 2007. Member of DE Bar since 2008.	\$275	0.1	\$27.50
Tiffany N. Piland	Joined firm as associate in 2007. Member of DE Bar since 2007.	\$275	6.2	\$1,705.00
Zachary I. Shapiro	Joined firm as associate in 2007. Member of DE Bar since 2008.	\$245	52.8	\$12,936.00
Andrew C. Irgens	Joined firm as associate in 2008. Member of DE Bar Since 2009.	\$230	1.8	\$414.00

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Julie A. Finocchiaro	Joined firm as associate in 2009. Member of DE Bar since 2009.	\$230	21.8	\$5,014.00
Aja E. McDowell	Paralegal since 2003. Joined firm in 2002.	\$195	0.6	\$117.00
Ann Jerominski	Paralegal since 1995. Joined firm in 2000.	\$195	1.1	\$214.50
Barbara J. Witters	Paralegal since 2000. Joined firm in 2000.	\$195	4.5	\$877.50
Cathy M. Greer	Paralegal since 1995. Joined firm in 2000.	\$195	2.5	\$487.50
Rebecca V. Speaker	Paralegal since 2002. Joined firm in 2001.	\$195	0.4	\$78.00
Jamie E. Schairer	Paralegal since 2009. Joined firm in 2009.	\$195	67.3	\$13,123.50
Janel Gates	Paralegal since 2007. Joined firm in 2007.	\$195	1.6	\$312.00
Tracy A. Cameron	Paralegal since 2005. Joined firm in 1992.	\$195	6.7	\$1,306.50
Marisa C. DeCarli	Paralegal since 2009. Joined firm in 2009.	\$195	1.0	\$195
Brenda D. Tobin	Case Management Assistant.	\$100	4.2	\$420.00
Rochelle I. Warren	Case Management Assistant.	\$90	0.2	\$18.00
<b>TOTAL</b>			<b>314.9</b>	<b>\$97,773.00</b>

Grand Total	\$97,773.00
Attorney Compensation	\$80,598.50
Total Attorney Hours	224.8
Blended Rate	\$358.53

Dated: January 28, 2010  
Wilmington, Delaware

**COMPENSATION BY PROJECT CATEGORY**  
**NOVEMBER 8, 2009 THROUGH DECEMBER 31, 2009**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration (A)	33.9	\$9,714.50
Creditor Inquiries (B)	2.7	\$690.00
Meetings (C)	26.2	\$8,049.00
Executory Contracts/Unexpired Leases (D)	15.5	\$4,817.50
Automatic Stay/Adequate Protection (E)	0.2	\$105.00
Plan of Re-Organization/Disclosure Statement (F)	0.0	\$0.00
Use, Sale, Lease of Assets (G)	6.2	\$1,762.50
Cash Collateral/DIP Financing (H)	0.0	\$0.00
Claims Administration (I)	1.5	\$742.50
Court Hearings (J)	120.8	\$37,271.00
General Corporate/Real Estate (K)	10.8	\$4,575.00
Schedules/SOFA/U.S. Trustee Reports (L)	28.8	\$10,271.00
Employee Issues (M)	4.6	\$1,941.00
Environmental (N)	0.0	\$0.00
Tax Issues (O)	8.0	\$2,246.00
Litigation/Adversary Proceedings (P)	0.1	\$30.00
RL&F Retention (Q-1)	16.1	\$4,446.00
Retention of Others (Q-2)	21.9	\$6,785.50
RL&F Fee Applications (R-1)	7.4	\$1,488.00
Fee Applications of Others (R-2)	4.9	\$1,336.00
Vendor/Supplies (S)	0.0	\$0.00
Non-Working Travel (T)	0.0	\$0.00
Utilities (U)	5.0	\$1,444.00
Insurance (V)	0.3	\$58.50
<b>TOTAL</b>	<b>314.9</b>	<b>\$97,773.00</b>

**EXPENSE SUMMARY**  
**NOVEMBER 8, 2009 THROUGH DECEMBER 31, 2009**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Facsimile		\$0.00
Long Distance Telephone		\$357.01
In-House Reproduction (Duplication/Printing)	Copies - 6,251 @ \$.10/pg Printing - 2,711 @ \$.10/pg	\$896.20
Outside Reproduction	Parcels	\$1,176.96
Legal Research	Lexis/Westlaw	\$3,102.00
Filing/Court Fees	American Express	\$4,156.00
Court Reporting	Antonio's Word Processing, Inc.	\$178.25
Travel Expenses		\$0.00
Inside Courier & Expense Carriers		\$0.00
Outside Courier & Expense Carriers	Blue Marble, Fed Ex	\$90.57
Postage		\$0.00
Binding		\$40.00
Business Meals	<i>(meal detailed attached)</i>	\$1,013.83
Document Retrieval	Pacer	\$49.84
Record Retrieval		\$0.00
Room Rental		\$0.00
Professional Services		\$0.00
Overtime		\$697.48
<b>TOTAL</b>		<b>\$11,758.14</b>

<b>BUSINESS MEAL DETAIL</b>				
<b>Date Posted</b>	<b>Provider</b>	<b>Meal &amp; # of people</b>	<b>Description</b>	<b>Amount</b>
11/8/2009	TGI Fridays	Dinner for 5	Filing of petition and first day motions; Preparation of binders re: same	\$121.57
11/10/2009	Rodney Grille	Lunch for 8	Preparation for first day hearing	\$117.00
11/18/2009	Gallucios	Dinner for 1	Preparation for after hours filing of Alvarez retention application and OCP motion	\$27.62
11/19/2009	Manhattan Bagel	Breakfast for 8	Preparation for initial debtor interview / formation meeting	\$135.00
11/19/2009	Rodney Grille	Lunch for 25	Preparation for initial debtor interview / formation meeting	\$410.00
11/24/2009	Rodney Grille	Lunch for 5	Preparation for first day hearing for additional Advanta entities	\$74.65
12/2/2009	Gallucios	Dinner for 1	Revising and after hours filing of certifications of counsel of second day motions.	\$17.25
12/17/2009	Rodney Grille	Beverages for 6	Prepare for and attend 341 Meeting	\$10.74
12/17/2009	Manhattan Bagel	Lunch for 6	Prepare for and attend 341 Meeting	\$100.00
<b>TOTAL</b>				<b>\$1,013.83</b>

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

-----X  
:   
*In re* : Chapter 11  
:   
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)  
:   
Debtors.<sup>1</sup> : (Jointly Administered)  
:   
:   
: **Objection Deadline: 2/17/10 at 4:00 p.m. (ET)**  
-----X

**FIRST MONTHLY APPLICATION OF RICHARDS, LAYTON & FINGER, P.A.  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL  
TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR  
THE PERIOD FROM NOVEMBER 8, 2009 THROUGH DECEMBER 31, 2009**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the *Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 Implementing Certain Procedures for the Interim Compensation and Reimbursement of Professionals* [Docket No. 102] (the “Administrative Order”), Richards, Layton & Finger, P.A. (“RL&F”) hereby files this First Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period From November 8, 2009 through December

---

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5. Las Vegas, NV 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.



31, 2009 (the "Application"). By this Application, RL&F seeks a monthly allowance pursuant to the Administrative Order with respect to the sums of \$97,773.00 as compensation and \$11,758.14 for reimbursement of actual and necessary expenses for a total of \$109,531.14 for the period November 8, 2009 through and including December 31, 2009 (the "Compensation Period"). In support of this Application, RL&F respectfully represents as follows:

### **Background**

1. On November 8, 2009 (the "Petition Date"), the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. RL&F was retained effective as of the Petition Date by this Court's Order dated December 3, 2009 (the "Retention Order"). The Retention Order authorized RL&F to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

### **Compensation Paid and Its Source**

3. All services for which compensation is requested by RL&F were performed for or on behalf of the Debtors.

4. Except to the extent of the retainer paid to RL&F as described in the application seeking approval of RL&F's employment by the Debtors during the period covered by this Application, RL&F has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between RL&F and any other person other than the directors of RL&F for the sharing of compensation to be received for services rendered in these cases.

### Fee Statements

5. The fee statement for the Compensation Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of RL&F's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Administrative Order.

### Actual and Necessary Expenses

6. A summary of actual and necessary expenses and daily logs of expenses incurred by RL&F during the Compensation Period is attached hereto as Exhibit B. RL&F charges all of its bankruptcy clients \$0.10 per page for photocopying expenses and \$0.10 per page for printing jobs of ten pages or larger. RL&F also charges all of its clients \$0.25 per page for out-going facsimile transmissions. Actual long-distance carrier charges for outgoing facsimile transmissions are reflected in the long-distance telephone charges.

7. Regarding providers of on-line legal research (e.g., LEXIS and WESTLAW), RL&F charges all of its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal RL&F's actual cost. RL&F currently is under contract to pay these providers a flat fee every month. Charging its clients the on-line providers' standard usage rates allows RL&F to cover adequately the monthly flat fees it must pay to these types of providers.

8. RL&F believes the foregoing rates are the market rates that the majority of law firms charges clients for such services. In addition, RL&F believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's

Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

### **Summary of Services Rendered**

9. The directors and associates of RL&F who have rendered professional services in these cases are as follows: Donald A. Bussard, Mark D. Collins, Russell Silberglied, Paul N. Heath, Chun I. Jang, Michael W. Romanczuk, Lee E. Kaufman, L. Katherine Good, Tiffany N. Piland, Zachary I. Shapiro, Andrew C. Irgens and Julie A. Finocchiaro. The paraprofessionals of RL&F who have provided service to these attorneys in these cases are as follows: Aja E. McDowell, Ann Jerominski, Barbara J. Witters, Cathy M. Greer, Rebecca V. Speaker, Janel Gates, Jamie E. Schairer, Tracy A. Cameron, Marisa C. DeCarli, Brenda D. Tobin and Rochelle I. Warren.

10. RL&F, by and through the above-named persons, has prepared and/or assisted in the preparation of various applications and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with these cases, and has performed all necessary professional services which are described and narrated in detail hereinafter.

### **Summary of Services By Project**

11. The services rendered by RL&F during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in Exhibit A attached hereto.

A. Case Administration/Miscellaneous Matters

Fees: \$9,714.50: Total Hours: 33.9

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars, communications with the U.S. Trustee, review of work in process reports, review of notices of appearance and maintaining service lists.

B. Creditor Inquiries

Fees: \$690.00: Total Hours: 2.7

This category includes all matters related to responding to creditor inquiries.

C. Meetings

Fees: \$8,049.00: Total Hours: 26.2

This category includes all matters related to preparing for and attending meetings with Debtors, the creditors' committees, individual creditors, the U.S. Trustee and co-counsel.

D. Executory Contracts/Unexpired Leases

Fees: \$4,817.50: Total Hours: 15.5

This category includes all matters related to contract and lease analysis and matters related to assumption, assignment or rejection of executory contracts and unexpired leases.

E. Automatic Stay/Adequate Protection

Fees: \$105.00: Total Hours: 0.2

This category includes all matters related to and including all motions to modify the automatic stay, issues related to the effect of the automatic stay or pending matters, and all other types of actions where adequate protection is the central issue.

F. Plan of Reorganization/Disclosure Statement

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to review, formulation, negotiation, preparation and promulgation of plans of reorganization, disclosure statements, and related corporate documentation and research relating thereto.

G. Use, Sale, Lease of Assets

Fees: \$1,762.50: Total Hours: 6.2

This category includes all matters relating to acquisitions, dispositions and other postpetition uses of property of the estate.

H. Cash Collateral/DIP Financing

Fees: \$0.00: Total Hours: 0.0

This category includes all matters relating to negotiation and documentation of debtor in possession financing and post-confirmation financing, all cash collateral issues and related pleadings.

I. Claims Administration

Fees: \$742.50: Total Hours: 1.5

This category includes all matters related to and including claims administration matters and bar date matters, including claims objections and related contested matters.

J. Court Hearings

Fees: \$37,271.00: Total Hours: 120.8

This category includes all matters relating to preparation for and attendance at court hearings.

K. General Corporate/Real Estate

Fees: \$4,575.00: Total Hours: 10.8

This category includes all matters relating to transactional, corporate governance and related matters involving the debtors' business operations that are not part of a plan of reorganization or disclosure statement.

L. Schedules/SOFA/U.S. Trustee Reports

Fees: \$10,271.00: Total Hours: 28.8

This category includes preparation of schedules and amendments, statements of financial affairs and amendments, operating reports and other reports required by the U.S. Trustee or Bankruptcy Court.

M. Employee Issues

Fees: \$1,941.00: Total Hours: 4.6

This category includes all matters related to employee wages, benefits, collective bargaining issues, other employee relations matters, ERISA, and retirement benefits.

N. Environmental

Fees: \$0.00: Total Hours: 0.0

This category includes all environmental matters, other than environmental aspects of plan of reorganization.

O. Tax Issues

Fees: \$2,246.00: Total Hours: 8.0

This category includes all federal and state income, property, employment, excise and other tax matters, other than the tax aspects of plan of reorganization.

P. Litigation/Adversary Proceedings

Fees: \$30.00: Total Hours: 0.1

This category includes all matters relating to litigation and adversary proceedings.

Q-1. RL&F Applications

Fees: \$4,446.00: Total Hours: 16.1

This category includes all matters related to preparing applications to retain RL&F and supplements thereto.

Q-2. Retention of Others

Fees: \$6,785.50: Total Hours: 21.9

This category includes time spent reviewing applications for retention by other professionals, objecting to the retention of other professionals and assisting other professionals with preparing and filing retention applications.

R-1. RL&F Fee Application

Fees: \$1,488.00: Total Hours: 7.4

This category includes all time spent preparing, reviewing, filing, circulating and/or relating to monthly invoices and fee applications for RL&F.

R-2. Fee Application of Others

Fees: \$1,336.00: Total Hours: 4.9

This category includes time spent reviewing invoices or applications of other professionals, objecting to fees of other professionals and assisting other professionals with filing and circulating monthly invoices and applications.

S. Vendor/Supplies

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to vendors and suppliers, including reclamation issues.

T. Non-Working Travel

Fees: \$0.00: Total Hours: 0.0

This category includes all travel time not otherwise chargeable.

U. Utilities

Fees: \$1,444.00: Total Hours: 5.0

This category includes all matters related to utility issues.

V. Insurance

Fees: \$58.50: Total Hours: 0.3

This category includes all matters related to insurance policies or coverage.

**Valuation of Services**

12. Attorneys and paraprofessionals of RL&F have expended a total of 314.9 hours in connection with this matter during the Compensation Period, as follows:

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Donald A. Bussard	2.0	\$700
Mark D. Collins	11.5	\$675
Russell Silberglied	1.5	\$600
Paul N. Heath	54.9	\$525
Chun I. Jang	71.4	\$300
Michael W. Romanczuk	0.4	\$280
Lee E. Kaufman	0.4	\$275
L. Katherine Good	0.1	\$275
Tiffany N. Piland	6.2	\$275
Zachary I. Shapiro	52.8	\$245
Andrew C. Irgens	1.8	\$230
Julie A. Finocchiaro	21.8	\$230



<u>PARAPROFESSIONALS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Aja E. McDowell	0.6	\$195
Ann Jerominski	1.1	\$195
Barbara J. Witters	4.5	\$195
Cathy M. Greer	2.5	\$195
Rebecca V. Speaker	0.4	\$195
Janel Gates	1.6	\$195
Jamie E. Schairer	67.3	\$195
Tracy A. Cameron	6.7	\$195
Marisa C. DeCarli	1.0	\$195
Brenda D. Tobin	4.2	\$100
Rochelle I. Warren	0.2	\$90

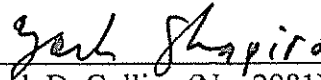
The nature of the work performed by these persons is fully set forth in Exhibit A attached hereto. These are RL&F's normal hourly rates for work of this character. The reasonable value of the services rendered by RL&F to the Debtors during the Compensation Period is \$97,773.00.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by RL&F is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, RL&F has reviewed the requirements of Del. Bankr. L.R. 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, RL&F respectfully requests that the Court authorize that for the period November 8, 2009 through December 31, 2009, an allowance be made to RL&F pursuant to the terms of the Administrative Order, with respect to the sum of \$97,773.00 as compensation for necessary professional services rendered (80% of which equals \$78,218.40), and the sum of \$11,758.14 as 100% reimbursement of actual necessary costs and expenses, for a total of \$109,531.14 and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: January 28, 2010  
Wilmington, Delaware

Respectfully submitted,



---

Mark D. Collins (No. 2981)  
Paul Heath (No. 3704)  
Chun I. Jang (No. 4790)  
Zachary I. Shapiro (No. 5103)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
(302) 651-7700 (Telephone)  
(302) 651-7701 (Facsimile)

- and -

WEIL, GOTSHAL & MANGES LLP  
Marcia L. Goldstein  
Robert J. Lemons  
767 Fifth Avenue  
New York, NY 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

ATTORNEYS FOR DEBTORS  
AND DEBTORS IN POSSESSION

VERIFICATION

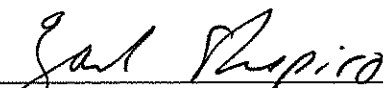
STATE OF DELAWARE            )  
  ) SS:  
COUNTY OF NEW CASTLE    )

Zachary I. Shapiro, after being duly sworn according to law, deposes and says:

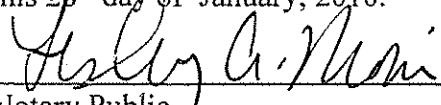
a)     I am an associate with the applicant firm, Richards, Layton & Finger, P.A. and have been admitted to appear before this Court.

b)     I am familiar with the work performed on behalf of the Debtors by the lawyers in the firm.

c)     I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. L.R. 2016-2, and submit that the Application substantially complies with such order.

  
\_\_\_\_\_  
Zachary I. Shapiro (No. 5103)

SWORN AND SUBSCRIBED before me  
this 28<sup>th</sup> day of January, 2010.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 4/7/11

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

-----X  
:   
*In re* : Chapter 11  
:   
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)  
:   
Debtors.<sup>1</sup> : (Jointly Administered)  
:   
: **Objection Deadline: 2/17/10 at 4:00 p.m. (ET)**  
:   
-----X

**NOTICE OF FEE APPLICATION**

PLEASE TAKE NOTICE that Richards, Layton & Finger, P.A. (the "Applicant") has today filed the attached **First Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from November 8, 2009 through December 31, 2009** (the "Application") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with the *Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 Implementing Certain Procedures for the Interim*

---

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5. Las Vegas, NV 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

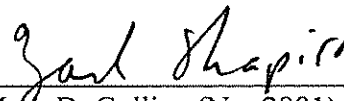
*Compensation and Reimbursement of Professionals* [Docket No. 102] (the “Administrative Order”) and must be filed with the Clerk of the Bankruptcy Court, and be served upon and received by (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert L. Lemons, Esq.); (iii) local counsel to the Debtors, Richards Finger & Layton, P.A. One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Chun I. Jang, Esq.); (iv) counsel to Official Committee of Unsecured Creditors, Latham & Watkins LLP, One Logan Square, 18<sup>th</sup> and Cherry Streets, Philadelphia, PA 19103 (Attn: Andrew C. Kassner); (v) local counsel to the Official Committee of Unsecured Creditors, Drinker Biddle & Reath LLP, 1100 North Market Street, Suite 1000, Wilmington, DE 19801 (Attn: Howard A. Cohen); and (vi) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Dave Klauder, Esq.) by no later than **4:00 p.m. (Eastern Standard Time) on February 17, 2010** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received in accordance with this notice, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the Administrative Order and the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Administrative Order, if no objection to the Application is timely filed, served and received by the Objection Deadline, the Applicant may be paid an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of expenses requested in the Application or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection without the need for further order of the Bankruptcy Court.

Dated: January 28, 2010  
Wilmington, Delaware

Respectfully submitted,



---

Mark D. Collins (No. 2981)  
Paul Heath (No. 3704)  
Chun I. Jang (No. 4790)  
Zachary I. Shapiro (No. 5103)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
(302) 651-7700 (Telephone)  
(302) 651-7701 (Facsimile)

- and -

WEIL, GOTSHAL & MANGES LLP  
Marcia L. Goldstein  
Robert J. Lemons  
767 Fifth Avenue  
New York, NY 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

ATTORNEYS FOR THE DEBTORS  
AND DEBTORS IN POSSESSION

# **Exhibit A**

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 3  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Case Administration

11/08/09	Finalize and file re: petitions (x7) (1.0); Finalize and file re: joint administration motion (x15) (1.2); Attention to e-mail re: creditor matrix (.1); Finalize and file re: notice of creditor matrix (.2)			
Paralegal	Barbara J. Witters	2.50 hrs.	195.00	\$487.50
11/08/09	Efile declaration of William A. Rosoff in support of the debtors' chapter 11 petitions and first-day motions			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/09/09	Review and revise pro hac motions and email same to Weil Gotshal (.3); Email correspondence with J. Dubow re delivery of all filings (.1)			
Associate	Chun I. Jang	0.40 hrs.	300.00	\$120.00
11/09/09	Attend to critical dates (.5); Efile pro hac vice motion of M. Goldstein (.1); Efile pro hac vice motion of R. Lemons (.1); Efile pro hac vice motion of R. Jordan (.1); Review documents from U.S. Trustee re: critical dates (.3)			
Paralegal	Jamie E. Schairer	1.10 hrs.	195.00	\$214.50
11/09/09	Email correspondence with C. Jang and R. Lemons and R. Jordan re: pro hacs (.1); Review of pro hac motion for R. Lemons for filing (.1); Review of pro hac motion for R. Jordan for filing (.1); Review of pro hac motion for M. Goldstein for filing (.1); Email correspondence with R. Jordan re: pro hacs (.1)			
Director	Paul N. Heath	0.50 hrs.	525.00	\$262.50
11/10/09	Maintain pleadings			
Paralegal	Brenda D. Tobin	0.40 hrs.	100.00	\$40.00
11/10/09	Review docket for filed orders from first day hearing (.4); Meet with C. Jang and J. Finocchiaro re: first day orders and service of same (.3)			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50



Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 4  
Client # 707765

Matter # 167839

---

11/10/09	Coordinate service of joint administration order			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/10/09	Email correspondence with C. Jang and K. Petriano re: service issue (.1); Email correspondence with C. Jang and J. Schairer re: service issue (.2); Email correspondence with J. Schairer and C. Jang re: notices (.1)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
11/10/09	Maintain/organize original pleadings			
Paralegal	Rochelle I. Warren	0.20 hrs.	90.00	\$18.00
11/11/09	Email correspondence with R. Jordan and Garden City re revised creditor matrix			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
11/11/09	Email to court re: filed creditor matrix (.1); Review docket for recently filed pleadings (.1); Review orders and update critical dates calendar (1.0); Circulate critical dates calendar to P. Heath, C. Jang and J. Finocchiaro (.1)			
Paralegal	Jamie E. Schairer	1.30 hrs.	195.00	\$253.50
11/11/09	Review of critical dates calendar			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/12/09	Call with R. Jordan and P. Heath re: additional petitions (.1); Review email from R. Jordan re: additional petitions (.1)			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
11/12/09	Review docket for recently filed pleadings (.1); Attend to issue re: creditor matrix (.5)			
Paralegal	Jamie E. Schairer	0.60 hrs.	195.00	\$117.00
11/12/09	Call with C. Jang re: additional petitions (.1); Email correspondence with C. Jang, R. Lemons and R. Jordan re: filing issues (.1); Email correspondence with R. Jordan re: additional petitions (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 5  
Client # 707765

Matter # 167839

---

11/13/09	Review petitions for filing of additional debtors and corresponding pleadings (1.9); Attention to filing of additional debtors and corresponding pleadings (.3)			
Associate	Chun I. Jang	2.20 hrs.	300.00	\$660.00
11/13/09	Attend to issue re: creditor matrix (.5); Review docket for recently filed pleadings (.1); Email to Garden City re: updating 2002 service list (.1); Update critical dates calendar (.2); Circulate same to P. Heath, C. Jang and J. Finocchiaro (.1)			
Paralegal	Jamie E. Schairer	1.00 hrs.	195.00	\$195.00
11/13/09	Meeting with C. Jang re: additional retention filing issues (.1); Meeting with C. Jang re: additional petitions (.2)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
11/16/09	Call with Garden City re: equity holders list (x2) (.4); Email correspondence with R. Jordan re: additional debtors (.1); Call with Garden City re: service of lease modification motion and 341 notice (.2)			
Associate	Chun I. Jang	0.70 hrs.	300.00	\$210.00
11/16/09	Review docket for recently filed pleadings			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/16/09	Call on venue			
Director	Mark D. Collins	0.40 hrs.	675.00	\$270.00
11/17/09	Review docket for recently filed pleadings (.1); Update critical dates calendar (.5)			
Paralegal	Jamie E. Schairer	0.60 hrs.	195.00	\$117.00
11/17/09	Call with C. Jang re: as-filed version of motions filed on 11/16/09 (.1); Conference with J. Schairer re: same (.1); Correspondence to C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	245.00	\$73.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 6  
Client # 707765

Matter # 167839

---

11/18/09	Email correspondence with Garden City re: 11/18/09 evening filings and service of same (.1); Email correspondence with R. Speaker and Z. Shapiro re: same (.2)			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
11/18/09	Email Garden City re: service of after-hours filings			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/19/09	Call with R. Jordan re filing of additional cases (.1); Discussion with P. Heath re same (.1)			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
11/19/09	Call regarding M. Wasserman at Garden City re: publishing notices in National newspapers (.1); Meet with C. Jang re: same (.1)			
Associate	Julie A. Finocchiaro	0.20 hrs.	230.00	\$46.00
11/19/09	Email correspondence with R. Jordan and R. Lemons re: additional debtors			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/20/09	Discussion with P. Heath re: filing of additional debtors (.1); Attention to filing of additional debtors and related pleadings (2.8); Email correspondence with R. Jordan re: filing of additional debtors and related pleadings (.1); Email and phone correspondence with J. Finocchiaro re: same (.1)			
Associate	Chun I. Jang	3.10 hrs.	300.00	\$930.00
11/20/09	Review docket for recently filed pleadings (.1); Update critical dates calendar (.2); Efile petitions of Advanta Ventures Inc. Advanta Credit Card Receivables Corp., Ideablob Corp. and BizEquity Corp. (.8); Email same to distribution and Garden City (.2)			
Paralegal	Jamie E. Schairer	1.30 hrs.	195.00	\$253.50
11/20/09	Email re: newly filed petitions and motions			
Associate	Julie A. Finocchiaro	0.50 hrs.	230.00	\$115.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 7  
Client # 707765

Matter # 167839

---

11/20/09	Email correspondence with C. Jang re: additional Debtors (.2); Review of additional petitions for filing (.4); Meeting with C. Jang re: additional petitions (.2); Email correspondence with C. Jang re: additional petitions (.2)			
Director	Paul N. Heath	1.00 hrs.	525.00	\$525.00
11/20/09	Review of motion to apply first day orders to additional debtors for filing			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
11/20/09	Conference with C. Jang re: filing of new petitions for four new debtor entities (x3) (.2); Review same (.4); Conference with C. Jang re: "me too" motion for additional debtors (x2) (.2); Review and revise same (.3); Coordinate filing of same (.2); Conference with J. Schairer re: service of same (.2); Correspondence with C. Jang re: same (x2) (.2); Correspondence with J. Finocchiaro re: same (.1); Conference with J. Schairer re: first day hearing binder for additional debtor entities (x2) (.2); Conference with L. Kaufman re: same (.1)			
Associate	Zachary I. Shapiro	2.10 hrs.	245.00	\$514.50
11/21/09	Email correspondence with C. Jang re: additional petitions			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/23/09	Review docket for recently filed pleadings			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/24/09	Attention to service of joint administration order and 341 notice			
Associate	Chun I. Jang	0.50 hrs.	300.00	\$150.00
11/24/09	Review docket for recently filed pleadings (.1); Coordinate service of order re: "me too" motion for additional Advanta entities (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/24/09	Meet with R. Jordan re: status			
Director	Paul N. Heath	0.90 hrs.	525.00	\$472.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 8  
Client # 707765

Matter # 167839

---

11/25/09	Assist with preparation of initial disclosures of debtor interview for the UST			
Paralegal	Cathy M. Greer	0.20 hrs.	195.00	\$39.00
11/25/09	Attention to UST information request items (.3); Attention to UST information request items (.2)			
Associate	Chun I. Jang	0.50 hrs.	300.00	\$150.00
11/30/09	Call to chambers re: request to have orders from second group of petitions entered on main docket			
Paralegal	Ann Jerominski	0.10 hrs.	195.00	\$19.50
11/30/09	Email correspondence with R. Lemons re: joint administration order (x2) (.2); Email correspondence with J. Ganesh re: local rules re: notice (.1)			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
11/30/09	Review correspondence from C. Jang re: 2015.3 reports (x3)			
Associate	Zachary I. Shapiro	0.20 hrs.	245.00	\$49.00
11/30/09	Conference with C. Jang re: order granting "me too" motion for additional debtors and docketing same in main case (.1); Research docket re: same (.1); Correspondence to and from C. Jang re: same (.1); Conference with A. Jerominski re: same (.1); Correspondence with B. Witters re: filing certification of no objection for clarifying New Orleans 9019 motion (.1); Review same and coordinate filing of same (.2)			
Associate	Zachary I. Shapiro	0.70 hrs.	245.00	\$171.50
12/01/09	Review docket for recently filed pleadings (.1); Attend to critical dates (.3); Circulate critical dates calendar to K. Prindle, R. Jordan, P. Heath, C. Jang, Z. Shapiro and J. Finocchiaro (.1)			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
12/01/09	Review of critical dates calendar			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
12/02/09	Review docket for recently filed pleadings			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 9  
Client # 707765

Matter # 167839

---

12/03/09	Review docket for recently filed pleadings			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
12/04/09	Email with J. Schairer re: orders			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
12/07/09	Review docket for recently filed pleadings			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
12/07/09	Update critical dates calendar			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50
12/09/09	Review docket for recently filed pleadings (.1); Circulate updated critical dates calendar to P. Heath, C. Jang, Z. Shapiro and J. Finocchiaro (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
12/09/09	Review of critical dates calendar			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
12/10/09	Update critical dates calendar			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
12/10/09	Meet with R. Jordan re: case status			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00
12/11/09	Circulate updated critical dates calendar to K. Prindle			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
12/15/09	Review docket for recently filed pleadings			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
12/16/09	Circulate correspondence to distribution from ADT re: customer account number			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 10  
Client # 707765

Matter # 167839

---

12/16/09	Case administration issues in connection 341 meeting			
Associate	Zachary I. Shapiro	0.20 hrs.	245.00	\$49.00
12/17/09	Status call with Garden City			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/17/09	Update critical dates calendar			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
12/20/09	Email with V. Vron re: pro hac motion			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/21/09	Email Oklahoma Tax Commission's Proof of Claim to Garden City (.1); Federal express same to Garden City (.2)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
12/21/09	Review correspondence from V. Vron re: pro hac motion (x2) (.1); Review correspondence from C. Jang re: same (.1); Review, revise and finalize pro hac motion for V. Vron (.6); Circulate draft of same to V. Vron for review (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	245.00	\$220.50
12/22/09	Attend to critical dates calendar			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
12/22/09	Review correspondence from J. Schairer re: filings on 12/21/09			
Associate	Zachary I. Shapiro	0.10 hrs.	245.00	\$24.50
12/23/09	Review docket for recently filed pleadings (.1); Update critical dates calendar (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
12/23/09	Email with C. Jang and K. Petrono re: service issues			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 11  
Client # 707765

Matter # 167839

---

12/23/09	Review correspondence from J. Schairer re: docket update			
Associate	Zachary I. Shapiro	0.10 hrs.	245.00	\$24.50
12/29/09	Email V. Vron re: retention of records			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/30/09	Review email from V. Vron re: record keeping			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00

---

Total Fees for Professional Services \$9,714.50

---

**TOTAL DUE FOR THIS INVOICE \$9,714.50**

---

**TOTAL DUE FOR THIS MATTER \$9,714.50**



Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 12  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Creditor Inquiries

11/16/09	Telephone call from J. Pardella re: questions re: creditor of Advanta			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/20/09	Respond to creditor telephone call			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
12/01/09	Creditor inquiry call from noteholder			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
12/01/09	Attend to telephone messages from potential creditors (.2); Return telephone calls from creditors (.4)			
Paralegal	Jamie E. Schairer	0.60 hrs.	195.00	\$117.00
12/02/09	Attend to telephone call from creditor			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
12/03/09	Circulate correspondence from B. De Campli to distribution list			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
12/03/09	Call with creditor re: status			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
12/07/09	Creditor inquiry call from noteholder			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/07/09	Return telephone calls from creditors			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
12/09/09	Telephone call from creditor			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 13  
Client # 707765

Matter # 167839

---

12/15/09	Circulate Oklahoma Tax Commission's proof of claim in re: Advanta Business Services Corp. to distribution			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
12/16/09	Telephone calls re: creditor inquiries			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
12/29/09	Call with creditor re: case status inquiry			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00

Total Fees for Professional Services \$690.00

TOTAL DUE FOR THIS INVOICE \$690.00

**TOTAL DUE FOR THIS MATTER \$690.00**

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 14  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Meetings

11/10/09	Email correspondence with D. Klauder re: formation meeting (.2); Email correspondence with C. Jang and R. Jordan re: formation meeting (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
11/11/09	Call with M. Collins re: committee formation			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/12/09	Review email from D. Klauder re: 341 meeting (.1); Email correspondence (x4) with Weil and P. Heath re: 341 meeting (.3)			
Associate	Chun I. Jang	0.40 hrs.	300.00	\$120.00
11/12/09	Email correspondence with D. Klauder re: 341 meeting (.2); Email correspondence with R. Jordan and R. Lemons re: 341 meeting (.2); Email correspondence with R. Jordan, R. Lemons and C. Jang re: 341 meeting (.2)			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00
11/13/09	Review email from D. Klauder re: 341 meeting (.1); Email correspondence with Weil Gotshal re: 341 meeting (.1); Review request for 341 meeting (.1); Email correspondence with R. Jordan re: same (.1); Email M. West re: initial debtor interview (.1)			
Associate	Chun I. Jang	0.50 hrs.	300.00	\$150.00
11/13/09	Meet with C. Jang re: 341 memorandum (0.1); Research 341 memorandum (0.3); Draft 341 memorandum (1.0)			
Associate	Julie A. Finocchiaro	1.40 hrs.	230.00	\$322.00
11/13/09	Email correspondence with D. Klauder re: 341 meeting (.2); Email correspondence with R. Jordan re: formation meeting issue (.1); Email correspondence with D. Klauder re: 341 meeting (.1); Email correspondence with C. Jang and R. Jordan re: 341 meeting (.1); Email correspondence with C. Jang and J. Finocchiaro re: 341 notice (.1)			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 15  
Client # 707765

Matter # 167839

---

11/16/09	Review and revise memorandum re: 341 meeting and initial debtor interview (.2); Email J. Finocchiaro re: 341 notice (.1); Email correspondence with R. Jordan re: formation meeting (.1); Review emails from R. Jordan re: initial debtor interview (.1)			
Associate	Chun I. Jang	0.50 hrs.	300.00	\$150.00
11/16/09	Revise 341 memorandum re: C.Jang.			
Associate	Julie A. Finocchiaro	0.20 hrs.	230.00	\$46.00
11/16/09	Call with B. Pfeiffer re: committee formation meeting (.2); Email correspondence with C. Jang, D. Klauder and J. Leamy re: formation meeting (.1); Email correspondence with R. Jordan and C. Jang re: formation meeting (.1); Meeting with C. Jang re: 341 meeting (.2); Email correspondence with M. Collins re: 341 meeting (.1)			
Director	Paul N. Heath	0.70 hrs.	525.00	\$367.50
11/16/09	Email correspondence with C. Jang re: initial debtor interview			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/17/09	Email correspondence with R. Jordan re: initial debtor interview and 341 meeting (.1); Email J. Dubow and P. Browne re: initial debtor interview (.1); Email J. Dubow and P. Browne re: 341 meeting memorandum (.1)			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
11/17/09	Email correspondence with M. Collins re: Committee formation meeting			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/18/09	Discussion with J. Finocchiaro re: 341 notice (.1); Call with Advanta re initial debtor interview (.1); Call with M. West re: initial debtor interview (.1); Revise 341 memorandum (.1); Email parties re: initial debtor interview (.1); Email correspondence with Garden City re: 341 notice (.1); Email correspondence with A. Sagat re: formation meeting (.1)			
Associate	Chun I. Jang	0.70 hrs.	300.00	\$210.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 16  
Client # 707765

Matter # 167839

---

11/18/09	Prepare binder for initial debtor interview and formation meeting (2.2); Draft index re: same (.8)			
Paralegal	Jamie E. Schairer	3.00 hrs.	195.00	\$585.00
11/18/09	Update notice of 341 meeting			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
11/18/09	Meet with C. Jang re: 341 memorandum (.1); Research 341 notices (1.0); Draft 341 notice (1.9)			
Associate	Julie A. Finocchiaro	3.00 hrs.	230.00	\$690.00
11/18/09	Preparation for formation meeting			
Director	Mark D. Collins	0.40 hrs.	675.00	\$270.00
11/18/09	Email correspondence with B. Pfeiffer re: Committee formation meeting (.2); Email correspondence with C. Jang and C. Johnson re: 341 notice (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
11/18/09	Email correspondence with C. Jang, J. Dubow and R. Jordan re: initial debtor interview			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/19/09	Assist in preparation for formation meeting (.7); Call with M. Wasserman at Garden City re: 341 notice (.1)			
Associate	Chun I. Jang	0.80 hrs.	300.00	\$240.00
11/19/09	Email correspondence with M. Collins re: formation meeting (.1); Email correspondence with R. Lemons re: Committee formation (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/19/09	Meeting with C. Jang re: initial debtor interview			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 17  
Client # 707765

Matter # 167839

---

11/19/09	Review correspondence from A. Sagat re: formation meeting (.1); Review correspondence from C. Jang re: same (x2) (.1); Conference with C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	245.00	\$73.50
11/20/09	Attend telephonic initial debtor interview (.8); Discussion with P. Heath re: same (.1)			
Associate	Chun I. Jang	0.90 hrs.	300.00	\$270.00
11/20/09	Update notice of 341 meeting			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/20/09	email correspondence with C. Jang re: initial debtor interview (.1); prepare for call with UST re: initial debtor interview (.3)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
11/23/09	Prepare for 341 meeting			
Associate	Julie A. Finocchiaro	0.10 hrs.	230.00	\$23.00
11/24/09	Review and revise 341 notice (.2); Email correspondence with R. Jordan re: same (.1); Discussion with J. Finocchiaro re: same (.1); Attention to filing of same (.1)			
Associate	Chun I. Jang	0.50 hrs.	300.00	\$150.00
11/24/09	Review notice of 341 meeting (.3); Efile same (.1); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
11/24/09	Review, revise and make changes to 341 notice for C. Jang			
Associate	Julie A. Finocchiaro	0.70 hrs.	230.00	\$161.00
11/24/09	Email with C. Jang re: 341 notice			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 18  
Client # 707765

Matter # 167839

---

11/25/09	Assist Z. Shapiro with preparation of initial debtor interview documents (.2); Coordinate submission of same to UST (.2)			
Paralegal	Ann Jerominski	0.40 hrs.	195.00	\$78.00
11/25/09	Revise materials for initial debtor interview binder			
Paralegal	Marisa C. DeCarli	0.20 hrs.	195.00	\$39.00
11/30/09	Call with Garden City re: service of 341 notice			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/15/09	Call with R. Lemons re: 341 meeting (.1); Attend weekly status call with company and Weil (1.2)			
Associate	Chun I. Jang	1.30 hrs.	300.00	\$390.00
12/15/09	Meet with C. Jang re: 341 meeting (.2); Email with R. Lemons and C. Jang re: 341 meeting (.1); Email C. Jang and V. Vron re: 341 meeting (.1)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
12/16/09	Call with V. Vron re: 341 meeting			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
12/17/09	Prepare for 341 meeting (.4); Prepare for and attend 341 meeting (2.8); Discussion with M. Collins re: 341 meeting (.1); Call with R. Lemons re: 341 meeting (.1)			
Associate	Chun I. Jang	3.40 hrs.	300.00	\$1,020.00
12/17/09	Assist with preparation for 341 meeting			
Paralegal	Jamie E. Schairer	1.10 hrs.	195.00	\$214.50
12/17/09	Meet with C. Jang re: 341 meeting			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
12/19/09	Multiple emails with D. Bussard et al re: scheduling call			
Director	Russell Silberglied	0.10 hrs.	600.00	\$60.00

---

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 19  
Client # 707765

Matter # 167839

---

Total Fees for Professional Services	\$8,049.00
<b>TOTAL DUE FOR THIS INVOICE</b>	<b>\$8,049.00</b>
<b>TOTAL DUE FOR THIS MATTER</b>	<b>\$8,049.00</b>



Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 20  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Executory Contracts/Unexpired Leases

11/11/09	Call with R. Lemons re: lease issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/13/09	Call with J. Alcantar re: lease amendment			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
11/15/09	Review lease amendment motion			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
11/15/09	Review of email from J. Alcantar re: lease amendment motion (.1); Review draft lease amendment motion (.3); Review of emails from D. Epstein and J. Alcantar re: motion to amend lease (.1)			
Director	Paul N. Heath	0.50 hrs.	525.00	\$262.50
11/16/09	Assist with preparation and filing of motion authorizing entry into lease amendment with Liberty Property (.4); Coordinate service of same (.1); File motion to shorten notice re: same (.3); Coordinate service of same (.1); Coordinate submission to chamber re: same (.1)			
Paralegal	Cathy M. Greer	1.00 hrs.	195.00	\$195.00
11/16/09	Review revised lease amendment motion (.2); Discussion with P. Heath re: same (.2); Call with R. Sharma re: same (.1); Call with Z. Shapiro re: same (.1); Attention to lease amendment motion and motion to shorten re: same (2.1)			
Associate	Chun I. Jang	2.70 hrs.	300.00	\$810.00
11/16/09	Meeting with C. Jang re: lease issue (.3); Research re: lease issue (.4); Email correspondence with C. Jang re: motion to amend lease (.1); Review of motion to amend lease for filing (.3)			
Director	Paul N. Heath	1.10 hrs.	525.00	\$577.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 21  
Client # 707765

Matter # 167839

---

11/17/09	Email correspondence with J. Alcantar re: order shortening notice re: lease modification motion			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
11/17/09	Serve order re: motion to shorten re: lease amendment with Liberty Property LP			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/20/09	File Motion regarding Order for Unexpired Leases (.2); Serve same (.2)			
Paralegal	Tracy A. Cameron	0.40 hrs.	195.00	\$78.00
11/29/09	Review email from D. Epstein re: lease modification motion (.1); Review email from J. Bondi re: same (.1)			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
12/01/09	Draft certification of no objection re: motion for order authorizing entry into lease amendment with Liberty Property LP (.2); Circulate same to C. Jang for review (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
12/02/09	Review and revise order authorizing entry into lease amendment with Liberty Property LP			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
12/02/09	Email with R. Jordan re: lease issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
12/03/09	Call with R. Jordan and P. Heath re Dresher lease motion (.1); Email correspondence with P. Heath and R. Jordan re same (.2)			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
12/03/09	Call to R. Jordan with C. Jang re: lease motion (.1); Email with R. Jordan and C. Jang re: lease motion (.3)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 22  
Client # 707765

Matter # 167839

---

12/10/09	Email with R. Lemons and C. Jang re: lease issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
12/15/09	Email correspondence with C. Jang re: motion to reject contracts			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
12/17/09	Email with D. Griffiths re: contract rejection motions (.2); Review motions re: same (.6)			
Associate	Chun I. Jang	0.80 hrs.	300.00	\$240.00
12/18/09	Finalize and file re: motion to reject certain sponsorship contracts (.2); Email to Garden City re: service of same (.1)			
Paralegal	Barbara J. Witters	0.30 hrs.	195.00	\$58.50
12/18/09	Attention to contract rejection motions			
Associate	Chun I. Jang	1.10 hrs.	300.00	\$330.00
12/18/09	Draft notice of motion for authority to reject certain sponsorship contracts (.2); Circulate same to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
12/18/09	Review and revise motion for authority to reject certain private label agreements (.2); Review and revise motion to reject sponsorship contracts (.2); Draft notices for both motions for authority to reject agreements (.2)			
Associate	Julie A. Finocchiaro	0.60 hrs.	230.00	\$138.00
12/18/09	Meet with C. Jang re: filing (.2); Review of contract rejection motion for filing (.1); Meet with C. Jang re: contract rejection motion (.1)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
12/18/09	Review motion to reject sponsorship contracts (.7); Correspondence to C. Jang summarizing same (.1)			
Associate	Zachary I. Shapiro	0.80 hrs.	245.00	\$196.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 23  
Client # 707765

Matter # 167839

---

12/21/09	File motion for authority to reject that certain private label agreement (.2); Serve same (.1)			
Paralegal	Tracy A. Cameron	0.30 hrs.	195.00	\$58.50
12/21/09	Review correspondence from C. Jang re: motion to reject private label agreement (.1); Correspondence to C. Jang re: same (.1); Review, revise and finalize motion to reject private label agreement and related notice of filing of same (.8); Conference with L. Kaufman re: same (.1); Correspondence to T. Cameron re: service of same (.1); Call with T. Cameron re: service of same (.1); Call with C. Jang re: status of same (.1)			
Associate	Zachary I. Shapiro	1.40 hrs.	245.00	\$343.00
12/29/09	Draft notice of withdrawal re: motion re: lease amendment with Liberty Property Limited Partnership (.3); Finalize and file same (.1)			
Paralegal	Marisa C. DeCarli	0.40 hrs.	195.00	\$78.00
12/29/09	Correspondence to T. Cameron re: notice of withdrawal re: Dresher lease motion (.1); Review, revise and finalize same (.2); Conference with M. DeCarli re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	245.00	\$98.00

---

Total Fees for Professional Services \$4,817.50

---

TOTAL DUE FOR THIS INVOICE \$4,817.50

---

TOTAL DUE FOR THIS MATTER \$4,817.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 24  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Automatic Stay/Adequate Protection

12/17/09	Call to V. Vron re: motion to extend stay			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00

				<hr/>
			Total Fees for Professional Services	\$105.00

				<hr/>
			TOTAL DUE FOR THIS INVOICE	<b>\$105.00</b>

				<hr/>
			TOTAL DUE FOR THIS MATTER	<b>\$105.00</b>

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 25  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Use, Sale of Assets

11/08/09	Efile cash management motion			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/09/09	Correspondence to C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	0.10 hrs.	245.00	\$24.50
11/10/09	Draft notice of entry of interim order re: cash management order (.9); Circulate same to J. Finocchiaro for review (.1); Efile same (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	1.30 hrs.	195.00	\$253.50
11/12/09	Email correspondence with R. Jordan re uniform depository agreements			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
11/13/09	Email correspondence with M. West re: UDAs with banks			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
11/16/09	Conference with C. Jang re: motion to amend lease (.1); Review and revise motion to amend lease (.4); Conference with C. Jang re: same (.2); Call with C. Jang re: same and draft of motion to shorten re: same (.1); Draft, revise and finalize motion shorten same (.6); Conference with C. Jang re: same (.1); Review, revise and finalize motion to amend lease and related notice of filing same (.3); Coordinate filing of same, notice of filing of same and motion to shorten same (.3)			
Associate	Zachary I. Shapiro	2.10 hrs.	245.00	\$514.50
11/24/09	Circulate notice of substantial stock ownership to distribution list			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 26  
Client # 707765

Matter # 167839

---

11/24/09	Conference with C. Jang re: notice of substantial stock ownership submitted by stockholder and procedures for filing of same (.1); Review correspondence from J. Schairer forwarding notice of substantial stock ownership (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	245.00	\$49.00
12/09/09	Email correspondence with R. Lemons and P. Heath re: investment guidelines			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
12/09/09	Email with R. Jordan and C. Jang re: investment guidelines (.4); Email with R. Lemons re: investment guidelines issues (.2)			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00
12/10/09	Review email from R. Lemons re: investment guidelines			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/10/09	Email with R. Lemons and C. Jang re: investment guidelines			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
12/11/09	Email with R. Lemons re: investment guide lines			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
12/18/09	Attention to 9019 motion re: intellectual property litigation			
Associate	Chun I. Jang	0.60 hrs.	300.00	\$180.00
12/27/09	Review email from V. Vron re: 4001-3 statement			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/29/09	Email V. Vron re: 4001-3 statement			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00

Total Fees for Professional Services

\$1,762.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 27  
Client # 707765

Matter # 167839

---

TOTAL DUE FOR THIS INVOICE

\$1,762.50

**TOTAL DUE FOR THIS MATTER**

\$1,762.50



Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 28  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Claims Administration

11/11/09	Meeting with C. Jang re: claims trading motion			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/12/09	Email correspondence with R. Jordan re claims trading			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
11/12/09	Email correspondence with C. Jang and R. Jordan re: claims issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/13/09	Email correspondence with M. Collins re: claim issue			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/24/09	Email with R. Jordan and R. Lemons re: claims trading motion (.2); Email with J. Leamy re: claims trading motion (.2)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
12/02/09	Review of research re: claims trading motion issue			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
12/28/09	Email correspondence with A. Fish re: bar date notice			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00

---

Total Fees for Professional Services \$742.50

---

TOTAL DUE FOR THIS INVOICE \$742.50

---

TOTAL DUE FOR THIS MATTER \$742.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 29  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Court Hearings

11/08/09	Assist with first day motions and hearing binders			
Paralegal	Barbara J. Witters	1.70 hrs.	195.00	\$331.50
11/08/09	Prepare first day hearing binder			
Paralegal	Brenda D. Tobin	3.80 hrs.	100.00	\$380.00
11/08/09	Review first day items and prepare same for filing			
Associate	Chun I. Jang	3.40 hrs.	300.00	\$1,020.00
11/08/09	Assist with the preparation of first day hearing binders			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
11/08/09	Telephone call with C. Jang re: first day hearing (.2); E-mail correspondence with C. Jang re: same (.2)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
11/08/09	Prepare first day hearing binders			
Paralegal	Tracy A. Cameron	3.00 hrs.	195.00	\$585.00
11/09/09	Review first day binders and deliver same to US Trustee and court (.7); Call with court re: delivery of first day binders and first day hearing (.1); Email company re: status of first day hearing (.1); Call with P. Heath and R. Lemons re: first day hearing (.3); Call with chambers re: first day hearing (.1); Discussion with P. Heath re: same (.1); Email parties re: first day hearing and attention to notice of same (.1); Conference call with company and Weil Gotshal re: first day hearing (.8); Call with US Trustee re: same (.1); Left voicemail with chambers re: second day hearing schedule (.1); Call with US Trustee re: first day orders (.6); Prepare for first day hearing (.5); Prepare for first day hearing (1.4); Email correspondence with M. Collins re: first day hearing (.1); Email correspondence with R. Jordan re: same (.1)			
Associate	Chun I. Jang	5.20 hrs.	300.00	\$1,560.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 30  
Client # 707765

Matter # 167839

---

11/09/09	Efile certification of counsel re: delivery of first day binders to the U.S. Trustee (.1) Coordinate delivery of same to chambers (.1); Coordinate preparation of additional binders (.3); Finalize binders for 11/10/09 hearing (.7); Efile notice of filing of petitions and first day pleadings and notice of first day hearing (.1); Serve same (.1); Revise orders for first day hearing (1.8); Provide C. Jang with all first day pleadings and all petitions filed (.3); Provide J. Dubow with same (.3); Meet with C. Jang and J. Finocchiaro re: orders re: first day motions (.3); Provide C. Jang and J. Finocchiaro with revised orders (.5); Create motion chart (.7)			
Paralegal	Jamie E. Schairer	5.30 hrs.	195.00	\$1,033.50
11/09/09	Attend to first day binder (.8); Deliver first day binders to the court and the trustee's office (.2); Revise certifications of counsel re: first day pleadings, notice of hearings and pro hoc motions (.9); Emails re: Judge Gross being added to case and the time of the hearing (.3); Revise notice for first day pleadings (.1); Research biography of Judge Carey and write summary (1.1); Print out order for C. Jang (.1); Review first day motions (.4); Review and revise first day motions including joint administration, cash management, utilities, insurance and retention of Garden City (.8); Meet with J. Schairer and C. Jang re: first day motions (.2); Review and revise first day tax and insurance motions (.6); Final revisions of first day motions with C. Jang and gather examples for insurance motion (.6).			
Associate	Julie A. Finocchiaro	6.10 hrs.	230.00	\$1,403.00
11/09/09	Review first day motions in advance of first day hearing			
Director	Mark D. Collins	2.10 hrs.	675.00	\$1,417.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 31  
Client # 707765

Matter # 167839

---

11/09/09	Meeting with C. Jang re: hearing (.1); Call to R. Lemons re: hearing (.1); Call with R. Lemons and C. Jang re: same (.3); Call with R. Lemons, M. Cocoa and R. Jordan re: same (.8); Meeting with C. Jang re: same (.3); Call with J. Finocchiaro re: same (.1); Call to Court re: same (.1); Call with D. Klauder re: same (.2); Email correspondence with R. Lemons, R. Jordan and C. Jang re: call with U.S. Trustee (.2); Email correspondence with Court re: hearing (.2); Email correspondence with C. Jang re: same (.1); Email correspondence with C. Jang and J. Dubow re: same (.1); Email correspondence with T. Becker and C. Jang re: same (.1); Email correspondence with C. Jang and R. Lemons re: same (.1); Email correspondence with C. Jang re: same (.1); Email correspondence with J. Dubow and R. Lemons re: same (.1); Call with R. Lemons, R. Jordan, D. Klauder and J. Leemy re: same (.6); Email correspondence with Court re: same (.1); Email correspondence with C. Jang, R. Lemons and R. Jordan re: same (.2); Meeting with C. Jang re: same (.4); Prepare for first day hearing (1.5); Email correspondence with C. Jang re: orders for first day hearing (.1); Email correspondence with D. Klauder re: hearing (.2)			
Director	Paul N. Heath	6.10 hrs.	525.00	\$3,202.50
11/10/09	Confer with C. Jang re: notice of entry of interim orders (.1); Confer with J. Schairer re: same (.2)			
Paralegal	Aja E. McDowell	0.30 hrs.	195.00	\$58.50
11/10/09	Prepare for first day hearing (6.9); Attention to notices and service issues re: first day orders and final hearing re: same (2.3)			
Associate	Chun I. Jang	9.20 hrs.	300.00	\$2,760.00
11/10/09	Revise first day orders for hearing (1.0); Assist with preparation for hearing (.4); Finalize orders and prepare blacklines for hearing (2.7)			
Paralegal	Jamie E. Schairer	4.10 hrs.	195.00	\$799.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 32  
Client # 707765

Matter # 167839

---

11/10/09	Prepare for first day hearing and finalize print agenda and orders (1.0); Review and revise first day pleadings (.3); Review and revise first day orders (1.2); Review and revise NOL order with C. Jang (.4); Review and revise first day orders (1.6); Deliver NOL orders to first day hearing (.7); Review and revise notices and orders for first day pleadings (1.3); Call with M. Wasserman re: creditor matrix (.1); Emails with M. Wasserman re: creditor matrix (.1); Review and revise of first day pleadings(2.0)			
Associate	Julie A. Finocchiaro	8.70 hrs.	230.00	\$2,001.00
11/10/09	Preparation for and attendance at portion of first day hearing (2.6); Attend meetings following first day hearing re: go-forward items and matters (.5)			
Director	Mark D. Collins	3.10 hrs.	675.00	\$2,092.50
11/10/09	Meeting with M. Collins re: hearing (.1); Call with D. Klauder re: same (.2); Meeting with C. Jang re: same (.3); Call with R. Lemons re: same (.2); Email correspondence with R. Jordan and R. Lemons re: same (.2); Preparing for hearing (3.0); Meeting with R. Jordan and R. Lemons re: hearing (.3); Email correspondence with C. Jang re: same (.2); Email correspondence with M. Collins re: same (.2); Call to Court re: same (.1); Call with Court re: same (.2); Attend hearing (.9); Email correspondence with D. Klauder re: hearing (.1)			
Director	Paul N. Heath	6.00 hrs.	525.00	\$3,150.00
11/10/09	Prepare for and assist in preparation for first day hearing			
Associate	Zachary I. Shapiro	1.10 hrs.	245.00	\$269.50
11/11/09	Update first day hearing binder with orders entered re: first day motions (.5); Provide C. Jang with updated first day binder (.1); Update motion chart (.3); Circulate first day orders to counsel and co-counsel on the Advanta distribution list (.4)			
Paralegal	Jamie E. Schairer	1.30 hrs.	195.00	\$253.50
11/16/09	Email correspondence with C. Jang and M. Walsh re: reply to Ore Hill response			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 33  
Client # 707765

Matter # 167839

---

11/17/09	Update motion chart			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
11/18/09	Update motion chart (.1); Draft 12/4/09 hearing agenda (.5)			
Paralegal	Jamie E. Schairer	0.60 hrs.	195.00	\$117.00
11/19/09	Review email from D. Klauder re: objection deadline for second day items			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
11/19/09	Email correspondence with C. Jang and D. Klauder re: hearing (.2); email correspondence with R. Lemons and R. Jordan re: hearing (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
11/20/09	Update motion chart (.2); Draft 12/4/09 hearing agenda (1.5); Prepare binder for first day hearing of new petitions filed (1.1)			
Paralegal	Jamie E. Schairer	2.80 hrs.	195.00	\$546.00
11/20/09	Email correspondence with C. Jang and R. Jordan re: hearing			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/21/09	Email correspondence with C. Jang re: hearing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/23/09	Email and phone correspondence with clerk's office and chambers re: hearing for additional petitions (.2); Call with chambers re: hearing binder for 11/24/09 hearing (.1); Call with J. Leamy re: 11/24/09 hearing (.1); Attention to preparation for 11/24/09 hearing (.1)			
Associate	Chun I. Jang	0.50 hrs.	300.00	\$150.00
11/23/09	Finalize binders for first day of new petitions filed 11/20/09 (.4); Draft agenda for 11/24/09 hearing (1.5); Efile 11/24/09 agenda (.1); Serve same (.1); Coordinate delivery of same to chambers (.1); Prepare binder for 11/24/09 hearing (1.6); Revise 12/4/09 hearing agenda (.3)			
Paralegal	Jamie E. Schairer	4.10 hrs.	195.00	\$799.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 34  
Client # 707765

Matter # 167839

---

11/23/09	Conference with Z. Shapiro re: notice of first day hearing re: additional debtors (.1); Conference with Z. Shapiro and J. Madron re: same (.2)			
Associate	Lee Kaufman	0.30 hrs.	275.00	\$82.50
11/23/09	Meet with C. Jang re: hearing (.6); Email with C. Jang re: same (.1); Email with R. Jordan and C. Jang re: same (.2); Review of email from J. Leamy re: comments to motions (.2); Email with R. Lemons and R. Jordan re: US Trustee comments to motions (.2); Review of agenda (.1)			
Director	Paul N. Heath	1.40 hrs.	525.00	\$735.00
11/23/09	Review correspondence from C. Jang re: delivery of first day binder for additional debtor entities (.2); Coordinate delivery of same (.2); Review, revise and finalize agenda for first day hearing on additional debtor entities on 11/24/09 (.4); Conference with L. Kaufman re: same (.1); Conference with J. Madron re: same (.1); Conference with C. Jang re: same (x2) (.2)			
Associate	Zachary I. Shapiro	1.20 hrs.	245.00	\$294.00
11/24/09	Assist in preparation for 11/24/09 hearing (.5); Review voicemail from court re: agenda for 11/24/09 hearing (.1); Attention to filing of additional agendas (.1)			
Associate	Chun I. Jang	0.70 hrs.	300.00	\$210.00
11/24/09	Finalize binders for 11/24/09 hearing (.4); Prepare order re: "me too" motion for additional Advanta entities (.4); Efile 11/24/09 hearing agenda in the cases of Advanta Ventures, Advanta Credit Card Receivables, Ideablob and BizEquity (.4)			
Paralegal	Jamie E. Schairer	1.20 hrs.	195.00	\$234.00
11/24/09	Email PDF document versions to R. Jordan			
Associate	Julie A. Finocchiaro	0.30 hrs.	230.00	\$69.00
11/24/09	Meet with C. Jang re: hearing (.3); Meet with R. Jordan re: same (.6); Prepare for hearing (.6); Attend hearing (.5); Email with R. Jordan and R. Lemons re: hearing (.1)			
Director	Paul N. Heath	2.10 hrs.	525.00	\$1,102.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 35  
Client # 707765

Matter # 167839

---

11/25/09	Review emails re: Committee requests for adjournment of items for 12/4/09 hearing			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
11/25/09	Review of email from R. Lemons re: hearing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/27/09	Review emails (x5) from R. Lemons and W. Rosoff re: 12/4/09 hearing			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
11/27/09	Email with R. Lemons and B. Rosoff re: hearing			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
11/29/09	Review emails from R. Lemons and W. Rosoff re: 12/4/09 hearing			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
11/30/09	Review and revise 12/4/09 agenda per Z. Shapiro (.3); Call to chambers re: omnibus hearing dates (.1)			
Paralegal	Ann Jerominski	0.40 hrs.	195.00	\$78.00
11/30/09	Review UST comments to second day items (.1); Discuss same with Z. Shapiro (.1); Discussion with Z. Shapiro re: agenda for 12/4/09 hearing (.1); Call with Z. Shapiro re: 12/4/09 hearing (.1); Discussion with Z. Shapiro re: same (.1); Email correspondence with R. Jordan re: UST comments to second day items (.1); Email correspondence with R. Jordan re: agenda for 12/4/09 hearing (.1); Review and revise agenda for 12/4/09 hearing and distribute same (.4); Review emails from D. Griffiths and R. Jordan re: 12/4/09 hearing (.2)			
Associate	Chun I. Jang	1.30 hrs.	300.00	\$390.00



Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 36  
Client # 707765

Matter # 167839

---

11/30/09	Meet with Z. Shapiro re: agenda for 12/4/09 hearing (.1); Email with L. Leamy re: hearing (.2); Review of email from R. Jordan re: hearing (.1); Email with R. Jordan and C. Jang re: hearing (.2); Email with R. Jordan and C. Jang re: 2015.3 motion (.3); Email with R. Jordan and C. Jang re: agenda for 12/4/09 hearing (.1); Email with C. Jang re: same (.1); Email with R. Jordan re: hearing (.2)			
Director	Paul N. Heath	1.30 hrs.	525.00	\$682.50
11/30/09	Conference with C. Jang re: obtaining additional omnibus hearing dates (.1); Conference with A. Jerominski re: same (x2) (.2); Conference with C. Jang re: agenda for 12/4/09 hearing (.1); Review correspondence from C. Jang re: same (.1); Conference with C. Greer re: same (x2) (.2); Conference with A. Jerominski re: same (x2) (.2); Review, revise and finalize agenda for 12/4/09 hearing (.3); Conference with C. Jang re: same (.1); Further revise agenda for same in light of C. Jang's comments (.2); Review correspondence from C. Jang forwarding same to co-counsel (.1); Review correspondence from R. Jordan re: comments to same (.1)			
Associate	Zachary I. Shapiro	1.70 hrs.	245.00	\$416.50
12/01/09	Review revisions to second day orders and email correspondence with J. Leamy re: same (.7); Email correspondence with Weil re: additional omnibus hearing dates (.1); Attention to second day orders (.3); Review and revise agenda for second day hearing (.3); Email J. Leamy re: second day orders (.1); Email correspondence with J. Schairer and Z. Shapiro re: same (.1); Discussion with Z. Shapiro re: same (.1); Email R. Jordan re: 12/4/09 hearing (.1); Call with J. Leamy re: second day hearing (.1); Email co-counsel re: same (.1); Email R. Jordan re: second day orders (.1); Email correspondence with R. Jordan re: 12/4/09 hearing (.1)			
Associate	Chun I. Jang	2.20 hrs.	300.00	\$660.00
12/01/09	Email C. Jang, Z. Shapiro and J. Finocchiaro re: omnibus hearing dates (.1); Update motion chart (.2); Prepare 12/4/09 hearing binder (.6); Draft certification of counsel re: scheduling omnibus hearing dates (.2); Circulate same to Z. Shapiro for review (.1); Efile same (.1); Coordinate delivery of same to chambers (.1)			
Paralegal	Jamie E. Schairer	1.40 hrs.	195.00	\$273.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 37  
Client # 707765

Matter # 167839

---

12/01/09	Email with C. Jang re: revised orders for hearing (.1); Review of revised orders for hearing (.3); Email with J. Leamy re: hearing (.2); Email with C. Jang re: hearing (.2); Email with C. Jang re: hearing dates (.1); Email with C. Jang and J. Leamy re: revised orders (.1); Emails with C. Jang and R. Jordan re: hearing (.1)			
Director	Paul N. Heath	1.10 hrs.	525.00	\$577.50
12/01/09	Review correspondence from C. Jang re: scheduling omnibus hearing dates (.1); Correspondence to C. Jang re: same (.1); Review, revise and finalize certification of counsel re: same (.2); Review correspondence from A. Jerominski re: same (.1); Review correspondence from J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.60 hrs.	245.00	\$147.00
12/02/09	Revise agenda for 12/4/09 hearing (.2); Discussion with J. Schairer re: hearing binder (.1); Email co-counsel re: 12/4/09 hearing (.1); Review email from R. Jordan re: 12/4/09 hearing (.1); Meeting with Z. Shapiro re: agenda for 12/4/09 hearing (.1); Call with chambers re: same (.1); Revise second day orders to submit under certification of counsel (1.2); Attention to preparation and submission second day orders under certification of counsel (2.4)			
Associate	Chun I. Jang	4.30 hrs.	300.00	\$1,290.00
12/02/09	Finalize 12/4/09 hearing binder (.8); Efile 12/4/09 hearing agenda (.1); Serve same (.1); Coordinate delivery of 12/4/09 hearing binder to chambers (.2); Coordinate service of order re: scheduling of omnibus hearing dates (.1); Circulate same to RLF working group and co-counsel (.1)			
Paralegal	Jamie E. Schairer	1.40 hrs.	195.00	\$273.00
12/02/09	Meet with C. Jang re: hearing (.2); Review of agenda (.2); Email with C. Jang re: agenda (.2); Email with C. Jang and R. Jordan re: agenda and hearing (.2); Review of orders for hearing (.3)			
Director	Paul N. Heath	1.10 hrs.	525.00	\$577.50
12/02/09	Review correspondence from C. Jang re: revised agenda for 12/4/09 hearing			
Associate	Zachary I. Shapiro	0.10 hrs.	245.00	\$24.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 38  
Client # 707765

Matter # 167839

---

12/03/09	Discussion with P. Heath re second day hearing (.1); Prepare certification of counsel/certification of no objection binder for second day orders and prepare amended agenda to reflect same (1.2)			
Associate	Chun I. Jang	1.30 hrs.	300.00	\$390.00
12/03/09	Prepare binder for amended 12/4/09 hearing agenda (1.3); Revise 12/4/09 amended hearing agenda (.4); Efile same (.1); Serve same (.1); Circulate same to distribution (.1); Coordinate delivery of 12/4/09 amended hearing agenda and binder re: same to chambers (.2); Draft second amended 12/4/09 hearing agenda (.4); Circulate same to C. Jang for review (.1); Efile same (.1); Serve same (.1); Coordinate delivery of same to chambers (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	3.10 hrs.	195.00	\$604.50
12/03/09	Meet with C. Jang re: hearing (.1); Call with court re: hearing (.3); Review amended agenda (.1); Email with J. Schairer re: amended agenda (.1)			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00
12/03/09	Finalize amended agenda for 12/4/09 hearing (.2); Conference with J. Schairer re: same (.1); Finalize second amended agenda for 12/4/09 hearing (.2); Review correspondence from J. Schairer re: service of same (.1)			
Associate	Zachary I. Shapiro	0.60 hrs.	245.00	\$147.00
12/04/09	Call with R. Jordan re: second day orders (.1); Email correspondence with J. Schairer re: second day orders (.1)			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
12/04/09	Attention to status and preparation for omnibus hearing			
Director	Mark D. Collins	0.20 hrs.	675.00	\$135.00
12/09/09	Update motion chart			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
12/10/09	Update motion chart			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 39  
Client # 707765

Matter # 167839

---

12/14/09	Review of email from R. Lemons re: hearing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
12/16/09	Conference with C. Jang re: draft agenda for 1/05/10 omnibus hearing (.1); Correspondence to J. Schairer re: preparation of same (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	245.00	\$73.50
12/17/09	Review email from V. Vron re: request for hearings (.1); Call with R. Lemons re: hearing scheduling (.1); Email with V. Vron re: requests for hearing (.1)			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
12/17/09	Draft 1/5/10 hearing agenda (.8); Update motion chart (.1)			
Paralegal	Jamie E. Schairer	0.90 hrs.	195.00	\$175.50
12/17/09	Review and revise agenda for 1/5/10 hearing			
Associate	Zachary I. Shapiro	0.60 hrs.	245.00	\$147.00
12/18/09	Email with V. Vron re: scheduling of hearings			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/18/09	Prepare 1/5/10 hearing binder			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
12/22/09	Review email from D. Klauder re: 1/5/10 hearing items (.1); Call with V. Vron re: 1/5/10 hearing (.1)			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
12/22/09	Revise 1/5/10 hearing agenda (.1); Update 1/5/10 hearing binder (.1); Update motion chart (.4)			
Paralegal	Jamie E. Schairer	0.60 hrs.	195.00	\$117.00
12/23/09	Discussion with P. Heath re: 1/5/10 hearing (.1); Review email from D. Klauder re: 1/5/10 hearing (.1)			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 40  
Client # 707765

Matter # 167839

---

12/23/09	Revise 1/5/10 hearing agenda (.1); Circulate same to Z. Shapiro for review (.1); Update motion chart (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
12/23/09	Meet with C. Jang re: hearing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
12/23/09	Conference with J. Schairer re: hearing agenda for 1/5/10 hearing (x2) (.2); Review correspondence from J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	245.00	\$73.50
12/28/09	Review 1/5/10 hearing draft agenda			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/29/09	Review voicemail from chambers re: 1/5/10 hearing (.1); Email V. Vron and R. Lemons re: agenda for 1/5/10 hearing (.1); Attention to agenda for 1/5/10 hearing (.2); Email correspondence with Z. Shapiro and T. Cameron re: agenda for 1/5/10 hearing (.1)			
Associate	Chun I. Jang	0.50 hrs.	300.00	\$150.00
12/29/09	Revise 1/5/10 hearing agenda (.2); E-mail T. Cameron (x2) re: same (.1); Meeting with Z. Shapiro re: same (.1)			
Paralegal	Marisa C. DeCarli	0.40 hrs.	195.00	\$78.00
12/29/09	Email correspondence with C. Jang and V. Vron re: hearing and agenda (.2); Review of agenda (.1); Email correspondence with C. Jang re: agenda (.1)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
12/29/09	Review, revise and finalize agenda for 1/5/10 hearing (.4); Review correspondence from C. Jang re: same (.1); Review correspondence from V. Vron re: comments to same (x2) (.1); Review correspondence from R. Lemon re: same (.1); Correspondence to T. Cameron re: same (.1); Review correspondence from C. Jang re: same (.1); Finalize agenda (.2)			
Associate	Zachary I. Shapiro	1.10 hrs.	245.00	\$269.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 41  
Client # 707765

Matter # 167839

---

12/30/09	Review 1/5/10 hearing agenda			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/30/09	Review of 1/5/10 hearing agenda			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
12/30/09	File 1/5/10 agenda (.2); Coordinate service re: same with Garden City Group (.1); Update 1/5/10 hearing binder (.1); Send to chambers (.1)			
Paralegal	Tracy A. Cameron	0.50 hrs.	195.00	\$97.50
12/30/09	Review, revise and finalize 1/5/10 agenda (.3); Conference with C. Jang re: same (.2); Conference with T. Cameron re: same (.1); Review correspondence from T. Cameron re: service of same (.1)			
Associate	Zachary I. Shapiro	0.70 hrs.	245.00	\$171.50
12/31/09	Discussion with Z. Shapiro re: 1/5/10 hearing (.1); Email correspondence with J. Depman and V. Vron re: 1/5/10 hearing (.1)			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
12/31/09	Email correspondence with C. Jang and V. Vron re: hearing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50

---

Total Fees for Professional Services \$37,271.00

TOTAL DUE FOR THIS INVOICE \$37,271.00

TOTAL DUE FOR THIS MATTER \$37,271.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 42  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to General Corporate/Real Estate

12/18/09	Email with M. Collins and D. Bussard re: fiduciary duty issue			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
12/21/09	Review/reply to S. Gold et. al. emails re: conference call (.2); Telephone conference call with S.Gold, M. Collins, R. Silberglied and P.Heath re: fiduciary duty and related issues (.7); Confer with R. Silberglied re: fiduciary duty issues (.2); Review/reply to S.Gold and R. Silberglied emails re: 102(b)(7) issues (.2); Confer with T. Pilard re: research on 102(b)(7) issues (.2)			
Director	D. A. Bussard	1.50 hrs.	700.00	\$1,050.00
12/21/09	Attend to call with M. Collins, R. Silberglied, D. Bussard and S. Gold re: fiduciary duty issues (.8); Email with M. Collins and D. Bussard re: call re: fiduciary duty issue (.1)			
Director	Paul N. Heath	0.90 hrs.	525.00	\$472.50
12/21/09	Conference call with S. Gold, D. Bussard and M. Collins re: SEC reporting and fiduciary duty issues (.8); Conference with D. Bussard re: same and with M. Collins re: same (.1); Email from, to D. Bussard and from S. Gold re: 102(b)(7) issue (.1)			
Director	Russell Silberglied	1.00 hrs.	600.00	\$600.00
12/21/09	Conference with D. Bussard (.7); Research related to interpretation of "a knowing violation of law" and "intentional misconduct" in the context of section 102(b)(7) of the DGCL (5.5)			
Associate	Tiffany N. Pilard	6.20 hrs.	275.00	\$1,705.00
12/22/09	Review T. Pilard email re: results of 102(b)(7) research and Disney case (.2); Email to R. Silberglied re: 102(b)(7) issue and advice to S. Gold (.2); Confer with R. Silberglied re: 102(b)(7) issues (.1)			
Director	D. A. Bussard	0.50 hrs.	700.00	\$350.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 43  
Client # 707765

Matter # 167839

---

12/22/09	Read T. Piland analysis (.1); Emails with D. Bussard re: same (.1); Conference with D. Bussard re: fiduciary duty analysis (.1); Call with S. Gold re: fiduciary duties (.1)			
Director	Russell Silberglied	0.40 hrs.	600.00	\$240.00
12/29/09	Email correspondence with C. Jang re: records issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00

Total Fees for Professional Services \$4,575.00

TOTAL DUE FOR THIS INVOICE \$4,575.00

TOTAL DUE FOR THIS MATTER \$4,575.00



Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 44  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Schedules/SOFA/U.S. Trustee Reports

11/08/09	E-mail correspondence with C. Jang, A. Withey and R. Jordan re: U.S. Trustee fee			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/09/09	Email correspondence with C. Jang and R. Jordan and R. Lemon re: reporting requirement			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/10/09	Call with J. Heck, J. O'Malley, J. Labovitz and A. Prete re: reporting requirements			
Director	Paul N. Heath	0.50 hrs.	525.00	\$262.50
11/11/09	Call with Alavarez re: reporting requirements			
Associate	Chun I. Jang	0.60 hrs.	300.00	\$180.00
11/12/09	Email correspondence with C. Jang re: schedules and SOFAs			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/13/09	Review motion to extend time to file schedules and statements			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
11/13/09	Draft notice of motion to extend time to file schedules and statements			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
11/13/09	Email correspondence with R. Jordan and C. Jang re: 2015.3 reporting issue (.2); Review of motion to extend time to file schedules and SOFA's for filing (.2); Email correspondence with R. Jordan and C. Jang re: schedule filing extension motion (.1); Email correspondence with C. Jang and A. Withey re: 2015.3 report (.1)			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 45  
Client # 707765

Matter # 167839

---

11/13/09	Review and revise motion to extend time to file schedules and statements (.7); Conference with C. Jang re: same (.2)			
Associate	Zachary I. Shapiro	0.90 hrs.	245.00	\$220.50
11/15/09	Review and revise motion to extend time to file schedules and statements and related notice of filing of same			
Associate	Zachary I. Shapiro	0.80 hrs.	245.00	\$196.00
11/16/09	Review motion to extend deadline to file schedules and statements (.2); Email correspondence with R. Salisbury re: initial operating report (.1)			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
11/16/09	Efile motion to extend deadline to file schedules and statements (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
11/16/09	Review and revise motion to extend time to file schedules and statements and related notice of filing of same (.6); Conference with C. Jang re: same (x3) (.3); Coordinate filing and service of same (.2)			
Associate	Zachary I. Shapiro	1.10 hrs.	245.00	\$269.50
11/18/09	Email correspondence with C. Jang re: initial operating report			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/19/09	Email R. Jordan re: 2015.3 reporting requirements (.1); Email correspondence with D. Griffiths re: 2015.3 reporting requirements (.2); Review email from R. Jordan re: 2015.3 reporting requirements (.1)			
Associate	Chun I. Jang	0.40 hrs.	300.00	\$120.00
11/19/09	Preparation for and attendance at formation meeting, including meeting at Richards, Layton & Finger			
Director	Mark D. Collins	4.60 hrs.	675.00	\$3,105.00
11/20/09	Call with C. Jang, M. West, R. Jordan, P. Brown, J. Dubow re: reporting issues			
Director	Paul N. Heath	0.90 hrs.	525.00	\$472.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 46  
Client # 707765

Matter # 167839

---

11/23/09	Call with M. Boyle and A. Sagat re: initial operating report (.1); Review monthly operating report (.2); Call with M. Boyle re: same (.1); Review revised monthly operating report (.1)			
Associate	Chun I. Jang	0.50 hrs.	300.00	\$150.00
11/23/09	Email C. Jang re: initial reporting requirements (.1); Efile initial reporting requirements (.2); Coordinate delivery of same to U.S. Trustee (.2)			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
11/23/09	Meet with C. Jang re: initial operating report (.1); Review of initial operating report (.2)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
11/23/09	Review correspondence from C. Jang re: initial monthly operating report (.1); Review same (.2); Conference with C. Jang re: same (x2) (.2); Coordinate filing and service of same (.1); Review correspondence from J. Schairer re: deadline to submit disclosures to United States Trustee (.1); Conference with C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	0.80 hrs.	245.00	\$196.00
11/24/09	Draft affidavit of service re: initial reporting requirements (.3); Efile same (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
11/24/09	Email with D. Griffiths re: 2015.3 reporting extension motion			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/24/09	Review correspondence from J. Schairer re: initial disclosures to United States Trustee (.1); Conference with C. Jang re: same (x2) (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	245.00	\$73.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 47  
Client # 707765

Matter # 167839

---

11/25/09	Review 2015.3 extension motion (.3); Email correspondence with Weil re: same (.2); Discussion with P. Heath re monthly operating reports (.1); Email correspondence with A. Sagat and R. Jordan re: same (.1); Call with C. Ravitch re: same (.1); Call with C. Ravitch re: same (.1); Email A. Sagat and R. Jordan re: same (.1)			
Associate	Chun I. Jang	1.00 hrs.	300.00	\$300.00
11/25/09	Email with C. Jang re: monthly operating report issue (.1); Meet with C. Jang re: same (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/25/09	Review correspondence from C. Jang re: initial operating report (.1); Conference with C. Jang re: initial operating report (.1); Conference with C. Greer re: same (.1); Conference with J. Madron re: same (x2) (.2); Conference with M. DeCarli re: same (x2) (.1); Review same and binder of same (1.1); Draft, revise and finalize letter to UST re: same (.3); Conference with C. Jang re: same (x3) (.3); Further revise letter re: same in light of C. Jang's comments (.2); Conference with C. Jang re: same (x2)(.2); Conference with A. Jerominski re: same (x2) (.2); Correspondence to and from A. Jerominski re: same (.2)			
Associate	Zachary I. Shapiro	3.10 hrs.	245.00	\$759.50
11/30/09	Call with J. Leamy re: motion to extend deadline to file 2015.3 reports (.1); Email correspondence with R. Jordan re: 2015.3 reports (.1)			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
12/01/09	Review email from D. Griffiths re: 2015.3 extension motion			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/01/09	Email with C. Jang and R. Jordan re: 2015.3 motion			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
12/01/09	Review and revise order approving motion to extend time to file schedules and statements			
Associate	Zachary I. Shapiro	0.30 hrs.	245.00	\$73.50

Jay A. Dubor, Esq.  
 Vice President, General Counsel and Chief Administrative Officer  
 Advanta Corp.  
 Welsh and McKean Roads  
 P.O. Box 844  
 Spring House PA 19477-0844

January 27, 2010  
 Invoice 349252  
 Page 48  
 Client # 707765

Matter # 167839

12/02/09	Review and revise order for extension to file schedules and statements			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
12/02/09	Revise certification of counsel regarding extension to file schedules and statements (.2); Finalize and efile same (.2)			
Paralegal	Janel Gates	0.40 hrs.	195.00	\$78.00
12/02/09	Review, revise and finalize order re: motion to extend time to file schedules and statements and related certification of counsel re: same (.4); Conference with C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	245.00	\$122.50
12/03/09	Draft notice of motion to extend time to file 2015.3 reports (.5); Efile same (.2); Serve same (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.90 hrs.	195.00	\$175.50
12/03/09	Coordinate service of order re: motion to extend deadlines to file schedules and statements and circulate same to distribution			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
12/03/09	Review correspondence from C. Jang re: motion to extend deadline to file 2015.3 reports (.1); Review, revise and finalize same and notice of filing of same (.6); Conference with J. Schairer re: filing and service of same (.2)			
Associate	Zachary I. Shapiro	0.90 hrs.	245.00	\$220.50
12/04/09	Review of 2015.3 reporting motion for filing			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
12/11/09	Email correspondence with A. Sagat re: reporting requirements			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/11/09	Email with A. Sagat, R. Jordan and C. Jang re: monthly operating report (.1); Email with M. West re: reporting requirements (.1); Email to D. Thorne, M. Caloway, R. Chesley and H. Uribe re: reporting requirements (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 49  
Client # 707765

Matter # 167839

---

12/17/09	Email with A. Sagat re: monthly operating reports			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/17/09	Email with A. Sagat re: monthly operating reports			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/22/09	Attend conference call re: monthly operating report (.8); Call with V. Vron re: 2015.3 reports (.2); Review emails re: monthly operating reports (.2)			
Associate	Chun I. Jang	1.20 hrs.	300.00	\$360.00
12/23/09	Attend conference call re: monthly operating report			
Associate	Chun I. Jang	0.70 hrs.	300.00	\$210.00
12/24/09	Email correspondence with V. Vron re: monthly operating report (.2); Call with M. Boyle re: same (.2)			
Associate	Chun I. Jang	0.40 hrs.	300.00	\$120.00
12/29/09	Review emails from M. Boyle and J. Sogot re: monthly operating reports			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/30/09	Review email from M. Boyle re: monthly operating reports (.1); Review emails from M. Boyle and J. Sogot re: monthly operating reports (.1); Email correspondence with V. Vron re: monthly operating reports (.1)			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
12/30/09	Email correspondence with C. Jang re: monthly operating reports			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
12/30/09	Review correspondence from C. Jang re: monthly operating report for November 2009 (x2) (.1); Conference with C. Jang re: same (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	245.00	\$73.50
12/31/09	Assemble November monthly operating report (.2); File same (.2); Serve same (.1)			
Paralegal	Cathy M. Greer	0.50 hrs.	195.00	\$97.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 50  
Client # 707765

Matter # 167839

---

12/31/09	Email correspondence with J. Sogot re: monthly operating reports (.1); Email correspondence with C. Greer re: monthly operating reports (.1); Review emails from Z. Shapiro and J. Sogot re: monthly operating reports (.1)			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
12/31/09	Conference with C. Jang re: filing of November 2009 monthly operating report (.1); Review correspondence from C. Jang re: same (x2) (.1); Review correspondence from J. Sogot re: same (x3) (.2); Review, revise and finalize November 2009 monthly operating report (.3); Conference with C. Greer re: filing and service of same (.2); Correspondence to Weil team re: confirmation of service and filing of November 2009 monthly operating report (.1)			
Associate	Zachary I. Shapiro	1.00 hrs.	245.00	\$245.00

---

Total Fees for Professional Services \$10,271.00

---

TOTAL DUE FOR THIS INVOICE **\$10,271.00**

---

TOTAL DUE FOR THIS MATTER **\$10,271.00**

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 51  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Employee Issues

11/08/09	Efile employee wage motion			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/09/09	Email correspondence with R. Jordan and R. Lemons re: employee wage issue (.2); Email correspondence with D. Klauder re: employee wage issue (.2); Email correspondence with R. Jordan re: severance issue (.1); Email correspondence with D. Klauder and C. Jang re: severance issue (.2)			
Director	Paul N. Heath	0.70 hrs.	525.00	\$367.50
11/10/09	Draft notice of entry of interim order re: employee wage order (.7); Circulate same to J. Finocchiaro for review (.1); Efile same (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	1.10 hrs.	195.00	\$214.50
11/18/09	Email correspondence with A. Sagat, R. Jordan and J. Alcantar re: employee issue (.2); Call with A. Sagat, R. Jordan, J. Plavner and J. Bondi re: employee issue (.6); Email correspondence with A. Sagat and R. Jordan re : employee issue (.1)			
Director	Paul N. Heath	0.90 hrs.	525.00	\$472.50
11/25/09	Review of email from A. Sagat re: severance issue			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/30/09	Email with A. Sagat and R. Jordan re: severance issue (.2); Research re: severance issue (.4); Email with C. Jang and R. Lemons re: wage order (.1); Email with R. Jordan and A. Sagat re: severance issue (.1)			
Director	Paul N. Heath	0.80 hrs.	525.00	\$420.00
12/01/09	Emails with R. Jordan and D. Sagat re: severance call			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00



Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 52  
Client # 707765

Matter # 167839

---

12/01/09	Review of email from A. Sagat re: severance issue			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
12/04/09	Call with R. Jordan re: ESOP plan issues			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/04/09	Email with C. Jang and R. Jordan re: ESOP issue (.2); Meeting with C. Jang re: ESOP issue (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
12/18/09	Call with Pennsylvania Unemployment Division			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00

---

Total Fees for Professional Services \$1,941.00

TOTAL DUE FOR THIS INVOICE \$1,941.00

**TOTAL DUE FOR THIS MATTER \$1,941.00**

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 53  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Tax Issues

11/08/09	Efile NOL motion			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
11/09/09	Discussion with Z. Shapiro re: NOL order (.1); Review NOL order (.4)			
Associate	Chun I. Jang	0.50 hrs.	300.00	\$150.00
11/09/09	Draft, review and revise interim NOL order			
Associate	Zachary I. Shapiro	1.70 hrs.	245.00	\$416.50
11/10/09	Draft notice of entry of interim order re: NOL Order (.9); Circulate same to J. Finocchiaro for review (.1); Efile same (.3); Serve same (.1)			
Paralegal	Jamie E. Schairer	1.40 hrs.	195.00	\$273.00
11/10/09	Coordinate service of tax order			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/10/09	Meeting with M. Collins re: NOL motion (.2); Email correspondence with R. Lemons re: NOL motion (.2); Research re: NOL motion (.6)			
Director	Paul N. Heath	1.00 hrs.	525.00	\$525.00
11/11/09	Discussion with P. Heath re NOL motion (.1); Discussion with Z. Shapiro re same (.1); Attention to same (.2); Review sample NOL motions (.3)			
Associate	Chun I. Jang	0.70 hrs.	300.00	\$210.00
11/11/09	Coordinate service of notice of entry of interim NOL order on special service parties			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
11/11/09	Conference with Z. Shapiro re: NOL motion			
Associate	L. Katherine Good	0.10 hrs.	275.00	\$27.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 54  
Client # 707765

Matter # 167839

---

11/11/09	Research re: service of NOL motion in prior cases (1.1); Correspondence with C. Jang re: same (.2)			
Associate	Zachary I. Shapiro	1.30 hrs.	245.00	\$318.50
11/23/09	Email with R. Lemons re: NOL motion			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/23/09	Review correspondence from C. Jang re: objection deadline to NOL motion (.1); Review correspondence from J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	245.00	\$49.00
11/24/09	Conference with Z. Ivan Shapiro re: NOL issues			
Associate	Lee Kaufman	0.10 hrs.	275.00	\$27.50
12/23/09	Review and forward email from Penn. Dept. of Labor re: payroll information (.1); Email correspondence with J. Alcantar re: request from Penn. Dept. of Labor re: payroll information (.1)			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00

---

Total Fees for Professional Services \$2,246.00

---

TOTAL DUE FOR THIS INVOICE **\$2,246.00**

---

**TOTAL DUE FOR THIS MATTER **\$2,246.00****

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 55  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Litigation/Adversary Proceedings

12/28/09	Review and forward email from FDIC re: temporary restraining order			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00

Total Fees for Professional Services \$30.00

TOTAL DUE FOR THIS INVOICE \$30.00

**TOTAL DUE FOR THIS MATTER \$30.00**

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 56  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to RLF Retention

11/09/09	Meeting with C. Jang re: retention issue			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/09/09	Draft and revise RL&F's retention application			
Associate	Zachary I. Shapiro	3.10 hrs.	245.00	\$759.50
11/11/09	Revise RL&F's retention application			
Associate	Zachary I. Shapiro	1.10 hrs.	245.00	\$269.50
11/13/09	Email Z. Shapiro re RLF retention application			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
11/13/09	Email correspondence with C. Jang and Z. Shapiro re: retention application			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/15/09	Review and revise RLF's retention application and notice of filing of same			
Associate	Zachary I. Shapiro	2.60 hrs.	245.00	\$637.00
11/16/09	Assist with preparation of RLF retention application (.4); Coordinate service of same (.1)			
Paralegal	Cathy M. Greer	0.50 hrs.	195.00	\$97.50
11/16/09	Review and revise RLF retention application			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
11/16/09	Discussion with Z. Shapiro re: RLF retention application			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
11/16/09	Work on RLF retention application and affidavit			
Director	Mark D. Collins	0.70 hrs.	675.00	\$472.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 57  
Client # 707765

Matter # 167839

---

11/16/09	Attention to RLF's retention application (.3); Conference with Z. Shapiro re: Advanta Trust (.1)			
Associate	Michael W. Romanczuk	0.40 hrs.	280.00	\$112.00
11/16/09	Email correspondence with C. Jang and R. Jordan re: RLF Retention application (.1); Review of RLF retention application for filing (.4)			
Director	Paul N. Heath	0.50 hrs.	525.00	\$262.50
11/16/09	Review, revise and finalize retention application (1.2); Conference with C. Jang re: same (.1); Conference with M. Collins re: same (x) (.3); Conference with M. Romanczuk re: same (.2); Revise retention application in light of same and draft and finalize notice of filing of same (.5); Conference with C. Jang re: same (.2); Coordinate filing of same (.2)			
Associate	Zachary I. Shapiro	2.70 hrs.	245.00	\$661.50
11/17/09	Conference with M. Collins re: status of retention application and related disclosures in same			
Associate	Zachary I. Shapiro	0.10 hrs.	245.00	\$24.50
11/30/09	Review correspondence from C. Jang re: United States Trustee's comments to RL&F retention application (.1); Conference with C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	245.00	\$49.00
12/01/09	Meeting with Z. Shapiro re: certification of counsel re: RLF retention application (.1); Draft certification of counsel re: same (.2); Review and revise certification of counsel re: same per Z. Shapiro's comments (.1)			
Associate	Andrew C. Irgens	0.40 hrs.	230.00	\$92.00
12/01/09	Attention to U.S. Trustee questions re: RLF retention			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
12/01/09	Draft certification of no objection re: RLF's retention application (.3); Circulate same to C. Jang for review (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 58  
Client # 707765

Matter # 167839

---

12/01/09	Conference with C. Jang re: RLF's retention application and inquires from U.S. Trustee re: same (x3) (.3); Conference with M. Romanczuk re: same (.2); Conference with C. Jang and M. Collins re: same (.2); Call with G. Kenton re: same (.2)			
Associate	Zachary I. Shapiro	0.90 hrs.	245.00	\$220.50
12/02/09	Call with J. Leamy re: RLF retention (.1); Discussion with P. Heath re: same (.1)			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
12/02/09	Review and revise order re: RLF's retention application			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
12/02/09	Review, revise and finalize order re: RLF retention and related certification of no objection (.3); Conference with C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	245.00	\$98.00
12/03/09	Email correspondence with J. Leamy re: RLF retention application (.1); Prepare form of order and certification of counsel re: same (.2)			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
12/03/09	Efile certification of counsel re: RLF's retention application (.1); Coordinate service of order re: RLF's retention application and circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00

---

Total Fees for Professional Services \$4,446.00

TOTAL DUE FOR THIS INVOICE \$4,446.00

TOTAL DUE FOR THIS MATTER \$4,446.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 59  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Retention of Others

11/08/09	Efile retention application of The Garden City Group, Inc.			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/10/09	Coordinate service of The Garden City Group, Inc.'s retention order			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/11/09	Call with A. Rosen re OCP retention (.2); Email correspondence with R. Jordan re OCP motion (.1)			
Associate	Chun I. Jang	0.30 hrs.	300.00	\$90.00
11/13/09	Review interim compensation procedures motion (.4); Review revised interim compensation procedures motion (.1)			
Associate	Chun I. Jang	0.50 hrs.	300.00	\$150.00
11/16/09	Review interim compensation procedures motion			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
11/17/09	Efile and serve Weil Gotshal retention application			
Paralegal	Aja E. McDowell	0.20 hrs.	195.00	\$39.00
11/17/09	Call with D. Griffiths re Weil retention application			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
11/17/09	Draft notice of WGM's retention application			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
11/17/09	Call with J. McMahon re: retention issues (.1); email correspondence with D. Griffiths and C. Jang re: Weil Retention Application (.2); review of Weil Retention Application for filing (.4)			
Director	Paul N. Heath	0.70 hrs.	525.00	\$367.50



Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 60  
Client # 707765

Matter # 167839

---

11/17/09	Conference with C. Jang re: Weil's retention application (x2) (.2); Conference with J. Schairer re: same (x2) (.1); Conference with A. McDowell re: filing of same (.1); Review, revise and finalize Weil's retention application and related notice of filing of same (.3); Review correspondence from A. McDowell re: service of same (.1); Correspondence with A. McDowell re: same (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	245.00	\$220.50
11/18/09	Call with D. Griffiths re: Alvarez retention application (.1); Review Alvarez retention application (.2); Discussion with P. Heath re: Alvarez retention (.1); Email correspondence with Weil and Alvarez re: same (.1); Call with D. Feigenbaum re: same (.3); Review OCP motion (.3); Discussion with P. Heath re: same (.1); Email correspondence with Weil re: same (.1); Discussion with Z. Shapiro re: OCP motion (.1)			
Associate	Chun I. Jang	1.40 hrs.	300.00	\$420.00
11/18/09	Meeting with C. Jang re: Alvarez Retention Application (.1); Meeting with C. Jang re: retention issue (.2); call with C. Jang and D. Feigenbaum re: Blackstone Retention issue (.3); meeting with C. Jang re: retention issue (.2); research re: retention issue (.6); Email correspondence with C. Jang, R. Jordan and D. Griffiths re: retention issue (.2); review of Alvarez retention application (.3); Email correspondence with C. Jang and D. Griffiths re: ordinary course professional issue (.2)			
Director	Paul N. Heath	2.10 hrs.	525.00	\$1,102.50
11/18/09	Finalize and file ordinary course motion (.2); Finalize and file Alvarez retention application (.1); Coordinate service of same (.1)			
Paralegal	Rebecca V. Speaker	0.40 hrs.	195.00	\$78.00
11/18/09	Review, revise and finalize Alvarez retention application and related notice of filing of same (.6); Conference with R. Speaker re: same (.1); Review correspondence with C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	0.80 hrs.	245.00	\$196.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 61  
Client # 707765

Matter # 167839

---

11/18/09	Conference with C. Jang re: ordinary course professionals motion (.1); Review, revise and finalize ordinary course professionals motion and related notice of filing of same (.6); Coordinate filing of same (.1)			
Associate	Zachary I. Shapiro	0.80 hrs.	245.00	\$196.00
11/24/09	Email correspondence with Weil re: Alvarez retention (.1); Email correspondence with D. Griffiths re: same (.1)			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
11/24/09	Email with R. Jordan, R. Lemons and C. Jang re: retention issues			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
11/25/09	Email correspondence with D. Griffiths re: Alvarez retention			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
11/30/09	Retrieve and forward Alvarez retention application to Z. Shapiro per request			
Paralegal	Ann Jerominski	0.20 hrs.	195.00	\$39.00
11/30/09	Review revised Alvarez retention order and email correspondence with D. Griffiths re: same			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
11/30/09	Email with R. Jordan and R. Lemons re: retention issues			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/30/09	Review correspondence from C. Jang re: as-filed Alvarez retention application (.1); Conference with A. Jerominski re: same (.1); Correspondence to D. Griffiths re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	245.00	\$73.50
12/01/09	Meeting with Z. Shapiro re: certification of counsel re: Weil's retention application (.1); Draft certification of counsel re: same (.2); Review and revise same (.1)			
Associate	Andrew C. Irgens	0.40 hrs.	230.00	\$92.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 62  
Client # 707765

Matter # 167839

---

12/01/09	Review and revise order approving OCP motion and related certification of counsel (.8); Review and revise order approving Weil's retention application and related certification of counsel (.5); Review and revise order approving A&M's retention application and related certification of counsel (.5)			
Associate	Zachary I. Shapiro	1.80 hrs.	245.00	\$441.00
12/02/09	Review and revise order re: Weil's retention application (.3); Review and revise order re: A & M's retention application (.2); Review and revise order re: OCP motion (.2)			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50
12/02/09	Revise certification of counsel re: OCP motion (.2); Finalize and efile same (.2); Revise certification of counsel re: Weil's retention application (.2); Finalize and efile same (.2); Finalize and efile certification of counsel re: A & M's retention application (.2); Finalize and efile certification of counsel re: interim compensation motion (.2)			
Paralegal	Janel Gates	1.20 hrs.	195.00	\$234.00
12/02/09	Review email from D. Griffith re: A & M retention application order (.1); Review of email from R. Jordan re: retention issues (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
12/02/09	Review, revise and finalize order re: OCP motion and related certification of counsel (.4); Conference with C. Jang re: same (.1); Review, revise and finalize order re: Weil retention and related certification of counsel (.3); Conference with C. Jang re: same (.1); Review, revise and finalize order approving A&M's retention and related certification of counsel re: same (.3); Conference with C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	1.30 hrs.	245.00	\$318.50
12/03/09	Coordinate service of order re: OCP motion and circulate same to distribution (.1); Coordinate service of order re: Weil's retention application and circulate same to distribution (.1); Coordinate service of order re: A & M's retention application and circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 63  
Client # 707765

Matter # 167839

---

12/09/09	Phone call with C. Jang re: KPMG retention application (.1); Review and revise same (.3); Email with R. Jordan and C. Jang re: 2016 requirements re: same (.1); Phone call with R. Alcantar re: same (.1); Draft notice of same (.1); Finalize notice, exhibits and application re: same for filing (.2)			
Associate	Andrew C. Irgens	0.90 hrs.	230.00	\$207.00
12/09/09	Phone call with C. Jang re: KPMG retention application			
Associate	Andrew C. Irgens	0.10 hrs.	230.00	\$23.00
12/09/09	Review KPMG retention application (.3); Email correspondence with R. Jordan re: same (.1); Call with A. Irgens re: same (.1); Call with J. Alcantar re: same (.1); Email correspondence with R. Jordan re: same (.1); Email correspondence with A. Irgens re: same (.1)			
Associate	Chun I. Jang	0.80 hrs.	300.00	\$240.00
12/09/09	Efile KPMG's retention application (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
12/09/09	Review of KPMG retention application (.4); Email with R. Jordan and C. Jang re: KPMG retention application (.2)			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00
12/13/09	Email with C. Jang re: KPMG retention application			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
12/15/09	Email Weil re: KPMG retention			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/15/09	Email with R. Jordan, R. Lemons and C. Jang re: KPMG retention application			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
12/16/09	Review correspondence from C. Jang re: filing of OCP affidavit (.1); Correspondence to C. Jang re: same (.1); Review same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	245.00	\$73.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 64  
Client # 707765

Matter # 167839

---

12/17/09	File affidavit and disclosure statement of T. Gallagher on behalf of Cozen O'Connor (.2); Coordinate service of same (.1)			
Paralegal	Cathy M. Greer	0.30 hrs.	195.00	\$58.50
12/17/09	Review correspondence from C. Jang re: OCP affidavit of T. Gallagher, on behalf of Cozen O'Connor (.1); Review OCP affidavit of same (.2); Conference with C. Greer re: service and filing of same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	245.00	\$98.00
12/21/09	Review of committee retention application for Latham, FTI, Drinker and Garden City			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
12/22/09	Circulate as filed versions of retention applications Latham & Watkins, Drinker Biddle & Reath and The Garden City Group to distribution			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
12/22/09	Email with D. Klauder re: retention issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
12/23/09	Email V. Vron re: U.S.Trustee's comments to KPMG retention			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/23/09	Circulate FTI Consulting's retention application to distribution			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00

---

Total Fees for Professional Services \$6,785.50

---

TOTAL DUE FOR THIS INVOICE \$6,785.50

---

TOTAL DUE FOR THIS MATTER \$6,785.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 65  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to RLF Fee Applications

12/10/09	Draft shell for RLF's monthly fee application (.5); Circulate same to Accounting (.1); Draft notice of first fee application of RLF (.4)			
Paralegal	Jamie E. Schairer	1.00 hrs.	195.00	\$195.00
12/15/09	Update meal chart (.6); Review bill memorandum (2.1)			
Paralegal	Jamie E. Schairer	2.70 hrs.	195.00	\$526.50
12/16/09	Update meal chart			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
12/29/09	Review 1st monthly application of RLF (.8); Circulate same to Z. Shapiro (1); Revise Notice re: same (.1); Circulate same to Z. Shapiro for review (.1); Revise notice (.1); Review 1st monthly application of RLF (.7); Revise 1st monthly application of RLF (.6)			
Paralegal	Tracy A. Cameron	2.50 hrs.	195.00	\$487.50
12/29/09	Review, revise and finalize RL&F's first monthly fee application (.5); Conference with T. Cameron re: same (x2)(.2); Review interim compensation order re: procedures for filing of first monthly fee applications (.1); Correspondence to C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	245.00	\$220.50

---

Total Fees for Professional Services \$1,488.00

---

TOTAL DUE FOR THIS INVOICE \$1,488.00

---

TOTAL DUE FOR THIS MATTER \$1,488.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 66  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Fee Applications of Others

11/12/09	Email correspondence with C. Jang and J. Genesh re: interim compensation			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/13/09	Draft notice of motion re: interim compensation procedures			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
11/13/09	Email correspondence with C. Jang and R. Jordan re: interim compensation motion (.1); Review of interim compensation motion for filing (.2)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
11/15/09	Review and revise interim compensation motion and notice of filing of same			
Associate	Zachary I. Shapiro	0.70 hrs.	245.00	\$171.50
11/16/09	Efile interim compensation motion (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
11/16/09	Email correspondence with R. Jordan and C. Jang re: interim comp motion			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/16/09	Review, revise and finalize interim compensation procedures motion and related notice of filing of same (.4); Conference with C. Jang re: same (.1); Revise same in light of C. Jang's comments (.3); Coordinate filing of same (.2)			
Associate	Zachary I. Shapiro	1.00 hrs.	245.00	\$245.00
12/01/09	Draft certification of no objection re: interim compensation motion (.4); Circulate same to C. Jang for review (.1)			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 67  
Client # 707765

Matter # 167839

---

12/02/09	Review and revise interim compensation order			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
12/03/09	Coordinate service of interim compensation order and circulate same to distribution			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
12/04/09	Meet with P. Heath re: fee examiner (.1); Discussion with M. Collins re: fee examiner (.1)			
Associate	Chun I. Jang	0.20 hrs.	300.00	\$60.00
12/04/09	Meet with C. Jang re: fee examiner			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
12/10/09	Draft shell for monthly fee applications			
Paralegal	Jamie E. Schairer	0.60 hrs.	195.00	\$117.00
12/21/09	Email with court re: fee auditor			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
12/29/09	Review email from J. Ganesh re: Garden City invoice			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00

---

Total Fees for Professional Services \$1,336.00

TOTAL DUE FOR THIS INVOICE \$1,336.00

TOTAL DUE FOR THIS MATTER \$1,336.00



Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 68  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Utilities

11/08/09	Efile utilities motion			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/10/09	Review utility notice			
Paralegal	Aja E. McDowell	0.10 hrs.	195.00	\$19.50
11/10/09	Draft notice of entry of interim order re: utilities order (.8); Circulate same to J. Finocchiaro for review (.1); Efile same (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	1.20 hrs.	195.00	\$234.00
11/20/09	Email correspondence with J. Ganesh re: utility deposit account			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
11/20/09	Meetings (x2) with C. Jang re: utility issue (.4); Email correspondence with C. Jang re: utility issue (.1); Email correspondence with C. Jang and A. Sagat re: same (.1); Email correspondence with R. Jordan, A. Sagat and C. Jang re: same (.1)			
Director	Paul N. Heath	0.70 hrs.	525.00	\$367.50
11/23/09	Circulate PECO's objection to utilities motion to distribution list			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/23/09	Review of PECO objection to utility motion			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/25/09	Call with H. Cohen re: utility issue			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/30/09	Review agreement with PECO re: adequate assurance			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 69  
Client # 707765

Matter # 167839

---

12/01/09	Review email from J. Ganesh re: PECO objection to utility motion			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/02/09	Attention to final utilities order			
Associate	Chun I. Jang	0.40 hrs.	300.00	\$120.00
12/02/09	Review and revise utilities order			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
12/02/09	Review final utilities order (.5); Review and revise certification of counsel re: same (.4); Conference with C. Jang re: comments to same (.2)			
Associate	Zachary I. Shapiro	1.10 hrs.	245.00	\$269.50
12/03/09	Review certification of counsel re: utilities order			
Associate	Chun I. Jang	0.10 hrs.	300.00	\$30.00
12/03/09	Efile certification of counsel re: utilities motion (.1); Coordinate service of utilities order and circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00

---

Total Fees for Professional Services \$1,444.00

TOTAL DUE FOR THIS INVOICE \$1,444.00

TOTAL DUE FOR THIS MATTER \$1,444.00

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 70  
Client # 707765

Matter # 167839

---

For services through December 31, 2009  
relating to Insurance

11/08/09	Efile insurance motion			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/10/09	Coordinate service of insurance order			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50

Total Fees for Professional Services \$58.50

TOTAL DUE FOR THIS INVOICE \$58.50

**TOTAL DUE FOR THIS MATTER \$58.50**

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 71  
Client # 707765

Summary of Hours

	Hours	Rate/Hr	Dollars
Aja E. McDowell	0.60	195.00	117.00
Andrew C. Irgens	1.80	230.00	414.00
Ann Jerominski	1.10	195.00	214.50
Barbara J. Witters	4.50	195.00	877.50
Brenda D. Tobin	4.20	100.00	420.00
Cathy M. Greer	2.50	195.00	487.50
Chun I. Jang	71.40	300.00	21,420.00
D. A. Bussard	2.00	700.00	1,400.00
Jamie E. Schairer	67.30	195.00	13,123.50
Janel Gates	1.60	195.00	312.00
Julie A. Finocchiaro	21.80	230.00	5,014.00
L. Katherine Good	0.10	275.00	27.50
Lee Kaufman	0.40	275.00	110.00
Marisa C. DeCarli	1.00	195.00	195.00
Mark D. Collins	11.50	675.00	7,762.50
Michael W. Romanczuk	0.40	280.00	112.00
Paul N. Heath	54.90	525.00	28,822.50
Rebecca V. Speaker	0.40	195.00	78.00
Rochelle I. Warren	0.20	90.00	18.00
Russell Silberglied	1.50	600.00	900.00
Tiffany N. Piland	6.20	275.00	1,705.00
Tracy A. Cameron	6.70	195.00	1,306.50
Zachary I. Shapiro	52.80	245.00	12,936.00
<b>TOTAL</b>	<b>314.90</b>	<b>\$310.49</b>	<b>97,773.00</b>

**TOTAL DUE FOR THIS INVOICE**

**\$109,531.14**

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 72  
Client # 707765

Payment may be made by wire transfer to our account at Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890, Account No. 2264-1174, ABA No. 031100092. Please indicate on wire transfer the invoice number stated above.

Photocopying and printing are charged at \$0.10 per page. Telephone charges are billed at standard AT&T rates which may not be our cost.

PAYABLE WHEN RENDERED

707765

## **Exhibit B**

# RICHARDS LAYTON & FINGER

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

Tax I.D. No.: 51-0226371

January 27, 2010  
Invoice 349252

Page 1

Client # 707765

Matter # 167839

---

For disbursements incurred through December 31, 2009  
relating to Advanta - Restructuring Advice

## OTHER CHARGES:

Binding	\$40.00
Business Meals	\$1,013.83
Court Reporter Services	\$178.25
Document Retrieval	\$49.84
Filing Fees	\$4,156.00
Lexis/Westlaw	\$3,102.00
Long distance telephone charges	\$357.01
Messenger and delivery service	\$90.57
Outside Services- Photocopies	\$1,176.96
Overtime	\$697.48
Photocopying/Printing 6,251 @ \$.10 pg. / 2,711 @ \$.10 pg.	\$896.20

Other Charges

---

\$11,758.14

---

■ ■ ■

One Rodney Square ■ 920 North King Street ■ Wilmington, DE 19801 ■ Phone: 302-651-7700 ■ Fax: 302-651-7701

www.rlf.com

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 2  
Client # 707765

Matter # 167839

---

TOTAL DUE FOR THIS INVOICE	<b>\$11,758.14</b>
<b>TOTAL DUE FOR THIS MATTER</b>	<b>\$11,758.14</b>



Jay A. Dubor, Esq.  
 Vice President, General Counsel and Chief Administrative Officer  
 Advanta Corp.  
 Welsh and McKean Roads  
 P.O. Box 844  
 Spring House PA 19477-0844

January 27, 2010  
 Invoice 349252  
 Page 73  
 Client # 707765

Client: Advanta Corp.

Matter: Advanta - Restructuring Advice

- Case Administration
- Creditor Inquiries
- Meetings
- Executory Contracts/Unexpired Leases
- Automatic Stay/Adequate Protection
- Use, Sale of Assets
- Claims Administration
- Court Hearings
- General Corporate/Real Estate
- Schedules/SOFA/U.S. Trustee Reports
- Employee Issues
- Tax Issues
- Litigation/Adversary Proceedings
- RLF Retention
- Retention of Others
- RLF Fee Applications
- Fee Applications of Others
- Utilities
- Insurance

<b>Date</b>	<b>Description</b>	<b>Summary Phrase</b>
11/09/09	PARCELS, INC.: Invoice 210886/Medium Litigation Black and White Copies on 11/9/09 Amount = \$1,176.96	OUTSIDE
11/09/09	BINDING Amount = \$30.00	BIND
11/09/09	Photocopies Amount = \$0.60	DUP
11/09/09	Photocopies Amount = \$0.30	DUP

Jay A. Dubor, Esq.  
 Vice President, General Counsel and Chief Administrative Officer  
 Advanta Corp.  
 Welsh and McKean Roads  
 P.O. Box 844  
 Spring House PA 19477-0844

January 27, 2010  
 Invoice 349252  
 Page 74  
 Client # 707765

11/09/09	2123108924 Long Distance	LD
	Amount = \$47.26	
11/09/09	Messenger and delivery 11/8/09, FROM TGI FRIDAYS, CIJ	MEALSCL
	Amount = \$121.57	
11/09/09	Printing	DUP
	Amount = \$1.80	
11/09/09	Printing	DUP
	Amount = \$2.30	
11/09/09	Printing	DUP
	Amount = \$1.80	
11/09/09	Printing	DUP
	Amount = \$2.00	
11/09/09	Printing	DUP
	Amount = \$1.80	
11/09/09	Printing	DUP
	Amount = \$1.80	
11/09/09	Printing	DUP
	Amount = \$0.10	
11/09/09	Printing	DUP
	Amount = \$0.10	
11/09/09	Printing	DUP
	Amount = \$0.10	
11/09/09	Printing	DUP
	Amount = \$0.10	
11/09/09	Printing	DUP
	Amount = \$0.10	
11/10/09	ANTONIO'S WORD PROCESSING, INC.: Transcript of 11/10/09	CTRPT
	Amount = \$132.25	
11/10/09	RODNEY GRILLE:	MEALSCL
	Amount = \$117.00	
11/10/09	Photocopies	DUP
	Amount = \$81.00	
11/10/09	Photocopies	DUP
	Amount = \$5.00	

Jay A. Dubor, Esq.  
 Vice President, General Counsel and Chief Administrative Officer  
 Advanta Corp.  
 Welsh and McKean Roads  
 P.O. Box 844  
 Spring House PA 19477-0844

January 27, 2010  
 Invoice 349252  
 Page 75  
 Client # 707765

11/10/09	Photocopies	Amount = \$16.00	DUP
11/10/09	Photocopies	Amount = \$6.00	DUP
11/10/09	Photocopies	Amount = \$10.00	DUP
11/10/09	6314706827 Long Distance	Amount = \$2.78	LD
11/10/09	6314706827 Long Distance	Amount = \$1.39	LD
11/10/09	2123108489 Long Distance	Amount = \$1.39	LD
11/10/09	2154445333 Long Distance	Amount = \$20.85	LD
11/10/09	2154445172 Long Distance	Amount = \$22.24	LD
11/10/09	DELIVERY EXPENSE 11/9/09	Amount = \$7.70	MESS
11/10/09	SECRETARIAL OT THRU 11/13/09	Amount = \$626.94	OT
11/10/09	ALL PACER	Amount = \$5.28	DOCRETRI ---
11/10/09	Printing	Amount = \$2.70	DUP
11/10/09	Printing	Amount = \$0.10	DUP
11/10/09	Printing	Amount = \$0.10	DUP
11/10/09	Printing	Amount = \$2.60	DUP
11/10/09	Printing	Amount = \$1.00	DUP
11/10/09	Printing	Amount = \$1.00	DUP
11/10/09	Printing	Amount = \$0.10	DUP

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 76  
Client # 707765

11/10/09	Printing	Amount = \$1.00	DUP
11/10/09	Printing	Amount = \$0.10	DUP
11/10/09	Printing	Amount = \$0.10	DUP
11/10/09	Printing	Amount = \$0.10	DUP
11/10/09	Printing	Amount = \$0.10	DUP
11/10/09	Printing	Amount = \$0.10	DUP
11/10/09	Printing	Amount = \$1.10	DUP
11/10/09	Printing	Amount = \$0.10	DUP
11/10/09	Printing	Amount = \$1.00	DUP
11/10/09	Printing	Amount = \$0.10	DUP
11/10/09	Printing	Amount = \$1.00	DUP
11/10/09	Printing	Amount = \$0.10	DUP
11/10/09	Printing	Amount = \$0.10	DUP
11/10/09	Printing	Amount = \$0.10	DUP
11/10/09	Printing	Amount = \$6.00	DUP
11/10/09	Printing	Amount = \$1.60	DUP
11/10/09	Printing	Amount = \$1.50	DUP
11/10/09	Printing	Amount = \$0.10	DUP
11/10/09	Printing	Amount = \$1.60	DUP

Jay A. Dubor, Esq.  
 Vice President, General Counsel and Chief Administrative Officer  
 Advanta Corp.  
 Welsh and McKean Roads  
 P.O. Box 844  
 Spring House PA 19477-0844

January 27, 2010  
 Invoice 349252  
 Page 77  
 Client # 707765

11/10/09	Printing		DUP
		Amount = \$1.00	
11/10/09	Printing		DUP
		Amount = \$0.10	
11/10/09	Printing		DUP
		Amount = \$0.10	
11/10/09	Printing		DUP
		Amount = \$0.10	
11/10/09	Printing		DUP
		Amount = \$1.60	
11/10/09	Printing		DUP
		Amount = \$0.30	
11/10/09	Printing		DUP
		Amount = \$1.00	
11/10/09	Printing		DUP
		Amount = \$0.10	
11/11/09	2159901587 Long Distance		LD
		Amount = \$12.51	
11/11/09	Messenger and delivery11/10/09, FROM BANKRUPTCY COURT, CIJ		MESS
		Amount = \$10.50	
11/11/09	Messenger and delivery11/10/09, BANKRUPTCY COURT, CIJ		MESS
		Amount = \$20.50	
11/11/09	Printing		DUP
		Amount = \$0.10	
11/11/09	Printing		DUP
		Amount = \$1.60	
11/12/09	Photocopies		DUP
		Amount = \$0.60	
11/12/09	2123108236 Long Distance		LD
		Amount = \$6.95	
11/13/09	2123108004 Long Distance		LD
		Amount = \$4.17	
11/13/09	2123108489 Long Distance		LD
		Amount = \$4.17	

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 78  
Client # 707765

11/13/09	2123108489 Long Distance	LD
	Amount = \$1.39	
11/13/09	2123108489 Long Distance	LD
	Amount = \$13.90	
11/13/09	ALL PACER	DOCRETRI
	Amount = \$0.32	---
11/13/09	Printing	DUP
	Amount = \$1.00	
11/13/09	Printing	DUP
	Amount = \$1.20	
11/13/09	Printing	DUP
	Amount = \$1.50	
11/13/09	Printing	DUP
	Amount = \$1.50	
11/13/09	Printing	DUP
	Amount = \$2.20	
11/15/09	Printing	DUP
	Amount = \$0.10	
11/16/09	6314706827 Long Distance	LD
	Amount = \$1.39	
11/16/09	ALL PACER	DOCRETRI
	Amount = \$1.12	---
11/16/09	Printing	DUP
	Amount = \$0.10	
11/16/09	Printing	DUP
	Amount = \$0.10	
11/16/09	Printing	DUP
	Amount = \$2.10	
11/16/09	Printing	DUP
	Amount = \$0.10	
11/16/09	Printing	DUP
	Amount = \$1.10	
11/16/09	Printing	DUP
	Amount = \$1.00	
11/16/09	Printing	DUP
	Amount = \$2.10	

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 79  
Client # 707765

11/16/09	Printing	Amount = \$2.00	DUP
11/16/09	Printing	Amount = \$2.10	DUP
11/16/09	Printing	Amount = \$1.10	DUP
11/16/09	Printing	Amount = \$0.10	DUP
11/16/09	Printing	Amount = \$0.10	DUP
11/16/09	Printing	Amount = \$0.10	DUP
11/16/09	Printing	Amount = \$1.20	DUP
11/16/09	Printing	Amount = \$2.00	DUP
11/16/09	Printing	Amount = \$0.10	DUP
11/16/09	Printing	Amount = \$0.10	DUP
11/16/09	Printing	Amount = \$0.10	DUP
11/16/09	Printing	Amount = \$0.10	DUP
11/16/09	Printing	Amount = \$0.10	DUP
11/16/09	Printing	Amount = \$2.30	DUP
11/16/09	Printing	Amount = \$1.00	DUP
11/16/09	Printing	Amount = \$3.60	DUP
11/16/09	Printing	Amount = \$1.00	DUP
11/17/09	6103489615 Long Distance	Amount = \$4.17	LD
11/17/09	2123108729 Long Distance	Amount = \$4.17	LD

Jay A. Dubor, Esq.  
 Vice President, General Counsel and Chief Administrative Officer  
 Advanta Corp.  
 Welsh and McKean Roads  
 P.O. Box 844  
 Spring House PA 19477-0844

January 27, 2010  
 Invoice 349252  
 Page 80  
 Client # 707765

11/17/09	ALL PACER		DOCRETRI
		Amount = \$0.80	---
11/17/09	Printing		DUP
		Amount = \$0.10	
11/17/09	Printing		DUP
		Amount = \$3.40	
11/17/09	Printing		DUP
		Amount = \$3.40	
11/18/09	GALLUCIO'S CAFE: Food service		MEALSCL
		Amount = \$27.62	
11/18/09	Photocopies		DUP
		Amount = \$16.40	
11/18/09	2127631897 Long Distance		LD
		Amount = \$16.68	
11/18/09	Messenger and delivery 11/17/09, Bankruptcy Court, CXG		MESS
		Amount = \$4.50	
11/18/09	ALL PACER		DOCRETRI
		Amount = \$1.20	---
11/18/09	Printing		DUP
		Amount = \$0.10	
11/18/09	Printing		DUP
		Amount = \$1.00	
11/18/09	Printing		DUP
		Amount = \$2.20	
11/18/09	Printing		DUP
		Amount = \$2.20	
11/18/09	Printing		DUP
		Amount = \$6.00	
11/18/09	Printing		DUP
		Amount = \$2.20	
11/18/09	Printing		DUP
		Amount = \$0.10	
11/18/09	Printing		DUP
		Amount = \$3.90	
11/18/09	Printing		DUP
		Amount = \$0.10	



Jay A. Dubor, Esq.  
 Vice President, General Counsel and Chief Administrative Officer  
 Advanta Corp.  
 Welsh and McKean Roads  
 P.O. Box 844  
 Spring House PA 19477-0844

January 27, 2010  
 Invoice 349252  
 Page 81  
 Client # 707765

11/18/09	Printing		DUP
		Amount = \$0.10	
11/18/09	Printing		DUP
		Amount = \$0.30	
11/18/09	Printing		DUP
		Amount = \$0.10	
11/18/09	Printing		DUP
		Amount = \$0.20	
11/18/09	Printing		DUP
		Amount = \$3.60	
11/18/09	Printing		DUP
		Amount = \$1.00	
11/18/09	Printing		DUP
		Amount = \$0.10	
11/18/09	Printing		DUP
		Amount = \$0.10	
11/18/09	Printing		DUP
		Amount = \$0.20	
11/18/09	Printing		DUP
		Amount = \$0.10	
11/18/09	Printing		DUP
		Amount = \$0.30	
11/18/09	Printing		DUP
		Amount = \$0.10	
11/18/09	Printing		DUP
		Amount = \$2.20	
11/19/09	MANHATTAN BAGEL COMPANY: Invoice 8978/Breakfast for 8 on 11/19/09/167839		MEALSCL
		Amount = \$135.00	
11/19/09	RODNEY GRILLE: Food service		MEALSCL
		Amount = \$410.00	
11/19/09	Photocopies		DUP
		Amount = \$37.60	
11/19/09	2129061372 Long Distance		LD
		Amount = \$11.12	
11/19/09	2127159143 Long Distance		LD
		Amount = \$12.51	

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 82  
Client # 707765

11/19/09	6314706827 Long Distance	LD
	Amount = \$4.17	
11/19/09	2123108489 Long Distance	LD
	Amount = \$4.17	
11/20/09	AMERICAN EXPRESS: acct 3782-938224-xxxxx/Bankruptcy filing fee	FLFEE
	Amount = \$4,156.00	
11/20/09	Binding 11/13-11/19	BIND
	Amount = \$4.00	
11/20/09	Photocopies	DUP
	Amount = \$34.20	
11/20/09	Photocopies	DUP
	Amount = \$24.20	
11/20/09	6314706827 Long Distance	LD
	Amount = \$4.17	
11/20/09	ALL PACER	DOCRETRI
	Amount = \$1.68	---
11/20/09	Printing	DUP
	Amount = \$9.30	
11/20/09	Printing	DUP
	Amount = \$9.30	
11/20/09	Printing	DUP
	Amount = \$9.30	
11/20/09	Printing	DUP
	Amount = \$9.30	
11/20/09	Printing	DUP
	Amount = \$0.10	
11/20/09	Printing	DUP
	Amount = \$0.10	
11/20/09	Printing	DUP
	Amount = \$0.10	
11/23/09	Photocopies	DUP
	Amount = \$17.40	
11/23/09	Photocopies	DUP
	Amount = \$157.90	
11/23/09	Photocopies	DUP
	Amount = \$70.80	

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 83  
Client # 707765

11/23/09	Photocopies	Amount = \$6.00	DUP
11/23/09	Photocopies	Amount = \$34.50	DUP
11/23/09	Photocopies	Amount = \$10.90	DUP
11/23/09	Photocopies	Amount = \$0.70	DUP
11/23/09	ALL PACER	Amount = \$1.92	DOCRETRI ---
11/23/09	Printing	Amount = \$0.10	DUP
11/23/09	Printing	Amount = \$0.10	DUP
11/23/09	Printing	Amount = \$0.10	DUP
11/23/09	Printing	Amount = \$0.10	DUP
11/23/09	Printing	Amount = \$0.10	DUP
11/23/09	Printing	Amount = \$0.10	DUP
11/23/09	Printing	Amount = \$0.10	DUP
11/23/09	Printing	Amount = \$0.10	DUP
11/23/09	Printing	Amount = \$0.10	DUP
11/23/09	Printing	Amount = \$0.20	DUP
11/23/09	Printing	Amount = \$0.20	DUP
11/23/09	Printing	Amount = \$0.30	DUP
11/23/09	Printing	Amount = \$0.10	DUP
11/23/09	Printing	Amount = \$0.10	DUP
11/23/09	Printing	Amount = \$0.10	DUP

Jay A. Dubor, Esq.  
 Vice President, General Counsel and Chief Administrative Officer  
 Advanta Corp.  
 Welsh and McKean Roads  
 P.O. Box 844  
 Spring House PA 19477-0844

January 27, 2010  
 Invoice 349252  
 Page 84  
 Client # 707765

11/23/09	Printing		DUP
		Amount = \$0.10	
11/23/09	Printing		DUP
		Amount = \$0.10	
11/23/09	Printing		DUP
		Amount = \$2.10	
11/23/09	Printing		DUP
		Amount = \$3.80	
11/24/09	ANTONIO'S WORD PROCESSING, INC.:		CTRPT
	Transcript of 11/24/09/167839		
		Amount = \$46.00	
11/24/09	RODNEY GRILLE:		MEALSCL
		Amount = \$74.65	
11/24/09	Delivery Expense 11/23/09		MESS
		Amount = \$3.20	
11/24/09	ALL PACER		DOCRETRI
		Amount = \$1.84	
11/24/09	Printing		DUP
		Amount = \$4.50	
11/24/09	Printing		DUP
		Amount = \$1.20	
11/24/09	Printing		DUP
		Amount = \$3.00	
11/24/09	Printing		DUP
		Amount = \$0.10	
11/24/09	Printing		DUP
		Amount = \$1.80	
11/25/09	Photocopies		DUP
		Amount = \$3.90	
11/25/09	Delivery expense 11/24/09		MESS
		Amount = \$6.40	
11/25/09	SECRETARIAL OT THRU 11/30/09		OT
		Amount = \$70.54	
11/25/09	Printing		DUP
		Amount = \$3.70	
11/25/09	Printing		DUP
		Amount = \$3.80	



Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 86  
Client # 707765

12/01/09	Printing	Amount = \$0.10	DUP
12/01/09	Printing	Amount = \$0.10	DUP
12/01/09	Printing	Amount = \$1.10	DUP
12/02/09	GALLUCIO'S CAFE:	Amount = \$17.25	MEALSCL
12/02/09	Photocopies	Amount = \$1.80	DUP
12/02/09	Delivery Expense 12/1/09	Amount = \$3.20	MESS
12/02/09	ALL PACER	Amount = \$4.40	DOCRETRI
12/02/09	Printing	Amount = \$0.10	DUP
12/02/09	Printing	Amount = \$0.10	DUP
12/02/09	Printing	Amount = \$0.10	DUP
12/02/09	Printing	Amount = \$0.10	DUP
12/02/09	Printing	Amount = \$0.10	DUP
12/02/09	Printing	Amount = \$0.20	DUP
12/02/09	Printing	Amount = \$0.10	DUP
12/02/09	Printing	Amount = \$0.10	DUP
12/02/09	Printing	Amount = \$0.20	DUP
12/02/09	Printing	Amount = \$1.10	DUP
12/02/09	Printing	Amount = \$1.30	DUP
12/02/09	Printing	Amount = \$1.30	DUP

Jay A. Dubor, Esq.  
 Vice President, General Counsel and Chief Administrative Officer  
 Advanta Corp.  
 Welsh and McKean Roads  
 P.O. Box 844  
 Spring House PA 19477-0844

January 27, 2010  
 Invoice 349252  
 Page 87  
 Client # 707765

12/02/09	Printing	Amount = \$1.20	DUP
12/02/09	Printing	Amount = \$0.70	DUP
12/03/09	Photocopies	Amount = \$1.10	DUP
12/03/09	Photocopies	Amount = \$1.10	DUP
12/03/09	Photocopies	Amount = \$3.50	DUP
12/03/09	Photocopies	Amount = \$11.40	DUP
12/03/09	2123108489 Long Distance	Amount = \$1.39	LD
12/03/09	2123108489 Long Distance	Amount = \$4.17	LD
12/03/09	Messenger and delivery 12/2/09, Bankruptcy Court, CIJ	Amount = \$4.50	MESS
12/03/09	ALL PACER	Amount = \$7.44	DOCRETRI
12/03/09	Printing	Amount = \$1.00	DUP
12/03/09	Printing	Amount = \$1.00	DUP
12/03/09	Printing	Amount = \$1.10	DUP
12/03/09	Printing	Amount = \$1.00	DUP
12/03/09	Printing	Amount = \$1.00	DUP
12/03/09	Printing	Amount = \$1.00	DUP
12/03/09	Printing	Amount = \$1.00	DUP
12/03/09	Printing	Amount = \$1.20	DUP

Jay A. Dubor, Esq.  
 Vice President, General Counsel and Chief Administrative Officer  
 Advanta Corp.  
 Welsh and McKean Roads  
 P.O. Box 844  
 Spring House PA 19477-0844

January 27, 2010  
 Invoice 349252  
 Page 88  
 Client # 707765

12/04/09	2123108489 Long Distance	LD
	Amount = \$4.17	
12/04/09	Messenger and delivery 12/03/09 - LOCAL DELIVERY - CIJ/JZS	MESS
	Amount = \$3.20	
12/04/09	Messenger and delivery 12/03/09 - TO BANKRUPTCY COURT - CIJ	MESS
	Amount = \$4.50	
12/07/09	ALL PACER	DOCRETRI ---
	Amount = \$1.04	
12/07/09	Printing	DUP
	Amount = \$0.10	
12/07/09	Printing	DUP
	Amount = \$0.10	
12/07/09	Printing	DUP
	Amount = \$0.10	
12/07/09	Printing	DUP
	Amount = \$0.10	
12/08/09	Conference calls for November 2009 Long Distance	LD
	Amount = \$55.38	
12/09/09	2123108004 Long Distance	LD
	Amount = \$6.95	
12/09/09	ALL PACER	DOCRETRI ---
	Amount = \$1.20	
12/09/09	Printing	DUP
	Amount = \$1.30	
12/09/09	Printing	DUP
	Amount = \$6.10	
12/10/09	ALL PACER	DOCRETRI ---
	Amount = \$0.08	
12/15/09	ALL PACER	DOCRETRI ---
	Amount = \$0.16	
12/16/09	2123108078 Long Distance	LD
	Amount = \$25.02	
12/16/09	9095851062 Long Distance	LD
	Amount = \$6.95	



Jay A. Dubor, Esq.  
 Vice President, General Counsel and Chief Administrative Officer  
 Advanta Corp.  
 Welsh and McKean Roads  
 P.O. Box 844  
 Spring House PA 19477-0844

January 27, 2010  
 Invoice 349252  
 Page 89  
 Client # 707765

12/16/09	Printing		DUP
		Amount = \$1.10	
12/17/09	RODNEY GRILLE:		MEALSCL
		Amount = \$10.74	
12/17/09	MANHATTAN BAGEL COMPANY: Invoice 9157/Lunch for 6 on 12/17/09		MEALSCL
		Amount = \$100.00	
12/17/09	Photocopies		DUP
		Amount = \$50.50	
12/17/09	Photocopies		DUP
		Amount = \$21.00	
12/17/09	2123108078 Long Distance		LD
		Amount = \$1.39	
12/17/09	ALL PACER		DOCRETRI
		Amount = \$1.44	
12/17/09	Printing		DUP
		Amount = \$0.10	
12/17/09	Printing		DUP
		Amount = \$13.50	
12/17/09	Printing		DUP
		Amount = \$0.10	
12/17/09	Printing		DUP
		Amount = \$3.00	
12/17/09	Printing		DUP
		Amount = \$6.30	
12/17/09	Printing		DUP
		Amount = \$4.10	
12/17/09	Printing		DUP
		Amount = \$3.30	
12/17/09	Printing		DUP
		Amount = \$1.00	
12/18/09	2123108004 Long Distance		LD
		Amount = \$1.39	
12/18/09	2123108078 Long Distance		LD
		Amount = \$19.46	
12/18/09	2123108078 Long Distance		LD
		Amount = \$2.78	

Jay A. Dubor, Esq.  
 Vice President, General Counsel and Chief Administrative Officer  
 Advanta Corp.  
 Welsh and McKean Roads  
 P.O. Box 844  
 Spring House PA 19477-0844

January 27, 2010  
 Invoice 349252  
 Page 90  
 Client # 707765

12/18/09	Printing		DUP
		Amount = \$0.10	
12/18/09	Printing		DUP
		Amount = \$0.10	
12/18/09	Printing		DUP
		Amount = \$0.10	
12/21/09	THE GARDEN CITY GROUP INC - Messenger and delivery		MESS
		Amount = \$10.17	
12/21/09	Photocopies		DUP
		Amount = \$0.20	
12/21/09	Westlaw		LEXIS
		Amount = \$3,102.00	
12/22/09	2123108078 Long Distance		LD
		Amount = \$18.07	
12/22/09	ALL PACER		DOCRETRI ---
		Amount = \$7.68	
12/22/09	Printing		DUP
		Amount = \$1.00	
12/23/09	ALL PACER		DOCRETRI ---
		Amount = \$2.32	
12/23/09	Printing		DUP
		Amount = \$1.30	
12/29/09	ALL PACER		DOCRETRI ---
		Amount = \$2.00	
12/29/09	Printing		DUP
		Amount = \$2.20	
12/29/09	Printing		DUP
		Amount = \$2.10	
12/29/09	Printing		DUP
		Amount = \$2.30	
12/31/09	Delivery expense 12/30/09		MESS
		Amount = \$7.70	

TOTALS FOR 707765

Advanta Corp.

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
Welsh and McKean Roads  
P.O. Box 844  
Spring House PA 19477-0844

January 27, 2010  
Invoice 349252  
Page 91  
Client # 707765

Expenses \$11,758.14