

**IN THE 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: 4/19/10 at 4:00 p.m. (ET)**  
: :  
-----X

**THIRD 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 FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

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: February 1, 2010 through February 28, 2010

Amount of Compensation sought as actual, reasonable, and necessary: \$25,188.00 (80% of \$31,485.00)

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$1,326.03

<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:

<b>Date Filed</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>
1/28/10	11/8/09 - 12/31/09	\$97,773.00	\$11,758.14
2/25/10	1/1/10 - 1/31/10	\$22,001.00	\$217.44

**COMPENSATION BY PROFESSIONAL  
FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

<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>
Mark D. Collins	Joined firm as associate in 1993. Director in 1998. Member of DE Bar since 1991.	\$675	2.2	\$1,485.00
Russell Silberglied	Joined firm as associate in 1995. Director in 2002. Member of DE Bar since 1996.	\$600	0.1	\$60.00
Paul N. Heath	Joined firm as associate in 1999. Director in 2007. Member of DE Bar since 1998.	\$525	9.7	\$5,092.50
Michael J. Merchant	Joined firm as associate in 1999. Director in 2006. Member of DE Bar since 1999.	\$525	0.4	\$210.00
Jason M. Madron	Joined firm as associate in 2003. Member of DE Bar since 2003.	\$390	0.4	\$156.00
Chun I. Jang	Joined firm as associate in 2005. Member of DE Bar since 2006.	\$340	17.3	\$5,882.00
Lee E. Kaufman	Joined firm as associate in 2006. Member of DE Bar since 2006.	\$315	0.4	\$126.00
Zachary I. Shapiro	Joined firm as associate in 2007. Member of DE Bar since 2008.	\$290	40.8	\$11,832.00
Julie A. Finocchiaro	Joined firm as associate in 2009. Member of DE Bar since 2009.	\$240	0.2	\$48.00
Jamie E. Schairer	Paralegal since 2009. Joined firm in 2009.	\$195	29.9	\$5,830.50
Barbara J. Witters	Paralegal since 2000. Joined firm in 2000.	\$195	1.2	\$234.00

<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>
Cathy M. Greer	Paralegal since 1995. Joined firm in 2000.	\$195	0.5	\$97.50
Ann Jerominski	Paralegal since 1995. Registered Paralegal since 2000. Joined firm in 2000.	\$195	0.5	\$97.50
Robyn K. Sinclair	Paralegal since 2010. Joined firm in 2010.	\$195	0.4	\$78.00
Marisa C. DeCarli	Paralegal since 2009. Joined firm in 2009.	\$195	0.4	\$78.00
Rebecca V. Speaker	Paralegal since 2002. Joined firm in 2001.	\$195	0.2	\$39.00
Tracy A. Cameron	Paralegal since 2005. Joined firm in 1992.	\$195	0.2	\$39.00
Brenda D. Tobin	Case Management Assistant.	\$100	0.9	\$90.00
Amy B. Anderson	Case Management Assistant.	\$100	0.1	\$10.00
<b>TOTAL</b>			<b>105.8</b>	<b>\$31,485.00</b>

Grand Total	\$31,485.00
Attorney Compensation	\$24,891.50
Total Attorney Hours	71.5
Blended Rate	\$348.13

Dated: March 30, 2010  
Wilmington, Delaware

**COMPENSATION BY PROJECT CATEGORY**  
**FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration (A)	5.8	\$1,332.00
Creditor Inquiries (B)	0.5	\$126.50
Meetings (C)	4.6	\$1,491.00
Executory Contracts/Unexpired Leases (D)	8.7	\$2,524.50
Automatic Stay/Adequate Protection (E)	1.9	\$546.00
Plan of Re-Organization/Disclosure Statement (F)	2.4	\$842.00
Use, Sale, Lease of Assets (G)	10.7	\$3,304.00
Cash Collateral/DIP Financing (H)	0.7	\$203.00
Claims Administration (I)	2.5	\$668.00
Court Hearings (J)	23.2	\$6,757.50
General Corporate/Real Estate (K)	0.0	\$0.00
Schedules/SOFA/U.S. Trustee Reports (L)	5.7	\$1,568.50
Employee Issues (M)	17.6	\$6,394.00
Environmental (N)	0.0	\$0.00
Tax Issues (O)	0.4	\$217.50
Litigation/Adversary Proceedings (P)	2.4	\$635.50
RL&F Retention (Q-1)	0.0	\$0.00
Retention of Others (Q-2)	6.7	\$1,884.50
RL&F Fee Applications (R-1)	4.4	\$1,005.00
Fee Applications of Others (R-2)	7.6	\$1,985.50
Vendor/Supplies (S)	0.0	\$0.00
Non-Working Travel (T)	0.0	\$0.00
Utilities (U)	0.0	\$0.00
Insurance (V)	0.0	\$0.00
<b>TOTAL</b>	<b>105.8</b>	<b>\$31,485.00</b>

**EXPENSE SUMMARY**  
**FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

Expense Category	Service Provider (if applicable)	Total Expenses
Facsimile		\$0.00
Long Distance Telephone		\$197.37
In-House Reproduction (Duplication/Printing)	Copies - 669 @ \$.10/pg Printing - 382 @ \$.10/pg	\$105.10
Outside Reproduction		\$0.00
Legal Research	Westlaw	\$808.52
Filing/Court Fees	Courtcall LLC	\$30.00
Court Reporting	J&J Court Transcribers, Inc.	\$65.25
Travel Expenses		\$0.00
Inside Courier & Expense Carriers		\$0.00
Outside Courier & Expense Carriers	Blue Marble	\$32.70
Postage		\$0.00
Binding		\$4.00
Business Meals	<i>(See attached chart)</i>	\$40.05
Document Retrieval	Pacer	\$31.28
Record Retrieval		\$0.00
Room Rental		\$0.00
Professional Services		\$0.00
Overtime		\$11.76
<b>TOTAL</b>		<b>\$1,326.03</b>

**BUSINESS MEAL DETAIL**

<b>Date</b>	<b>Provider</b>	<b>Meal &amp; # of people</b>	<b>Description</b>	<b>Amount</b>
2/3/2010	Grotto's Pizza	Dinner for 1	E-file and serve of multiple OCP affidavits; Preparation for 2/4/2010 hearing.	\$11.20
2/12/2010	Gallucio's Cafe	Dinner for 1	E-file certification of counsel.	\$5.25
2/12/2010	Kid Shelleen's	Dinner for 1	Revise of sale motion.	\$23.60
<b>TOTAL</b>				<b>\$40.05</b>

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<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
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Debtors. <sup>1</sup>	:	(Jointly Administered)
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	:	<b>Objection Deadline: 4/19/10 at 4:00 p.m. (ET)</b>
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**THIRD 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 FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

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 Third 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 February 1, 2010 through February 28, 2010 (the “Application”). By this Application, RL&F seeks a monthly allowance pursuant to the

<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.



Administrative Order with respect to the sums of \$31,485.00 as compensation and \$1,326.03 for reimbursement of actual and necessary expenses for a total of \$32,811.03 for the period February 1, 2010 through and including February 28, 2010 (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: Mark D. Collins, Russell Silberglied, Paul N. Heath, Michael J. Merchant, Jason M. Madron, Chun I. Jang, Lee E. Kaufman, Zachary I. Shapiro and Julie A. Finocchiaro. The paraprofessionals of RL&F who have provided service to these attorneys in these cases are as follows: Jamie E. Schairer, Barbara J. Witters, Cathy M. Greer, Ann Jerominski, Robyn K. Sinclair, Marisa C. DeCarli, Rebecca V. Speaker, Tracy A. Cameron, Brenda D. Tobin and Amy B. Anderson.

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: \$1,332.00: Total Hours: 5.8

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: \$126.50: Total Hours: 0.5

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

C. Meetings

Fees: \$1,491.00: Total Hours: 4.6

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: \$2,524.50: Total Hours: 8.7

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: \$546.00: Total Hours: 1.9

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: \$842.00: Total Hours: 2.4

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: \$3,304.00: Total Hours: 10.7

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

H. Cash Collateral/DIP Financing

Fees: \$203.00: Total Hours: 0.7

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: \$668.00: Total Hours: 2.5

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: \$6,757.50: Total Hours: 23.2

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

K. General Corporate/Real Estate

Fees: \$0.00: Total Hours: 0.0

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: \$1,568.50: Total Hours: 5.7

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: \$6,394.00: Total Hours: 17.6

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: \$217.50: Total Hours: 0.4

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: \$635.50: Total Hours: 2.4

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

Q-1. RL&F Applications

Fees: \$0.00: Total Hours: 0.0

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

Q-2. Retention of Others

Fees: \$1,884.50: Total Hours: 6.7

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: \$1,005.00: Total Hours: 4.4

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: \$1,985.50: Total Hours: 7.6

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: \$0.00: Total Hours: 0.0

This category includes all matters related to utility issues.

V. Insurance

Fees: \$0.00: Total Hours: 0.0

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 105.8 hours in connection with this matter during the Compensation Period, as follows:

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Mark D. Collins	2.2	\$675
Russell Silberglied	0.1	\$600
Paul N. Heath	9.7	\$525
Michael J. Merchant	0.4	\$525
Jason M. Madron	0.4	\$390
Chun I. Jang	17.3	\$340
Lee E. Kaufman	0.4	\$315
Zachary I. Shapiro	40.8	\$290
Julie A. Finocchiaro	0.2	\$240



<u>PARAPROFESSIONALS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Jamie E. Schairer	29.9	\$195
Barbara J. Witters	1.2	\$195
Cathy M. Greer	0.5	\$195
Ann Jerominski	0.5	\$195
Robyn K. Sinclair	0.4	\$195
Marisa C. DeCarli	0.4	\$195
Rebecca V. Speaker	0.2	\$195
Tracy A. Cameron	0.2	\$195
Brenda D. Tobin	0.9	\$100
Amy B. Anderson	0.1	\$100

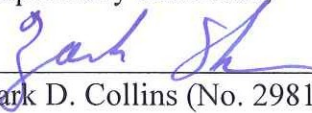
The nature of the work performed by these persons is fully set forth in Exhibit A attached hereto. These are RL&F's normal hourly rates for work of this character. The reasonable value of the services rendered by RL&F to the Debtors during the Compensation Period is \$31,485.00.

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 February 1, 2010 through February 28, 2010, an allowance be made to RL&F pursuant to the terms of the Administrative Order, with respect to the sum of \$31,485.00 as compensation for necessary professional services rendered (80% of which equals \$25,188.00), and the sum of \$1,326.03 as 100% reimbursement of actual necessary costs and expenses, for a total of \$32,811.03 and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: March 30, 2010  
Wilmington, Delaware

Respectfully submitted,



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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 30<sup>th</sup> day of March, 2010.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 6/30/2010

LINDA M. ANDERSON  
Notary Public - State of Delaware  
My Comm. Expires June 30, 2010

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

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<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
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Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
	:	<b>Objection Deadline: 4/19/10 at 4:00 p.m. (ET)</b>
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**NOTICE OF FEE APPLICATION**

PLEASE TAKE NOTICE that Richards, Layton & Finger, P.A. (the "Applicant") has today filed the attached **Third 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 February 1, 2010 through February 28, 2010** (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*

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<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.

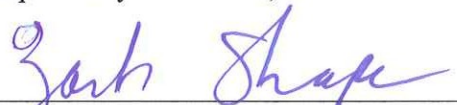
*Compensation and Reimbursement of Professionals* [Docket No. 102] (the “Administrative Order”) and must be filed with the Clerk of the Bankruptcy Court, and be served upon and received by (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-844 (Attn: Philip M. Browne); (ii) 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 Daylight Time) on April 19, 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: March 30, 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

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For services through February 28, 2010  
relating to Case Administration

02/04/10	Calls with V. Vron re: status of case			
Associate	Chun I. Jang	0.30 hrs.	340.00	\$102.00
02/04/10	Email to/from Garden City re: 2002 service list (.2); Circulate 2002 service list to C. Hartman (.2); Update critical dates calendar (.4)			
Paralegal	Jamie E. Schairer	0.80 hrs.	195.00	\$156.00
02/04/10	Correspondence to V. Vron re: status of filings on 2/5/10 (.1); Review correspondence from V. Vron re: same (.1); Conference with C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
02/08/10	Maintain original pleadings			
Paralegal	Brenda D. Tobin	0.20 hrs.	100.00	\$20.00
02/08/10	Maintain original pleadings			
Paralegal	Marisa C. DeCarli	0.40 hrs.	195.00	\$78.00
02/09/10	Update critical dates calendar			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
02/09/10	Review correspondence from V. Vron re: status of filings on 2/10/10 (.1); Correspondence to V. Vron re: same (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
02/09/10	Review correspondence from C. Jang re: critical dates calendar (.1); Review and revise same (.3); Correspondence to and from K. Prindle re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
02/10/10	Correspondence to and from V. Vron re: status of pro hac motion			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00



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02/12/10	Maintain original pleadings			
Paralegal	Brenda D. Tobin	0.20 hrs.	100.00	\$20.00
02/12/10	Maintain original pleadings			
Paralegal	Brenda D. Tobin	0.20 hrs.	100.00	\$20.00
02/16/10	Coordinate delivery of V. Vron's pro hac vice motion to chambers			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
02/16/10	Conference with C. Jang re: status of V. Vron's pro hac motion (.1); Correspondence to N. Hunt re: same (.1); Review correspondence from D. Grottini re: same (.1); Correspondence to and from J. Schairer re: same (.1); Conference with J. Schairer re: status of same (.1); Review correspondence from M. Wasserman re: status of service re: stipulation with SEC (.1); Correspondence to M. Wasserman re: same (.1)			
Associate	Zachary I. Shapiro	0.70 hrs.	290.00	\$203.00
02/22/10	Maintain original pleadings			
Paralegal	Brenda D. Tobin	0.20 hrs.	100.00	\$20.00
02/22/10	Review docket for recently filed pleadings (.1); Update critical dates calendar (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
02/22/10	Review correspondence from C. Jang re: critical dates calendar (.1); Review and revise same (.1); Correspondence to WGM re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
02/24/10	Email correspondence with A. Sagat re: creditor matrix			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
02/25/10	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.10 hrs.	100.00	\$10.00

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02/25/10	Maintain original pleading			
Paralegal	Brenda D. Tobin	0.10 hrs.	100.00	\$10.00
02/25/10	Review emails re: creditor matrix			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00

Total Fees for Professional Services \$1,332.00

TOTAL DUE FOR THIS INVOICE \$1,332.00  
BALANCE BROUGHT FORWARD \$11,168.50  
TOTAL DUE FOR THIS MATTER \$12,500.50

Jay A. Dubor, Esq.  
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For services through February 28, 2010  
relating to Creditor Inquiries

02/01/10	Telephone call re: inquiry from creditor			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
02/02/10	Attention to inquiry from GE Capital			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
02/08/10	Telephone from L. Pomaleri re: creditor inquiry (.1); Telephone call from F. Thomas re: creditor inquiry (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
02/18/10	Attention to inquiry re: clearing of mortgage title			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00

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Total Fees for Professional Services \$126.50

TOTAL DUE FOR THIS INVOICE	<b>\$126.50</b>
BALANCE BROUGHT FORWARD	\$743.50
<b>TOTAL DUE FOR THIS MATTER</b>	<b>\$870.00</b>

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For services through February 28, 2010  
relating to Meetings

02/08/10	Review email from V. Vron re: 341 meeting (.1); Email correspondence with D. Klauder re: 341 meeting (.1); Email correspondence with V. Vron re: same (.1); Email Z. Shapiro re: notice of 341 meeting (.1)			
Associate	Chun I. Jang	0.40 hrs.	340.00	\$136.00
02/08/10	Confer with Z. Shapiro concerning notice of continued section 341 meeting			
Associate	Jason M. Madron	0.10 hrs.	390.00	\$39.00
02/08/10	Meet with C. Jang re: 341 meeting (.1); Meet with Z. Shapiro re: 341 meeting notice (.1); Email with C. Jang and D. Klauder re: 341 meeting (.2)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
02/08/10	File notice of continuation of 341 meeting of creditors (.1); Coordinate service of same with Garden City Group (.1)			
Paralegal	Tracy A. Cameron	0.20 hrs.	195.00	\$39.00
02/08/10	Review correspondence from V. Vron re: re-scheduling 341 meeting (.1); Review correspondence from C. Jang re: same (.1); Review, revise and finalize notice of continued 341 meeting (.8); Conference with C. Jang re: same (x2 (.2)); Conference with J. Madron re: same (.1); Conference with L. Kaufman re: same (.1)			
Associate	Zachary I. Shapiro	1.40 hrs.	290.00	\$406.00
02/16/10	Meet with C. Jang re: 341 meeting (.1); Email with D. Klauder and C. Jang re: 341 meeting (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
02/17/10	Call with V. Vron re: continued 341 meeting (.1); Email correspondence with D. Klauder re: continued 341 meeting (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00

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02/17/10	Efile notice of further continuation of 341 meeting (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
02/17/10	Meet with C. Jang re: continued 341 meeting			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
02/17/10	Conference with C. Jang re: continued 341 meeting (x2) (.1); Review, revise and finalize notice of further continued 341 meeting (.6); Conference with C. Jang re: comments to same (.1); Correspondence to and from V. Vron re: same (.1); Conference with J. Schairer re: filing and service of same (.1); Review correspondence from J. Schairer re: same (.1); Correspondence to D. Klauder re: same (.2)			
Associate	Zachary I. Shapiro	1.30 hrs.	290.00	\$377.00

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Total Fees for Professional Services \$1,491.00

TOTAL DUE FOR THIS INVOICE	<u>\$1,491.00</u>
BALANCE BROUGHT FORWARD	\$8,135.50
<b>TOTAL DUE FOR THIS MATTER</b>	<b><u>\$9,626.50</u></b>

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For services through February 28, 2010  
relating to Executory Contracts/Unexpired Leases

02/01/10	Draft certification of no objection re: motion to reject Eagles stadium license agreement (.3); Draft certification of no objection re: motion to reject Phillies ballpark license agreement (.3); Circulate both to Z. Shapiro for review (.1); Efile certification of no objection re: motion to reject Eagles stadium license agreement (.2); Efile certification of no objection re: motion to reject Phillies ballpark license agreement (.2)			
Paralegal	Jamie E. Schairer	1.10 hrs.	195.00	\$214.50
02/01/10	Review, revise and finalize order rejecting Phillies Licensing Agreement (.2); Review, revise and finalize certification of no objection re: same (.1); Review, revise and finalize order rejecting Eagles Licensing Agreement (.2); Review, revise and finalize certification of no objection re: same (.1)			
Associate	Zachary I. Shapiro	0.60 hrs.	290.00	\$174.00
02/02/10	Serve order re: motion to reject Eagles stadium license agreement (.1); Circulate same to distribution (.1); Serve order re: motion to reject Phillies ballpark license agreement (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
02/02/10	Review as-entered order approving Eagles' rejection motion (.1); Review as-entered order approving Phillies' rejection motion (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
02/09/10	Review motion to extend 365(d)(4) deadline (.3); Review motion to reject Brandywine lease (.2)			
Associate	Chun I. Jang	0.50 hrs.	340.00	\$170.00
02/09/10	Email with C. Jang and Z. Shapiro re: rejection motion (.1); Review of 365 (d)(4) motion (.3); Review of lease rejection motion (.3)			
Director	Paul N. Heath	0.70 hrs.	525.00	\$367.50

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02/09/10	Review correspondence from C. Jang re: motion to reject Talleyville lease (.1); Review correspondence from J. Ganesh re: same (.1); Preliminary review of motion to reject Talleyville lease (.2)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00
02/12/10	Finalize and file re: motion to extend 365(d)(4) motion (.2); E-mail to Garden City re: service of same (.1)			
Paralegal	Barbara J. Witters	0.30 hrs.	195.00	\$58.50
02/12/10	Conference with Z. Ivan Shapiro re: lease rejection issue			
Associate	Lee Kaufman	0.10 hrs.	315.00	\$31.50
02/12/10	Meet with Z. Shapiro re: rejection motion			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
02/12/10	Review and revise motion to reject Tallyville lease (7); Conference with P. Heath re: same (.1); Review, revise and finalize motion to extend 365(d)(4) period (.8); Review, revise and finalize notice of filing of same (.2); Conference with B. Witters re: filing and service of same (.1); Review correspondence from B. Witters re: service of same (.1)			
Associate	Zachary I. Shapiro	2.00 hrs.	290.00	\$580.00
02/18/10	Review correspondence from J. Ganesh re: comments to Talleyville rejection motion (.1); Legal research re: same (.6); Draft and revise email memorandum to J. Ganesh re: same (.3)			
Associate	Zachary I. Shapiro	1.00 hrs.	290.00	\$290.00
02/26/10	Email to/from Z. Shapiro re: certification of no objection re: motion to extend time to assume or reject (.1); Draft certification of no objection re: motion to extend time to assume or reject (.3); Circulate same to Z. Shapiro for review (.1); Efile same (.2)			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50

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02/26/10	Review correspondence from J. Schairer re: order approving extension of 365(d)(4) period (.1); Correspondence to J. Schairer re: same (.1); Review, revise and finalize certification of no objection re: same (.2); Conference J. Schairer re: filing of same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00

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Total Fees for Professional Services \$2,524.50

TOTAL DUE FOR THIS INVOICE	<b>\$2,524.50</b>
BALANCE BROUGHT FORWARD	\$6,843.50
<b>TOTAL DUE FOR THIS MATTER</b>	<b>\$9,368.00</b>



Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
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P.O. Box 844  
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For services through February 28, 2010  
relating to Automatic Stay/Adequate Protection

02/18/10	Review correspondence from C. Jang re: proposed mortgage satisfaction (.1); Review correspondence from J. Newcomer re: same (.2); Legal research re: same (.3); Correspondence to V. Vron re: same (.1)			
Associate	Zachary I. Shapiro	0.70 hrs.	290.00	\$203.00
02/24/10	Efile objection to Thatte stay relief motion (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
02/24/10	Email with Z. Shapiro re: stay relief reply			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
02/24/10	Review correspondence from D. Griffiths re: objection to Thatte stay relief motion (.1); Correspondence to D. Griffiths re: same (.1); Review, revise and finalize objection to Thatte stay relief motion (.3); Conference with C. Jang re: same (.1); Conference with J. Schairer re: same (.1); Review correspondence from J. Schairer re: service of same (.1)			
Associate	Zachary I. Shapiro	0.80 hrs.	290.00	\$232.00

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Total Fees for Professional Services \$546.00

TOTAL DUE FOR THIS INVOICE	<u>\$546.00</u>
BALANCE BROUGHT FORWARD	\$157.50
<b>TOTAL DUE FOR THIS MATTER</b>	<u><b>\$703.50</b></u>

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For services through February 28, 2010  
relating to Plan of Reorganization/Disclosure Statement

02/12/10	Finalize and file re: motion to extend exclusivity (.2); E-mail to Garden City re: service of same (.1)			
Paralegal	Barbara J. Witters	0.30 hrs.	195.00	\$58.50
02/12/10	Review exclusivity motion			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
02/12/10	Email with Z. Shapiro re: exclusivity motion (.2); Review of draft exclusivity motion for filing (.4); Email with V. Vron and Z. Shapiro re: exclusivity motion (.1)			
Director	Paul N. Heath	0.70 hrs.	525.00	\$367.50
02/12/10	Conference with C. Jang re: motion to extend exclusivity (.1); Correspondence to and from C. Jang re: same (.1); Review, revise and finalize motion to extend exclusivity (.5); Review, revise and finalize notice of filing of same (.2); Conference with B. Witters re: filing and service of same (.1); Review correspondence from B. Witters re: service of same (.1); Review as-filed version of motion to extend exclusivity (.1)			
Associate	Zachary I. Shapiro	1.20 hrs.	290.00	\$348.00

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Total Fees for Professional Services **\$842.00**

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TOTAL DUE FOR THIS INVOICE **\$842.00**

BALANCE BROUGHT FORWARD **\$292.50**

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**TOTAL DUE FOR THIS MATTER \$1,134.50**

Jay A. Dubor, Esq.  
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For services through February 28, 2010  
relating to Use, Sale of Assets

02/02/10	Review de minimis asset sale motion (.2); Call with V. Vron re: same (.1)			
Associate	Chun I. Jang	0.30 hrs.	340.00	\$102.00
02/02/10	Retrieve and circulate to distribution objection of Western Pennsylvania Electrical Employees Pension Fund to de minimis assets sale motion			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
02/02/10	Review de minimis sale motion and objection to same (.3); Meeting with C. Jang re: same (.1)			
Director	Mark D. Collins	0.40 hrs.	675.00	\$270.00
02/02/10	Review Pension Fund's objection to motion to approve de minimis asset sale procedures (.3); Conference with J. Schairer re: distribution of same to WGM (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00
02/03/10	Coordinate delivery of objection re: de minimis assets sale motion to chambers			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
02/03/10	Review correspondence from D. Griffiths re: comments to order approving de minimis asset sales procedures (.1); Review comments to order approving de minimis asset sales procedures (.2); Review correspondence from C. Jang re: same (x2) (.1); Review correspondence from V. Vron re: same (x2) (.2)			
Associate	Zachary I. Shapiro	0.60 hrs.	290.00	\$174.00
02/04/10	Retrieve order re: de minimis asset sale motion (.1); Serve same (.1); Circulate same to distribution (.1); Review same for critical dates (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00

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02/04/10	Correspondence to and from C. Jang re: comments to order approving de minimis asset sales procedures motion (.1); Review, revise and finalize order approving de minimis asset sales procedures motion (.7); Conference with J. Schairer re: same (x2) (.1); Conference with C. Jang re: same (x3) (.3)			
Associate	Zachary I. Shapiro	1.20 hrs.	290.00	\$348.00
02/09/10	Review draft NetJets sale motion			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
02/09/10	Email with C. Jang re: sale motion			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
02/09/10	Call with V. Vron re: NetJets sale motion (.2); Conference with C. Jang re: same (.1); Review correspondence from V. Vron re: comments to same (x3) (.2)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
02/12/10	Finalize and file re: motion to approve NetJets agreement to sell interests (.2); Finalize and file re: motion to shorten of same (.2); E-mail to Garden City re: service of same (.1); Coordinate to Judge Carey re: same (.1)			
Paralegal	Barbara J. Witters	0.60 hrs.	195.00	\$117.00
02/12/10	Discussion with Z. Shapiro re: NetJets sale motion and motion to shorten notice re: same (.1); Discussion with Z. Shapiro re: NetJets sale motion and motion to shorten notice re: same (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
02/12/10	Email with Z. Shapiro re: NetJets sale motion (.2); Review of NetJets sale motion for filing (.6)			
Director	Paul N. Heath	0.80 hrs.	525.00	\$420.00

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02/12/10	Conference with C. Jang re: NetJets sale motion (.1); Correspondence to and from C. Jang re: same (.1); Correspondence to P. Heath re: same (.1); Correspondence to and from V. Vron re: same and motion to shorten same (.1); Draft and revise motion to shorten notice re: same (.8); Correspondence to V. Vron re: same (.1); Review correspondence from V. Vron re: same (.1); Review, revise and finalize NetJets sale motion (.8); Review, revise and finalize notice of filing of same (.2); Conference with B. Witters re: service and filing of same (.2); Review correspondence from B. Witters re: same (.1)			
Associate	Zachary I. Shapiro	2.70 hrs.	290.00	\$783.00
02/17/10	Draft re-notice of NetJets sale motion (.3); Circulate same to Z. Shapiro for review (.1); Efile same (.1); Serve same (.1); Circulate to distribution order re: motion to shorten re: NetJets sale motion (.1)			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50
02/17/10	Review correspondence from J. Schairer re: order granting motion to shorten on NetJets sale motion (.1); Conference with J. Schairer re: same (.1); Correspondence to and from J. Schairer re: same (.1); Review, revise and finalize re-notice of NetJets sale motion (.3); Conference with J. Schairer re: filing and service of same (.1); Review correspondence from J. Schairer re: same (.1); Conference with V. Vron re: same (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	290.00	\$261.00
02/26/10	Review correspondence from V. Vron re: comments to Creditors' Committee's securities trading motion (.1); Review revised order approving same (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00

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Total Fees for Professional Services \$3,304.00

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TOTAL DUE FOR THIS INVOICE	<b>\$3,304.00</b>
BALANCE BROUGHT FORWARD	<b>\$3,964.50</b>

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**TOTAL DUE FOR THIS MATTER**

**\$7,268.50**

Jay A. Dubor, Esq.  
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For services through February 28, 2010  
relating to Cash Collateral/DIP Financing

02/22/10	Review Dreyfus fund prospectus and certification of compliance re: compliance with Local Rule 4001-3 (.3); Conference with C. Samis re: same (.1); Conference with L. Kaufman re: same (.1); Conference with C. Jang re: same (x2) (.2)			
Associate	Zachary I. Shapiro	0.70 hrs.	290.00	\$203.00

Total Fees for Professional Services \$203.00

TOTAL DUE FOR THIS INVOICE \$203.00

**TOTAL DUE FOR THIS MATTER \$203.00**

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For services through February 28, 2010  
relating to Claims Administration

02/01/10	Email correspondence with A. Fish re: bar dates			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
02/08/10	Coordinate delivery of proof of claim to Garden City			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
02/09/10	Coordinate delivery of proof of claim to Garden City			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
02/12/10	Efile COC re: government claim issue (.2); Coordinate service of same (.2); Coordinate submission to chambers (.1)			
Paralegal	Ann Jerominski	0.50 hrs.	195.00	\$97.50
02/12/10	Review stipulation with Securities and Exchange Commission (.2); Review and revise order approving same (.2); Review, revise and finalize certification of counsel re: order approving same (.4); Correspondence to and from V. Vron re: same (.2); Conference with A. Jerominski re: service and filing of same (.1)			
Associate	Zachary I. Shapiro	1.10 hrs.	290.00	\$319.00
02/13/10	Review of certification of counsel re: stipulation re: dischargeability of debt			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
02/16/10	Serve order re: certification of counsel re: stipulation with SEC (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
02/17/10	Review correspondence from M. Tattnall re: bar date (.1); Correspondence to and from L. Kaufman re: same (.1); Correspondence to and from M. Tattnall re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00



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Total Fees for Professional Services	\$668.00
<b>TOTAL DUE FOR THIS INVOICE</b>	<b>\$668.00</b>
	\$979.00
<b>TOTAL DUE FOR THIS MATTER</b>	<b>\$1,647.00</b>

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For services through February 28, 2010  
relating to Court Hearings

02/01/10	Review emails from Z. Shapiro and V. Vron re: 2/4/10 hearing (.1); Call with Z. Shapiro re: agenda for 2/4/10 hearing (.1); Review draft agenda for 2/4/10 hearing (.1); Call with Z. Shapiro re: same (.1)			
Associate	Chun I. Jang	0.40 hrs.	340.00	\$136.00
02/01/10	Revise 2/4/10 hearing agenda (.4); Prepare 2/4/10 hearing binders (1.0)			
Paralegal	Jamie E. Schairer	1.40 hrs.	195.00	\$273.00
02/01/10	Review of email from V. Vron re: agenda			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
02/01/10	Draft correspondence to V. Vron re: agenda for 2/4/10 hearing (.3); Review correspondence from V. Vron re: same (.2); Correspondence to J. Schairer re: same and review response (.1); Correspondence to and from J. Schairer re: CNO items for 2/4/10 hearing (.1); Review correspondence from J. Schairer re: draft agenda for 2/4/10 hearing (.1); Conference with J. Schairer re: comments to draft agenda for 2/4/10 hearing (.2); Review correspondence from J. Schairer re: same (.1); Review, revise and finalize agenda draft agenda for 2/4/10 hearing (.3); Correspondence to V. Vron re: same (.1); Review correspondence from V. Vron re: same (.1); Review and revise same in light of V. Vron's comments (.2)			
Associate	Zachary I. Shapiro	1.80 hrs.	290.00	\$522.00
02/02/10	Review orders entered under certification			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00

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02/02/10	Update motion chart (.2); Circulate 2/4/10 hearing agenda to Z. Shapiro for review (.1); Efile same (.2); Serve same (.1); Update 2/4/10 hearing binders with same (.2); Coordinate delivery of 2/4/10 hearing agenda, 2/4/10 hearing binder and 2/4/10 certification of no objection binder to chambers (.1); Follow up with chambers re: omnibus hearing dates (.3); Draft amended 2/4/10 hearing agenda (.7)			
Paralegal	Jamie E. Schairer	1.90 hrs.	195.00	\$370.50
02/02/10	Email with Z. Shapiro re: agenda			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
02/02/10	Review, revise and finalize agenda for 2/4/10 hearing (.3); Correspondence to V. Vron re: same (.1); Conference with J. Schairer re: service and filing of same (.1); Review correspondence from M. Wasserman re: same (.1); Correspondence to and from J. Schairer re: obtaining additional omnibus hearing dates (.1)			
Associate	Zachary I. Shapiro	0.70 hrs.	290.00	\$203.00
02/03/10	Email correspondence with Z. Shapiro re: 2/4/10 hearing (.1); Email correspondence with D. Griffiths re: 2/4/10 hearing (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
02/03/10	Email to RLF team re: omnibus hearing dates (.1); Email to distribution re: deadline to schedule telephonic appearances (.1); Schedule telephonic appearance for 2/4/10 hearing for V. Vron (.1); Circulate confirmation of same to V. Vron and J. Reis (.1); Contact chambers re: filing amended 2/4/10 hearing agenda (.2); Prepare 2/4/10 hearing binder for M. Collins (.6); Prepare order and blackline of order for 2/4/10 hearing (.3)			
Paralegal	Jamie E. Schairer	1.50 hrs.	195.00	\$292.50
02/03/10	Email with J. Schairer and C. Jang re: hearing dates			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50

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02/03/10	Review correspondence from J. Schairer re: omnibus hearing dates (x2) (.1); Conference with J. Schairer re: same (.1); Conference with J. Schairer re: hearing logistics, including Court Call deadline for 2/4/10 hearing (.1); Review correspondence from J. Schairer re: same (.1); Review correspondence from J. Schairer re: amending agenda in light of late-filed objection (.1); Conference with J. Schairer re: same (.1); Correspondence to and from C. Jang re: same (x2) (.2); Correspondence to and from V. Vron re: same (.3); Conference with C. Jang re: same (x2) (.2)			
Associate	Zachary I. Shapiro	1.30 hrs.	290.00	\$377.00
02/04/10	Prepare for and attend 2/4/10 hearing			
Associate	Chun I. Jang	2.30 hrs.	340.00	\$782.00
02/04/10	Assist with preparation for 2/4/10 hearing (.7); Request 2/4/10 hearing transcript (.3); Email to distribution re: additional omnibus hearing dates (.1); Update motion chart (.1); Draft certification of counsel re: omnibus hearing dates (.2); Circulate same to Z. Shapiro for review (.1); Efile same (.2); Serve same (.1); Coordinate delivery of same to chambers (.1)			
Paralegal	Jamie E. Schairer	1.90 hrs.	195.00	\$370.50
02/04/10	Preparation for and attendance at 2/4/10 hearing			
Director	Mark D. Collins	1.80 hrs.	675.00	\$1,215.00
02/04/10	Review correspondence from C. Jang re: status of 2/4/10 hearing (.1); Review correspondence from J. Schairer re: omnibus hearing dates in April, May and June of 2010 (.1); Review correspondence from V. Vron re: same (.1); Correspondence to and from J. Schairer re: preparing certification of counsel re: same (.1); Review, revise and finalize same (.2); Conference with J. Schairer re: service and filing of same (.1); Review correspondence from J. Schairer re: same (.1); Review correspondence from M. Wasserman re: same (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	290.00	\$261.00
02/08/10	Meet with C. Jang re: hearing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50

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02/16/10	Update motion chart			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
02/17/10	Meet with C. Jang re: hearing			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
02/22/10	Draft 3/3/10 hearing agenda			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
02/23/10	Prepare 3/3/10 hearing binder			
Paralegal	Jamie E. Schairer	0.90 hrs.	195.00	\$175.50
02/24/10	Update motion chart (.4); Revise 3/3/10 hearing agenda (.5); Update 3/3/10 hearing binders (.6)			
Paralegal	Jamie E. Schairer	1.50 hrs.	195.00	\$292.50
02/25/10	Email correspondence with J. Schairer and Z. Shapiro re: agenda for 3/3/10 hearing (x2)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
02/25/10	Review correspondence from C. Jang re: agenda for 3/3/10 hearing (x2) (.2); Correspondence to C. Jang re: same (.1); Review correspondence from J. Schairer re: same (.1); Review and revise agenda (.2); Correspondence to V. Vron re: agenda items for 3/3/10 hearing (.3); Review correspondence from V. Vron re: same (.1)			
Associate	Zachary I. Shapiro	1.00 hrs.	290.00	\$290.00
02/26/10	Review agenda for 3/3/10 hearing			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
02/26/10	Update 3/3/10 hearing agenda (.2); Update 3/3/10 hearing binders (.5)			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50
02/26/10	Email with Z. Shapiro re: agenda (.1); Review of agenda (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00

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02/26/10	Review and revise draft agenda for 3/3/10 hearing (.7); Correspondence to R. Lemon and V. Vron soliciting comments re: same (.1); Conference with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	290.00	\$261.00

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Total Fees for Professional Services \$6,757.50

TOTAL DUE FOR THIS INVOICE \$6,757.50

\$39,344.00

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**TOTAL DUE FOR THIS MATTER \$46,101.50**

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For services through February 28, 2010  
relating to Schedules/SOFA/U.S. Trustee Reports

02/02/10	Efile affidavit of service re: debtor in possession monthly operating report			
Paralegal	Robyn K. Sinclair	0.20 hrs.	195.00	\$39.00
02/09/10	Email correspondence with V. Vron re: MOR			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
02/12/10	Email correspondence with V. Vron and A. Sagat re: MORs			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
02/16/10	Call with M. West re: MORs (.1); Left voicemail with V. Vron re: same (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
02/22/10	Review draft January 2010 MOR (.5); Attend conference call re: MOR (.6)			
Associate	Chun I. Jang	1.10 hrs.	340.00	\$374.00
02/24/10	Email correspondence with C. Wilson re: monthly operating report (.1); Email correspondence with M. West re: monthly operating report (.1); Email V. Vron and C. Wilson re: same (.1)			
Associate	Chun I. Jang	0.30 hrs.	340.00	\$102.00
02/25/10	Email correspondence with C. Wilson re: MOR (x2) (.2); Review revised MOR (.3)			
Associate	Chun I. Jang	0.50 hrs.	340.00	\$170.00
02/25/10	Review correspondence from C. Jang re: January 2010 monthly operating report (.1); Review January 2010 monthly operating report (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00

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02/26/10	Prepare January monthly operating report for filing (.9); Efile same (.2); Coordinate delivery of same to US Trustee (.2); Draft affidavit of service re: same (.2)				
Paralegal	Jamie E. Schairer	1.50 hrs.	195.00		\$292.50
02/26/10	Meeting with J. Schairer re: January 2010 operating report				
Paralegal	Rebecca V. Speaker	0.20 hrs.	195.00		\$39.00
02/26/10	File affidavit of service re: debtor in possession monthly operating report for 1/1/10 to 1/31/10				
Paralegal	Robyn K. Sinclair	0.20 hrs.	195.00		\$39.00
02/26/10	Conference with C. Jang re: January 2010 monthly operating report (x3) (.3); Conference with R. Speaker re: compiling same (.1); Conference with J. Schairer re: same (.1); Review correspondence from C. Jang re: same (.1); Review, revise and finalize January 2010 monthly operating report (.3); Conference with J. Schairer re: service and filing of same (.1)				
Associate	Zachary I. Shapiro	1.00 hrs.	290.00		\$290.00

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Total Fees for Professional Services \$1,568.50

TOTAL DUE FOR THIS INVOICE \$1,568.50

\$17,006.50

TOTAL DUE FOR THIS MATTER \$18,575.00



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For services through February 28, 2010  
relating to Employee Issues

02/17/10	Call with V. Vron re severance issues			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
02/17/10	Meet with C. Jang re: severance issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
02/19/10	Call with P. Heath and V. Vron re: severance issues (.9); Discussion with P. Heath re: same (.2)			
Associate	Chun I. Jang	1.10 hrs.	340.00	\$374.00
02/19/10	Provide Z. Shapiro with employee wage motion (.1); Provide Z. Shapiro with interim order re: employee wage motion (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
02/19/10	Call with V. Vron and C. Jang re: severance issue (.9); Meet with C. Jang re: severance issue (.2)			
Director	Paul N. Heath	1.10 hrs.	525.00	\$577.50
02/19/10	Conference with C. Jang re: treatment of severance claims paid pursuant to employee severance plan			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
02/22/10	Research re: severance			
Associate	Chun I. Jang	2.00 hrs.	340.00	\$680.00
02/22/10	Confer with Z. Shapiro concerning severance issues			
Associate	Jason M. Madron	0.20 hrs.	390.00	\$78.00
02/22/10	Conference with Z. Shapiro and J. Madron re: severance issues			
Associate	Lee Kaufman	0.20 hrs.	315.00	\$63.00

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02/22/10	Meet with C. Jang re: severance issue (.4); Email with C. Jang and V. Vron re: severance issue (.1); Review of email from Z. Shapiro (.1)			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00
02/22/10	Conference with C. Jang re: severance payments pursuant to severance plan (x2) (.2); Review correspondence from C. Jang re: same (.1); Conference with J. Madron and L. Kaufman re: same (.2); Research re: severance plan and priority of severance payments made in connection therewith (.9); Draft, revise and finalize email memorandum re: same (.3); Correspondence to P. Heath and C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	1.80 hrs.	290.00	\$522.00
02/23/10	Research re: severance issues (1.4); Email correspondence with V. Vron re: same (.1); Meeting with P. Heath re: same (.8); Call with P. Heath, V. Vron and R. Lemons re: same (.3); Research re: same (.5); Discussion with P. Heath re: same (.1); Email correspondence with R. Lemons re: same (.1)			
Associate	Chun I. Jang	3.30 hrs.	340.00	\$1,122.00
02/23/10	Confer with C. Jang concerning severance issue			
Associate	Jason M. Madron	0.10 hrs.	390.00	\$39.00
02/23/10	Meet with C. Jang re: severance issues (1.0); Attention to severance issues (.5); Call with V. Vron and R. Lemons re: severance issue (.3); Email with Z. Shapiro and C. Jang re: severance issues (.1); Email with R. Lemons and C. Jang re: severance issue (.1); Email with C. Jang re: severance issue (.1)			
Director	Paul N. Heath	2.10 hrs.	525.00	\$1,102.50
02/23/10	Correspondence from C. Jang re: research re: payment of claims under: severance plan (.2); Research re: payment of claims under: severance plan (.7); Conference with C. Jang re: same (x2) (.2)			
Associate	Zachary I. Shapiro	1.10 hrs.	290.00	\$319.00

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02/24/10	Discussion with Z. Shapiro re: severance research (.1); Email correspondence with P. Heath re: severance issues (.1); Email correspondence with V. Vron re: same (.1); Email correspondence with P. Heath re: same (.1)			
Associate	Chun I. Jang	0.40 hrs.	340.00	\$136.00
02/24/10	Emails with C. Jang and P. Heath re: severance issues			
Director	Michael J. Merchant	0.10 hrs.	525.00	\$52.50
02/24/10	Email with C. Jang re: employee issue (.3); Meet with M. Collins re: employee issue (.2)			
Director	Paul N. Heath	0.50 hrs.	525.00	\$262.50
02/26/10	Prepare binder re: cases involving similar employee wage motion issues for Z. Shapiro and C. Jang (1.0); Draft index for same (.6)			
Paralegal	Jamie E. Schairer	1.60 hrs.	195.00	\$312.00
02/26/10	Research re: severance plan's and treatment of same (.4); Conference J. Schairer re: creating binder of cases re: same (x2) (.2); Conference with C. Jang re: same (x2) (.1)			
Associate	Zachary I. Shapiro	0.70 hrs.	290.00	\$203.00

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Total Fees for Professional Services **\$6,394.00**

TOTAL DUE FOR THIS INVOICE **\$6,394.00**

**\$1,941.00**

TOTAL DUE FOR THIS MATTER **\$8,335.00**

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For services through February 28, 2010  
relating to Tax Issues

02/24/10	Emails with C. Jang and R. Silberglied re: tax expert issue			
Director	Michael J. Merchant	0.30 hrs.	525.00	\$157.50
02/24/10	Emails with C. Jang and M. Merchant re: accountants			
Director	Russell Silberglied	0.10 hrs.	600.00	\$60.00

Total Fees for Professional Services \$217.50

TOTAL DUE FOR THIS INVOICE \$217.50

\$2,246.00

**TOTAL DUE FOR THIS MATTER \$2,463.50**

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For services through February 28, 2010  
relating to Litigation/Adversary Proceedings

02/01/10	Draft certification of no objection re: Chalnck settlement motion (.2); Circulate same to Z. Shapiro for review (.1); Efile same (.2)			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
02/01/10	Review, revise and finalize order approving 9019 settlement with Chalnck (.2); Review, revise and finalize certification of no objection re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
02/02/10	Serve order re: Chalnck settlement motion (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
02/02/10	Review as-entered order approving Chalnck 9019 motion			
Associate	Zachary I. Shapiro	0.10 hrs.	290.00	\$29.00
02/04/10	Retrieve 9019 statement of Phillips, Goldman & Spence, P.A. (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
02/09/10	Call with V. Vron re: forms of orders approving stipulations resolving disputes (.2); Legal research and factual investigation re: same (.2); Correspondence to and from V. Vron re: same (.2)			
Associate	Zachary I. Shapiro	0.60 hrs.	290.00	\$174.00
02/24/10	Review email from V. Vron re litigation expert and email correspondence with M. Merchant re: same (.1); Call with V. Vron re litigation expert (.2)			
Associate	Chun I. Jang	0.30 hrs.	340.00	\$102.00
02/25/10	Call with D. Klauder re: litigation expert (.1); Email correspondence with V. Vron re: litigation expert (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00

Jay A. Dubor, Esq.  
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P.O. Box 844  
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Total Fees for Professional Services	<u>\$635.50</u>
 TOTAL DUE FOR THIS INVOICE	 <u>\$635.50</u>
	<u>\$711.00</u>
 TOTAL DUE FOR THIS MATTER	 <u>\$1,346.50</u>

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For services through February 28, 2010  
relating to Retention of Others

02/01/10	Discussion with Z. Shapiro re: OCP quarterly report			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
02/01/10	Conference with Z. Shapiro re: retention issues			
Associate	Lee Kaufman	0.10 hrs.	315.00	\$31.50
02/02/10	Review revised draft order for Warren Smith retention (.2); Email H. Cohen and V. Vron re: same (.1); Leave voicemail with chambers re: status of fee auditor order (.1)			
Associate	Chun I. Jang	0.40 hrs.	340.00	\$136.00
02/02/10	Review as-entered order approving Drinker Biddle's retention			
Associate	Zachary I. Shapiro	0.10 hrs.	290.00	\$29.00
02/03/10	Email correspondence with V. Vron re: form fee auditor order (.1); Email D. Klauder re: form fee auditor order (.1); Email correspondence with W. Smith re: form fee auditor order (.1); Review Warren Smith affidavit (.1); Email correspondence with W. Smith re: same (.1)			
Associate	Chun I. Jang	0.50 hrs.	340.00	\$170.00
02/03/10	Provide J. Finocchiaro with fee auditor order (.2); Efile certification of counsel re: fee auditor order (.1); Serve same (.1); Coordinate delivery of same to chambers (.2); Efile affidavit in support of fee auditor order (.1); Serve same (.1); Prepare and efile OCP affidavit of Schnader Harrison Segal & Lewis LLP (.2); Serve same (.1); Prepare and efile amended OCP affidavit of Pepper Hamilton LLP (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	1.40 hrs.	195.00	\$273.00
02/03/10	Revise fee auditor order (.2)			
Associate	Julie A. Finocchiaro	0.20 hrs.	240.00	\$48.00

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02/03/10	Conference with C. Jang re: certification of counsel re: order approving appointment of fee examiner and fee examiner's review procedures (x2) (.2); Review order approving appointment of fee examiner and fee examiner's review procedures (.2); Review related certification of counsel re: same (.1); Conference with J. Schairer re: service and filing of same (.1); Review affidavit in support of W. H. Smith's retention as fee examiner (.2); Conference with J. Schairer re: service and filing of same (.1); Review correspondence from D. Griffiths re: affidavit in support or Pepper Hamilton's retention (.1); Review affidavit in support or Pepper Hamilton's retention and related retention questionnaire (.2); Conference with J. Schairer re: service and filing of same (.1); Correspondence to and from J. Schairer re: same (.1); Review correspondence from D. Griffiths re: affidavit in support or Schnader's retention (.1); Review affidavit in support or Schnader's retention and related retention questionnaire (.2); Correspondence to D. Griffiths re: same (.1)			
Associate	Zachary I. Shapiro	1.80 hrs.	290.00	\$522.00
02/04/10	Prepare for filing and efile OCP affidavit of Robinson & McElwee PLLC (.2); Serve same (.1); Coordinate delivery of affidavit in support of retention of fee auditor to chambers (.2); Retrieve order re: retention of fee auditor (.1); Serve same (.1); Circulate same to distribution (.1); Review same for critical dates (.1)			
Paralegal	Jamie E. Schairer	0.90 hrs.	195.00	\$175.50
02/04/10	Review correspondence from D. Griffiths re: OCP affidavit and retention questionnaire re: Robinson & McElwee PLLC (.1); Correspondence to D. Griffiths re: same (.1); Review OCP affidavit and retention questionnaire re: Robinson & McElwee PLLC (.2); Correspondence to and from J. Schairer re: same (.1); Review correspondence from J. Schairer re: filing and service of same (.1); Review correspondence from M. Wasserman re: same (.1)			
Associate	Zachary I. Shapiro	0.70 hrs.	290.00	\$203.00
02/17/10	Meet with C. Jang re: retention issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
02/24/10	Email with M. Collins and C. Jang re: retention issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00



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02/25/10	Email with C. Jang and V. Vron re: retention issue			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50

	Total Fees for Professional Services			<u>\$1,884.50</u>
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TOTAL DUE FOR THIS INVOICE	<u>\$1,884.50</u>
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\$10,860.50

<b>TOTAL DUE FOR THIS MATTER</b>	<b><u>\$12,745.00</u></b>
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For services through February 28, 2010  
relating to RLF Fee Applications

02/02/10	Draft certification of no objection re: first fee application of RLF			
Paralegal	Jamie E. Schairer	0.60 hrs.	195.00	\$117.00
02/09/10	Review January bill memorandum			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50
02/19/10	Review docket re: objections to December fee application of RL&F (.1); Circulate certification of no objection re: December fee application of RL&F to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
02/19/10	Email with J. Schairer re: fee application			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
02/22/10	Review, revise and finalize bill memorandum for RLF's January 2010 fee application			
Associate	Zachary I. Shapiro	0.90 hrs.	290.00	\$261.00
02/24/10	Draft notice of withdrawal re: certification of no objection re: RLF's first fee application (.3); Efile same (.1); Efile certification of no objection re: RLF's first fee application (.2); Update fee application chart (.1)			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50
02/24/10	Review, revise and finalize notice of withdrawal re: CNO re: RLF's first fee application (.1); Review, revise and finalize CNO re: RLF's first fee application (.1); Conference with J. Schairer and C. Greer re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00

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02/25/10	Review and revise RLF's January fee application (.4); Draft notice of same (.1); Circulate same to Z. Shapiro for review (.1); Efile same (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.90 hrs.	195.00	\$175.50

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Total Fees for Professional Services	\$1,005.00
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TOTAL DUE FOR THIS INVOICE	<b>\$1,005.00</b>
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	\$2,680.50
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TOTAL DUE FOR THIS MATTER	<b>\$3,685.50</b>
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For services through February 28, 2010  
relating to Fee Applications of Others

02/01/10	Revise notice of first fee application of Alvarez & Marsal (.1); Finalize and file first application of Alvarez & Marsal (.3); Coordinate service of same (.1)			
Paralegal	Cathy M. Greer	0.50 hrs.	195.00	\$97.50
02/01/10	Review Alvarez fee application (.1); Call with M. Napoliello re: same (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
02/01/10	Draft notice of and prepare Alvarez & Marsal's first fee application for filing			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
02/01/10	Review correspondence from M. Napoliello re: A&M's first monthly fee application (.1); Correspondence to M. Napoliello re: same (.1); Correspondence to and from J. Schairer re: same (.1); Review and revise same and related notice of filing of same (.2); Conference with C. Jang re: comments to same (.2); Conference with L. Kaufman re: same (.1); Conference with C. Greer re: service and filing of same (.1); Review correspondence from C. Greer re: same (.1)			
Associate	Zachary I. Shapiro	1.00 hrs.	290.00	\$290.00
02/02/10	Email correspondence with H. Cohen re: fee auditor order (.1); Email correspondence with V. Vron re: same (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
02/02/10	Email with court re: fee auditor order (.1); Email with C. Jang re: fee auditor order (.2)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50

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02/03/10	Create fee application chart (1.0); Draft certification of no objection re: first fee application of KPMG (.2); Draft certification of no objection re: first fee application of Alvarez & Marsal (.2)			
Paralegal	Jamie E. Schairer	1.40 hrs.	195.00	\$273.00
02/03/10	Email with C. Jang re: fee auditor order			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
02/22/10	Update fee application chart			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
02/25/10	Circulate certification of no objection re: first fee application of KPMG to Z. Shapiro for review (.1); Efile same (.1); Update fee application chart (.3)			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
02/25/10	Review correspondence from J. Ganesh re: KPMG's first and second monthly fee applications (.1); Research re: same (.2); Conference with J. Schairer re: same (.1); Conference with C. Jang re: same (.1); Correspondence to P. Tatum re: same (.1); Review, revise and finalize certification of no objection re: KPMG's first monthly fee application (.2); Conference with J. Schairer re: same (.1); Review correspondence from E. DeGrauw re: CWT's sixth monthly fee application (.1); Correspondence to E. DeGrauw re: same (x2) (.1); Correspondence to and from B. Witters re: same (x2) (.1); Review, revise and finalize same and related notice of filing of same (.2)			
Associate	Zachary I. Shapiro	1.40 hrs.	290.00	\$406.00
02/26/10	Draft notice of January fee application of KPMG (.1); Prepare January fee application of KPMG for filing (.1); Circulate same to Z. Shapiro for review (.1); Efile same (.2); Serve same (.1); Update fee application chart (.1)			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50

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02/26/10	Review correspondence from P. Tatum re: KPMG's second fee application (.1); Review KPMG's second fee application (.2); Correspondence to and from P. Tatum re: comments to same (x2) (.2); Correspondence to and from J. Schairer re: same (.1); Review, revise and finalize notice of filing of same (.1); Conference with J. Schairer re: filing and service of same (.1); Review correspondence from K. Petriano re: same (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	290.00	\$261.00

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Total Fees for Professional Services \$1,985.50

TOTAL DUE FOR THIS INVOICE \$1,985.50

\$2,176.50

**TOTAL DUE FOR THIS MATTER **\$4,162.00****

Jay A. Dubor, Esq.  
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 Welsh and McKean Roads  
 P.O. Box 844  
 Spring House PA 19477-0844

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Summary of Hours

	Hours	Rate/Hr	Dollars
Amy B. Anderson	0.10	100.00	10.00
Ann Jerominski	0.50	195.00	97.50
Barbara J. Witters	1.20	195.00	234.00
Brenda D. Tobin	0.90	100.00	90.00
Cathy M. Greer	0.50	195.00	97.50
Chun I. Jang	17.30	340.00	5,882.00
Jamie E. Schairer	29.90	195.00	5,830.50
Jason M. Madron	0.40	390.00	156.00
Julie A. Finocchiaro	0.20	240.00	48.00
Lee Kaufman	0.40	315.00	126.00
Marisa C. DeCarli	0.40	195.00	78.00
Mark D. Collins	2.20	675.00	1,485.00
Michael J. Merchant	0.40	525.00	210.00
Paul N. Heath	9.70	525.00	5,092.50
Rebecca V. Speaker	0.20	195.00	39.00
Robyn K. Sinclair	0.40	195.00	78.00
Russell Silberglid	0.10	600.00	60.00
Tracy A. Cameron	0.20	195.00	39.00
Zachary I. Shapiro	40.80	290.00	11,832.00
<b>TOTAL</b>	<b>105.80</b>	<b>\$297.59</b>	<b>31,485.00</b>

**TOTAL DUE FOR THIS INVOICE**

**\$32,811.03**

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.

Jay A. Dubor, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
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Welsh and McKean Roads  
P.O. Box 844  
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PAYABLE WHEN RENDERED

707765



## **Exhibit 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

Tax I.D. No.: 51-0226371

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For disbursements incurred through February 28, 2010  
relating to Advanta - Restructuring Advice

OTHER CHARGES:

Binding	\$4.00
Business Meals	\$40.05
Court Reporter Services	\$65.25
Document Retrieval	\$31.28
Filing Fees	\$30.00
Lexis/Westlaw	\$808.52
Long distance telephone charges	\$197.37
Messenger and delivery service	\$32.70
Overtime	\$11.76
Photocopying/Printing 669 @ \$.10 pg./ 382 @ \$.10/pg.	\$105.10
Other Charges	\$1,326.03

TOTAL DUE FOR THIS INVOICE

**\$1,326.03**



Jay A. Dubor, Esq.  
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BALANCE BROUGHT FORWARD	\$11,975.58
<b>TOTAL DUE FOR THIS MATTER</b>	<b>\$13,301.61</b>

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 Advanta Corp.  
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Client: Advanta Corp.

Matter: Advanta - Restructuring Advice  
 Case Administration  
 Creditor Inquiries  
 Meetings  
 Executory Contracts/Unexpired Leases  
 Automatic Stay/Adequate Protection  
 Plan of Reorganization/Disclosure Statement  
 Use, Sale of Assets  
 Cash Collateral/DIP Financing  
 Claims Administration  
 Court Hearings  
 Schedules/SOFA/U.S. Trustee Reports  
 Employee Issues  
 Tax Issues  
 Litigation/Adversary Proceedings  
 Retention of Others  
 RLF Fee Applications  
 Fee Applications of Others

<b>Date</b>	<b>Description</b>	<b>Summary Phrase</b>
02/01/10	2147974494 Long Distance Amount = \$4.17	LD
02/01/10	2123108078 Long Distance Amount = \$1.39	LD
02/01/10	ALL PACER Amount = \$8.16	DOCRETRI
02/01/10	Printing Amount = \$0.10	DUP.10CC
02/01/10	Printing Amount = \$0.20	DUP.10CC

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02/01/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/01/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/01/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/01/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/01/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/01/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/01/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/02/10	Photocopies		DUP.10CC
		Amount = \$1.60	~
02/02/10	2123108078 Long Distance		LD
		Amount = \$12.51	
02/02/10	ALL PACER		DOCRETRI
		Amount = \$0.32	----
02/02/10	Printing		DUP.10CC
		Amount = \$1.20	~
02/03/10	GROTTO PIZZA, INC.		MEALSCL
		Amount = \$11.20	
02/03/10	Photocopies		DUP.10CC
		Amount = \$1.30	~
02/03/10	2123108078 Long Distance		LD
		Amount = \$1.39	
02/03/10	2123108078 Long Distance		LD
		Amount = \$2.78	
02/03/10	Messenger and delivery 2/2/10, Bankruptcy Court, ZIS/JZS		MESS
		Amount = \$4.50	
02/03/10	ALL PACER		DOCRETRI
		Amount = \$0.16	----
02/03/10	Printing		DUP.10CC
		Amount = \$1.50	~

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02/03/10	Printing		DUP.10CC
		Amount = \$5.30	~
02/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/03/10	Printing		DUP.10CC
		Amount = \$4.70	~
02/03/10	Printing		DUP.10CC
		Amount = \$1.50	~
02/04/10	J&J COURT TRANSCRIBERS, INC.		CTRPT
		Amount = \$65.25	
02/04/10	Photocopies		DUP.10CC
		Amount = \$0.50	~
02/04/10	2123108078 Long Distance		LD
		Amount = \$18.07	
02/04/10	2123108078 Long Distance		LD
		Amount = \$8.34	
02/04/10	2123108078 Long Distance		LD
		Amount = \$12.51	
02/04/10	2123108078 Long Distance		LD
		Amount = \$16.68	
02/04/10	2/3/10 Delivery Expense		MESS
		Amount = \$3.20	
02/04/10	Messenger and delivery 2/3/10, Bankruptcy Court, ZIS		MESS
		Amount = \$4.50	
02/04/10	Printing		DUP.10CC
		Amount = \$1.50	~
02/04/10	Printing		DUP.10CC
		Amount = \$0.10	~

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02/04/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/04/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/04/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/04/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/04/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/04/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/05/10	6314705198 Long Distance		LD
		Amount = \$1.39	
02/05/10	Delivery Expense 2/4/10		MESS
		Amount = \$3.20	
02/05/10	Messenger and delivery 2/4/10, Bankruptcy Court, ZIS/JZS		MESS
		Amount = \$4.50	
02/08/10	Photocopies		DUP.10CC
		Amount = \$0.20	~
02/08/10	6103242633 Long Distance		LD
		Amount = \$1.39	
02/09/10	Photocopies		DUP.10CC
		Amount = \$0.40	~
02/10/10	COURTCALL LLC		FLFEE
		Amount = \$30.00	
02/12/10	GALLUCIO'S CAFE		MEALSCL
		Amount = \$5.25	
02/12/10	2123108644 Long Distance		LD
		Amount = \$8.34	
02/12/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/12/10	Printing		DUP.10CC
		Amount = \$0.10	~

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02/12/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/12/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/12/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/12/10	Printing		DUP.10CC
		Amount = \$2.00	~
02/16/10	Delivery Expense 2/12-2/15		MESS
		Amount = \$6.40	
02/16/10	Messenger and delivery 2/12/10, From Kid Shelleen's, ZXS		MEALSCL
		Amount = \$23.60	
02/16/10	SECRETARIAL OT THRU 2/15/10		OT
		Amount = \$11.76	
02/16/10	ALL PACER		DOCRETRI
		Amount = \$3.60	---
02/17/10	2123108078 Long Distance		LD
		Amount = \$12.51	
02/17/10	Delivery expense 2/16/10		MESS
		Amount = \$3.20	
02/17/10	ALL PACER		DOCRETRI
		Amount = \$2.08	---
02/19/10	2123108078 Long Distance		LD
		Amount = \$70.88	
02/19/10	ALL PACER		DOCRETRI
		Amount = \$0.48	---
02/22/10	ALL PACER		DOCRETRI
		Amount = \$2.72	---
02/22/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/22/10	Printing		DUP.10CC
		Amount = \$2.40	~
02/22/10	Printing		DUP.10CC
		Amount = \$6.40	~



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02/22/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/22/10	Westlaw		LEXIS
		Amount = \$32.81	
02/23/10	Photocopies		DUP.10CC
		Amount = \$57.00	~
02/23/10	2123108078 Long Distance		LD
		Amount = \$25.02	
02/23/10	ALL PACER		DOCRETRI
		Amount = \$4.16	----
02/23/10	Printing		DUP.10CC
		Amount = \$0.20	~
02/23/10	Printing		DUP.10CC
		Amount = \$0.20	~
02/23/10	Printing		DUP.10CC
		Amount = \$0.20	~
02/23/10	Printing		DUP.10CC
		Amount = \$1.20	~
02/23/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/23/10	Printing		DUP.10CC
		Amount = \$0.20	~
02/23/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/23/10	Westlaw		LEXIS
		Amount = \$107.00	
02/24/10	ALL PACER		DOCRETRI
		Amount = \$6.88	----
02/24/10	Printing		DUP.10CC
		Amount = \$0.10	~
02/24/10	Printing		DUP.10CC
		Amount = \$1.00	~
02/25/10	Printing		DUP.10CC
		Amount = \$2.00	~

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02/25/10	Westlaw	Amount = \$42.19	LEXIS
02/26/10	Binding 2/23-2/24	Amount = \$4.00	BIND
02/26/10	Photocopies	Amount = \$3.80	DUP.10CC ~
02/26/10	Photocopies	Amount = \$2.10	DUP.10CC ~
02/26/10	ALL PACER	Amount = \$2.72	DOCRETRI ----
02/26/10	Printing	Amount = \$1.20	DUP.10CC ~
02/26/10	Printing	Amount = \$1.20	DUP.10CC ~
02/26/10	Printing	Amount = \$0.10	DUP.10CC ~
02/26/10	Printing	Amount = \$1.00	DUP.10CC ~
02/26/10	Printing	Amount = \$0.10	DUP.10CC ~
02/26/10	Printing	Amount = \$0.10	DUP.10CC ~
02/26/10	Westlaw	Amount = \$573.85	LEXIS
02/26/10	Westlaw	Amount = \$52.67	LEXIS
02/28/10	Delivery expense 2/26/10	Amount = \$3.20	MESS

TOTALS FOR 707765

Advanta Corp.

Expenses \$1,326.03