

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: ADVANTA CORP., <i>et al.</i> , Debtors.	Chapter 11 Case No. 09-13931 (KJC) (Jointly Administered) Hrg Date: TBD, if necessary Obj. Due: 04/20/10 at 4:00 p.m. ET
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**THIRD MONTHLY FEE APPLICATION OF KPMG LLP AS AUDITORS,
TAX CONSULTANTS AND ADVISORS TO THE DEBTORS AND
DEBTORS-IN-POSSESSION FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD BEGINNING
FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

Name of Applicant: KPMG LLP

Authorized to Provide Professional Services to: Debtors and Debtors-in-Possession

Date of Retention: January 5, 2010 *Nunc Pro Tunc*
To November 8, 2009

Period for which Compensation and
Expense Reimbursement is sought: February 1, 2010 through
February 28, 2010

Amount of Compensation sought as actual,
reasonable and necessary: \$ 139,168.78¹

Amount of Expense reimbursement sought as
actual, reasonable and necessary \$ 377.00

This is an: X Monthly Interim Final Application

¹ In accordance with the Interim Compensation Order 80% of the aggregate amount sought is \$111,335.02.

**UNITED STATES BANKRUPTCY COURT
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In re: ADVANTA CORP., <i>et al.</i>, Debtors.	Chapter 11 Case No. 09-13931 (KJC) (Jointly Administered) Hrg Date: TBD, if necessary Obj. Due: 04/20/10 at 4:00 p.m. ET
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**THIRD MONTHLY FEE APPLICATION OF KPMG LLP AS AUDITORS, TAX
CONSULTANTS AND ADVISORS TO THE DEBTORS AND
DEBTORS-IN-POSSESSION FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD BEGINNING
FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

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

In re: ADVANTA CORP., et al., Debtors.²	Chapter 11 Case No. 09-13931 (KJC) (Jointly Administered) Hrg Date: TBD, if necessary Obj. Due: 04/20/10 at 4:00 p.m. ET
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**THIRD MONTHLY FEE APPLICATION OF KPMG LLP AS AUDITORS, TAX
CONSULTANTS AND ADVISORS TO THE DEBTORS AND
DEBTORS-IN-POSSESSION FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD BEGINNING
FEBRUARY 1, 2010 THROUGH FEBRUARY 28, 2010**

KPMG LLP, (“KPMG”) as auditors, tax consultants and advisors to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) files this Third Monthly Fee Application (the “Application”), pursuant to section 330(a) 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”), Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for

² 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), 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.

the District of Delaware (the “Local Rules”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. Section 330 issued by the Executive Office for the United States Trustee (the “U.S. Trustee Guidelines”), and this Court’s Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated December 3, 2009 (the “Interim Compensation Order”) (Docket No. 39), for the allowance of interim compensation for professional services performed by KPMG and reimbursement for actual and necessary expenses incurred for the period beginning February 1, 2010 through February 28, 2010 (the “Compensation Period”), in the amount of \$139,545.78 (the “Compensation Amount”), and respectfully represents:

Background

1. On November 8, 2009 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, these “Chapter 11 Cases”). The Debtors continue to operate their business pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. By this Court’s Order, dated January 5, 2010, (the “Retention Order”) the Debtors were authorized to retain KPMG as auditors, tax consultants and advisors effective as of the Petition Date. The Retention Order authorized the Debtors to compensate KPMG in accordance with the procedures set forth in section 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as were fixed by order of the Court. A copy of the Retention Order is attached hereto as Exhibit E.

Summary of Application

3. By this Application KPMG requests allowance of monthly compensation of professional fees totaling \$139,168.78 and payable in accordance with the Interim Compensation Order in the amount of eighty percent (80%) of fees or \$111,335.02 and reimbursement of one hundred percent (100%) of necessary and actual out-of-pocket expenses in the amount of \$377.00.

Summary of Services During the Compensation Period

4. This Application is KPMG's Third Monthly Fee Application for compensation and expense reimbursement filed in these cases. During the Compensation Period, KPMG provided professional services to the Debtors in their efforts to navigate their business through the chapter 11 process.

5. Set forth below is a summary of the services KPMG rendered to the Debtors during the Compensation Period as authorized by the Retention Order.

2009 Integrated Audit Services

i. Audit of consolidated balance sheets of Advanta Corp. and subsidiaries as of December 31, 2009 and 2008, the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2009 and audit of internal control over financial reporting as of December 31, 2009; and

ii. Examination of management's assessment that Advanta Bank Corp. (ABC) complied with the servicing criteria set forth in Item 1122(d) of the Securities and Exchange Commission's Regulation AB for all asset-backed securities transactions conducted by the Advanta Business Card Master Trust backed by revolving business purpose credit card receivables for which the ABC acted as servicer as of December 31, 2009 and for the year then ended.

Tax Consulting Services

- i. Tax advice with respect to the income tax consequences related to potential transfers of Advanta's issued equity securities that could result in the loss or limitation of the tax benefit of Advanta's net operating loss carryovers.

Retention/Fee Application Preparation

- i. Services included researching pertinent retention documents to ensure bankruptcy requirements met during these chapter 11 cases; and
- ii. Services relating to the billing procedures required by the U.S. Trustee Guidelines. These procedures differ from KPMG's normal billing procedures and as such, the Local Rules and the Interim Compensation Order entered in these cases have required effort to inform the timekeepers of their responsibilities, gather and review the detailed time entries and expenses and preparation of this Application

Non-Working Travel Time

- i. Time incurred for necessary non-working travel time.
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6. A summary of the hours and fees incurred by professional and category is annexed hereto as Exhibit A and Exhibit B, respectively, and described in detail in the time records annexed hereto as Exhibits D1 – D5. KPMG maintains contemporaneous records of the time expended for the professional services and expenses related hereto performed in connection with these chapter 11 cases and such records are maintained in the ordinary course of business.
 7. The fees applied for herein are based on the usual and customary fees KPMG charges to audit clients and are commensurate with the usual and customary rates charged for services performed.
 8. During the Compensation Period, KPMG billed the Debtors for time expended by professionals based on hourly rates ranging from \$134 to \$694 per hour. The rates reflected on this Application represent a discount of approximately

20% to 30% of KPMG's standard rates. Of the aggregate time expended, 5.5 hours were expended by partners and managing directors, 30.3 hours were expended by senior managers and managers and 78.8 hours were expended by senior associates and associates. During the Compensation Period KPMG's blended hourly rate for services provided regarding its discounted fees is \$341.79.

9. KPMG respectfully submits that the amounts applied for herein for professional services rendered on behalf of the Debtors in these cases to date are fair and reasonable given: (a) the time expended; (b) the nature and extent of the services performed at the time at which such services were rendered; (c) the value of such services; and (d) the costs of comparable services other than in these chapter 11 cases.

10. The time and labor expended by KPMG during the Compensation Period has been commensurate with the size and complexity of these cases. In rendering these services, KPMG has made every effort to maximize the benefit to the Debtors' estates, to work efficiently with the other professionals employed in these cases, and to leverage staff appropriately in order to minimize duplication of effort.

11. During the Compensation Period, KPMG provided a focused range of professional services as requested by the Debtors. KPMG respectfully submits that these services: (a) were necessary and beneficial to the successful and prompt administration of these cases; and (b) have been provided in a cost efficient manner.

Summary of Actual and Necessary Expenses During the Compensation Period

12. Attached hereto as Exhibit C1 and incorporated herein by reference, is a detailed description of the actual and necessary expenses incurred by KPMG in connection with its employment with the Debtors during the Compensation Period. As set forth on Exhibit C and C1, KPMG seeks reimbursement of actual and necessary expenses incurred by KPMG during the Compensation Period in the aggregate amount of \$377.00. These expenses are considered reasonable and necessary.

Reservation

13. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, KPMG reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application. Furthermore, KPMG reserves the right to seek final approval of the fees and expenses requested herein.

Conclusion

14. WHEREFORE, subject to the terms of the Interim Compensation Order, KPMG respectfully requests that the Court approve the interim compensation of \$139,168.78 as compensation for professional services rendered during the Compensation Period and reimbursement for actual and necessary expenses totaling \$377.00 that KPMG incurred in rendering such services.

Respectfully submitted,

KPMG LLP



John P. Depman
Partner
KPMG LLP
1601 Market Street
Philadelphia, PA 19103

March 31, 2010

Date

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

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In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
: **Objection Deadline: 4/20/10 at 4:00 p.m. (ET)**
:
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NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that KPMG LLP (the "Applicant") has today filed the attached **Third Monthly Fee Application of KPMG LLP as Auditors, Tax Consultants and Advisors to the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expenses for the Period Beginning 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 Compensation and Reimbursement of Professionals* [Docket No. 102] (the "Administrative

¹ 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.

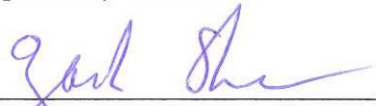
Order”) and must be filed with the Clerk of the Bankruptcy Court, and be served upon and received by (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 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, 18th 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 20, 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 31, 2010
Wilmington, Delaware

Respectfully submitted,



Mark D. Collins (No. 2981)
Paul Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
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- and -

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Facsimile: (212) 310-8007

ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

Advanta Corporation
 Summary Of Hours and Discounted Fees Incurred By Professional
 February 1, 2010 through February 28, 2010

Professional	Position	Current Hours Billed	Discounted Hourly Rate	Discounted Fees Billed
Athanasoulas,Christian J.	Tax Partner	1.0	\$694	\$ 693.75
Madden,David P.	WNT Partner	1.0	\$694	\$ 693.75
Condon,Brian	Tax Partner	0.8	\$694	\$ 555.00
Toscano,Carlo P	Tax Managing Director	2.7	\$656	\$ 1,771.88
Hurok,Jeffrey M	Tax Senior Manager	9.3	\$600	\$ 5,580.00
Liu,Jia	Tax Senior Manager	1.6	\$600	\$ 960.00
Kashlinskaya,Alla R	Tax Senior Manager	13.2	\$600	\$ 7,920.00
Stemple,Jennifer	Audit Senior Manager	2.8	\$440	\$ 1,232.00
Sellers,Monica	Advisory Manager	3.4	\$364	\$ 1,235.90
Tatum,Pamela Renea	Advisory Senior Associate	58.6	\$287	\$ 16,818.20
Muhleisen,Karen S.	Advisory Associate	18.2	\$173	\$ 3,148.60
Ugbode,Ezinwanne S	Audit Associate	2.0	\$134	\$ 268.00
Total Hours and Fees at Discounted Rate		<u>114.6</u>		<u>\$ 40,877.08</u>
Discounted Fees				\$ 40,877.08
Installment for 2009 Integrated Audit Fixed Fee				\$ 100,000.00
Subtotal Fees				\$ 140,877.08
Voluntary Reduction in Non-Working Travel Time				\$ (1,708.30)
Total Fees				\$ 139,168.78
Out of Pocket Expenses				\$ 377.00
Subtotal of Fees and Out of Pocket Expenses				\$ 139,545.78
less Holdback Adjustment (20%)				\$ (27,833.76)
Net Requested Fees & Out of Pocket Expenses				<u>\$ 111,712.02</u>
Blended Rate (non-Fixed Fees)		<u>\$ 341.79</u>		

EXHIBIT B
 Advanta Corporation
 Summary of Hours and Discounted Fees Incurred by Category
 February 1, 2010 through February 28, 2010

<u>Category</u>	<u>Exhibit</u>	<u>Hours</u>	<u>Fees</u>
2009 Integrated Audit Services	D1	-	\$ 100,000.00 ⁽¹⁾
Tax Consulting Services	D2	28.3	\$ 17,394.38
Retention/Fee Application Preparation	D3	66.1	\$ 20,066.10
Non Working Travel Time	D4	20.2	\$ 1,708.30
Bankruptcy Accounting Services	D5	-	\$ -
Total		<u>114.6</u>	<u>\$ 139,168.78</u>

⁽¹⁾ KPMG and the Debtors agreed to a fixed fee arrangement and subsequent billings for the 2009 Integrated Audit Services provided per the engagement letter dated October 29, 2009. The fixed fee amount for the period February 1, 2010 through February 28, 2010 is \$100,000.00.

EXHIBIT C
Advanta Corporation
Summary of Out of Pocket Expenses
February 1, 2010 through February 28, 2010

<u>Category</u>	<u>Amount</u>
Airfare	\$ -
Lodging	\$ -
Meals	\$ 98.00
Ground Transportation	\$ 239.00
Miscellaneous	\$ 40.00
Total	\$ 377.00

EXHIBIT C1

Advanta Corporation
 Detail of Out of Pocket Expenses
 February 1, 2010 through February 28, 2010

Name	Date	Description	Amount
		Air Fare Subtotal	\$ -
		Lodging Subtotal	\$ -
Visconto,Michael T.	29-Jan-10	Working meal Location: Advanta Corporation Spring House, PA Attendees: Jennifer Stemple, Justin Emery, Michael Visconto Business Purpose:2009 Advanta Corp Integrated Audit	\$ 40.00
Ugbode,Ezinwanne S	30-Jan-10	Saturday meal at client site; Attendees E. Ugbode, M. Visconto and J. Emery Business Purpose: Advanta 2009 Integrated Audit	\$ 45.00
Stemple,Jennifer	17-Feb-10	Working dinner Location: Spring House PA Attendees: Self Business Purpose: Advanta	\$ 13.00
		Meals Subtotal	\$ 98.00
Ugbode,Ezinwanne S	01-Feb-10	PA turnpike toll charges from Aldan, PA to Spring House PA Purpose: Advanta 2009 Integrated Audit	\$ 2.00
Ugbode,Ezinwanne S	01-Feb-10	Number of Miles Incurred:84 Normal Commute to Office:16 Reimbursable Miles(# Miles Incurred Normal Commute):68 Business Purpose: Advanta 2009 Integrated audit (including weekend commute for 1/30/10) From:114 Hurley Avenue, Aldan PA To: Welsh and McKean Rds, Spring House, PA	\$ 34.00
Sansevere,Marc A.	02-Feb-10	Number of Miles Incurred:29.2 Normal Commute to Office:15.2 Reimbursable Miles(# Miles Incurred Normal Commute):14 Business Purpose:2009 Integrated Audit From:4674 Umbria Street Philadelphia PA To: Welsh and McKean Roads Spring House PA	\$ 7.00
Muhleisen,Karen S.	15-Feb-10	Number of Miles Incurred:256 Normal Commute to Office:128 Reimbursable Miles(# Miles Incurred Normal Commute):128 Business Purpose: round trip mileage to and from the Advanta client site for 8 days From:4319 Fleming sty Philadelphia, PA To: Welsh & McKean Rds Horsham, PA	\$ 64.00
Stemple,Jennifer	15-Feb-10	Number of Miles Incurred:108 Normal Commute to Office:42 Reimbursable Miles(# Miles Incurred Normal Commute):66 Business Purpose:3 days Advanta audit From: Manayunk To:	\$ 33.00
Stemple,Jennifer	17-Feb-10	Number of Miles Incurred:159.3 Normal Commute to Office:42 Reimbursable Miles(# Miles Incurred Normal Commute):117.3 Business Purpose:2009 Audit From: Manauynk 3 trips, Chester springs 1 To: Spring House	\$ 59.00

EXHIBIT C1

Advanta Corporation
Detail of Out of Pocket Expenses
February 1, 2010 through February 28, 2010

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Amount</u>
Muhleisen, Karen S.	24-Feb-10	Number of Miles Incurred:160 Normal Commute to Office:80 Reimbursable Miles(# Miles Incurred Normal Commute):80 Business Purpose: Mileage to Advanta Spring House location for 5 days From:4319 Fleming, Philadelphia, PA To: Welsh and McKean Rds Horsham, PA	\$ 40.00
		Ground Transportation Subtotal	<u>\$ 239.00</u>
Visconto, Michael T.	29-Jan-10	Confirmation.com service charge Business Purpose:2009 Advanta Corp. integrated Audit, 2 confirms @ \$20 each.	\$ 40.00
		Miscellaneous Subtotal	<u>\$ 40.00</u>
		Total Out of Pocket Expenses	<u>\$ 377.00</u>

EXHIBIT D1

Advanta Corporation
2009 Integrated Audit Services
February 1, 2010 through February 28, 2010

Name	Date	Description	Hours	Amount
Stemple,Jennifer	01-Feb-10	Meeting with C. Wilson (Advanta) to discuss response to SEC Comment letter.	0.1	
Stemple,Jennifer	01-Feb-10	Review Advanta's response to SEC Comment letter.	0.1	
Depman,John P.	01-Feb-10	Review letter from FDIC dated January 29, 2010.	0.1	
Depman,John P.	01-Feb-10	Teleconference with C. Wilson (Advanta) regarding SEC comment letters.	0.1	
Stemple,Jennifer	01-Feb-10	Meeting between J. Depman (KPMG Partner), and J. Stemple, KPMG Manager regarding billing and allowance for loan loss.	0.2	
Depman,John P.	01-Feb-10	Meeting between J. Depman (KPMG Partner), and J. Stemple, KPMG Manager regarding billing and allowance for loan loss.	0.2	
Depman,John P.	01-Feb-10	Teleconference with P. Brown (Advanta) regarding Regulatory Update	0.2	
Stemple,Jennifer	01-Feb-10	Discussion with T. Mahoney (Advanta) to discuss audit status and audit committee meeting.	0.3	
Ugbode,Ezinwanne S	01-Feb-10	Draft correspondence to D. Martini (Advanta Senior Securitizations Manager) requesting supporting documentation needed to perform procedures to test the operating effectiveness of controls within the Securitizations process for purposes of supporting our SOx control assessment opinion and to mitigate the control risk of audit objectives related to	0.4	
Ugbode,Ezinwanne S	01-Feb-10	Draft correspondence to J. McAleer (Advanta MIS officer) requesting supporting documentation needed to perform procedures to test the operating effectiveness of controls within the Financial Reporting process for purposes of supporting our SOx control assessment opinion and to mitigate the control risk of audit objectives related to deposits.	0.4	
Ugbode,Ezinwanne S	01-Feb-10	Draft correspondence to S. Guisti (Advanta) requesting an updated list of the 2009 meeting minutes and copies of the most recent meeting	0.4	
Muhleisen,Karen S.	01-Feb-10	Correspondence between control owners and Internal Audit to relay follow-up inquiries and requests related to password settings for in-scope databases.	0.5	
Stemple,Jennifer	01-Feb-10	Meeting between J. Depman (KPMG Partner) and J. Stemple (KPMG Sr. Manager) and K. Goldman (Advanta Bank Corp.) regarding allowance for loan loss.	0.5	

EXHIBIT D1

Advanta Corporation
2009 Integrated Audit Services
February 1, 2010 through February 28, 2010

Name	Date	Description	Hours	Amount
Depman,John P.	01-Feb-10	Meeting between J. Depman (KPMG Partner) and J. Stemple (KPMG Sr. Manager) and K. Goldman (Advanta Bank Corp.) regarding allowance for loan loss.	0.5	
Ugbode,Ezinwanne S	01-Feb-10	Review confirms received back from customers, determined the impact upon our audit approach, and recorded in our confirmation log the relevant information.	0.5	
Stemple,Jennifer	01-Feb-10	Review the general audit plan status update.	0.8	
Muhleisen,Karen S.	01-Feb-10	Test and document the procedures and results around key control for Management's quarterly access reviews to all in-scope systems.	0.8	
Sansevere,Marc A.	01-Feb-10	Continue performing substantive test-work over accrued expenses at 12/31/09 by performing a search for unrecorded liabilities. Test work included performing a detailed review of the check register and inspection of supporting invoice documentation.	0.9	
Ugbode,Ezinwanne S	01-Feb-10	Perform procedures to test the operating effectiveness of controls within the Securitizations process for purposes of supporting our SOx control assessment opinion and to mitigate the control risk of audit objectives related to Resource Management. This included examining specific examples of samples evidencing the performance of controls.	1.7	
Ugbode,Ezinwanne S	01-Feb-10	Perform procedures to substantively test the completeness and accuracy of Net Securitized Interest and Fees. This included utilizing the KPMG sampling plan to select a sample and also inspecting supporting documentation to ensure the accounts were charged off in accordance with bank policy and system configuration.	2.6	
Muhleisen,Karen S.	01-Feb-10	Test and document the procedures and results around key control around password configurations for in-scope systems.	2.7	
Sansevere,Marc A.	01-Feb-10	Continue to perform control test work over investment transaction. Test work included inspection of documents and record to ensure that transactions were reviewed and approved through the appropriate channels.	3.2	

EXHIBIT D1

Advanta Corporation
2009 Integrated Audit Services
February 1, 2010 through February 28, 2010

Name	Date	Description	Hours	Amount
Muhleisen,Karen S.	01-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	3.5	
Sansevere,Marc A.	01-Feb-10	Perform substantive test-work over accrued expenses at 12/31/09 by performing a search for unrecorded liabilities. Test work included performing a detailed review of the check register and inspection of supporting invoice documentation.	3.9	
Depman,John P.	02-Feb-10	Review of Audit Committee materials in preparation for the Audit Committee meeting on February 3,	0.3	
Kattler,Matthew Peter	02-Feb-10	Review of management's other-than-temporarily impaired analysis for a selection of 12 mortgage backed securities.	0.3	
Kattler,Matthew Peter	02-Feb-10	Verify the delinquency information provided by the Client for the 12 mortgage backed securities. The loss analysis provided by the Client is driven by the current delinquency status of each mortgage backed	0.3	
Muhleisen,Karen S.	02-Feb-10	Inspect and review L. Baptista's (Internal Audit, Advanta) testing lead sheets, details, results, and supporting documentation for key control around management's quarterly review of administrative user access.	0.5	
Muhleisen,Karen S.	02-Feb-10	Test and document the procedures and results around key control for management's quarterly access reviews of administrative users.	0.5	
Stemple,Jennifer	02-Feb-10	Meeting between J. Depman (KPMG Partner) and J. Stemple (KPMG Sr. Manager), J. Dubow, L. Fleisher, P. Browne, and C. Wilson (all Advanta) to discuss Quarterly Litigation Status update.	0.6	
Depman,John P.	02-Feb-10	Meeting between J. Depman (KPMG Partner) and J. Stemple (KPMG Sr. Manager), J. Dubow, L. Fleisher, P. Browne, and C. Wilson (all Advanta) to discuss Quarterly Litigation Status update.	0.6	
Muhleisen,Karen S.	02-Feb-10	Correspondence between control owners and Internal Audit to relay follow-up inquiries and documentation requests around password settings and user access listings.	0.7	
Muhleisen,Karen S.	02-Feb-10	Test and document the procedures and results around key control and password configurations for in-scope systems.	0.7	

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Name	Date	Description	Hours	Amount
Muhleisen, Karen S.	02-Feb-10	Test and document the procedures and results around key control for Management's quarterly access reviews to all in-scope systems.	0.7	
Stemple, Jennifer	02-Feb-10	Meeting between J. Depman (KPMG Partner), and J. Stemple (KPMG Sr. Manager), and T. Mahoney (Advanta) to prepare for the audit committee	1.0	
Depman, John P.	02-Feb-10	Meeting between J. Depman (KPMG Partner), and J. Stemple (KPMG Sr. Manager), and T. Mahoney (Advanta) to prepare for the audit committee	1.0	
Depman, John P.	02-Feb-10	Meeting with K. Goldman (Advanta) regarding FDIC response.	1.0	
Muhleisen, Karen S.	02-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	3.9	
Burkardt, Rachel L	03-Feb-10	Review of internal documents and test work prior to upcoming meeting.	0.2	
Stemple, Jennifer	03-Feb-10	Review SEC Comment letter response.	0.2	
Stemple, Jennifer	03-Feb-10	Meeting between J. Depman (KPMG Partner), T. Connors (KPMG Partner) and J. Stemple (KPMG Sr. Manager) discuss results of audit committee	0.5	
Depman, John P.	03-Feb-10	Meeting between J. Depman (KPMG Partner), T. Connors (KPMG Partner) and J. Stemple (KPMG Sr. Manager) discuss results of audit committee	0.5	
Connors, Terence	03-Feb-10	Meeting between J. Depman (KPMG Partner), T. Connors (KPMG Partner) and J. Stemple (KPMG Sr. Manager) discuss results of audit committee	0.5	
Stemple, Jennifer	03-Feb-10	Meeting between J. Depman (KPMG Partner), T. Connors (KPMG Partner), J. Stemple (KPMG Sr. Manager) and P. Browne (Advanta) to review and discuss SEC Talking point document.	0.5	
Depman, John P.	03-Feb-10	Meeting between J. Depman (KPMG Partner), T. Connors (KPMG Partner), J. Stemple (KPMG Sr. Manager) and P. Browne (Advanta) to review and discuss SEC Talking point document.	0.5	
Connors, Terence	03-Feb-10	Meeting between J. Depman (KPMG Partner), T. Connors (KPMG Partner), J. Stemple (KPMG Sr. Manager) and P. Browne (Advanta) to review and discuss SEC Talking point document.	0.5	

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Name	Date	Description	Hours	Amount
Muhleisen,Karen S.	03-Feb-10	Correspondence between control owners and Internal Audit to relay follow-up inquiries and requests related to access additions/deletions for in-scope	0.6	
Muhleisen,Karen S.	03-Feb-10	Client meeting with L. Baptista (Internal Audit, Advanta) to discuss Internal Audit's testing around the quarterly reviews of admin access, testing of security alert patches, and current documentation	0.8	
Muhleisen,Karen S.	03-Feb-10	Internal meeting between K. Muhleisen (Associate, KPMG), R Burkardt (Associate, KPMG) and J. Spitzer (Manager, KPMG) to discuss workpaper status, exceptions noted, Internal Audit's test work	0.8	
Spitzer,Julie A.	03-Feb-10	Internal meeting between K. Muhleisen (Associate, KPMG), R Burkardt (Associate, KPMG) and J. Spitzer (Manager, KPMG) to discuss workpaper status, exceptions noted, Internal Audit's test work	0.8	
Burkardt,Rachel L	03-Feb-10	Internal meeting between K. Muhleisen (Associate, KPMG), R Burkardt (Associate, KPMG) and J. Spitzer (Manager, KPMG) to discuss workpaper status, exceptions noted, Internal Audit's test work	0.8	
Stemple,Jennifer	03-Feb-10	Meeting with J. Depman (KPMG Partner), T. Connors (KPMG Partner), J. Stemple (KPMG Sr. Manager), P. Browne and T. Costello (both Advanta) to discuss ongoing project status.	1.0	
Depman,John P.	03-Feb-10	Meeting with J. Depman (KPMG Partner), T. Connors (KPMG Partner), J. Stemple (KPMG Sr. Manager), P. Browne and T. Costello (both Advanta) to discuss ongoing project status.	1.0	
Connors,Terence	03-Feb-10	Meeting with J. Depman (KPMG Partner), T. Connors (KPMG Partner), J. Stemple (KPMG Sr. Manager), P. Browne and T. Costello (both Advanta) to discuss ongoing project status.	1.0	
Muhleisen,Karen S.	03-Feb-10	Preparation of draft exceptions listing for discussion during client meeting on 2/4.	1.0	
Stemple,Jennifer	03-Feb-10	Prepare fee summary schedule and audit progress update slide for audit committee meeting.	1.0	
Stemple,Jennifer	03-Feb-10	Prepare memo to document results of KPMG's 1/14/2010 teleconference with the FDIC.	1.5	
Depman,John P.	03-Feb-10	Attend Audit Committee meeting with J. Depman (KPMG Partner), T. Connors (KPMG Partner) and J. Stemple (KPMG) to discuss the Advanta project.	3.0	

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Name	Date	Description	Hours	Amount
Connors, Terence	03-Feb-10	Attend Audit Committee meeting with J. Depman (KPMG Partner), T. Connors (KPMG Partner) and J. Stemple (KPMG) to discuss the Advanta project.	3.0	
Stemple, Jennifer	03-Feb-10	Attend Audit Committee meeting with J. Depman (KPMG Partner), T. Connors (KPMG Partner) and J. Stemple (KPMG) to discuss the Advanta project.	3.0	
Muhleisen, Karen S.	03-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	3.8	
Muhleisen, Karen S.	04-Feb-10	Follow up discussions with J. Mullins (Control Owner, Advanta) to discuss clarification around circumstances of one potential finding from draft	0.3	
Muhleisen, Karen S.	04-Feb-10	Preparation and distribution of relevant documentation for client meeting regarding status and draft deficiencies.	0.5	
Depman, John P.	04-Feb-10	Teleconference with K. Goldman (Advanta) regarding FDIC response.	0.5	
Muhleisen, Karen S.	04-Feb-10	Client meeting between K. Muhleisen (Associate, KPMG), J. Spitzer (Manager, KPMG) and L. Baptista (Internal Audit, Advanta) to discuss KPMG test work status, Internal Audit test work status, testing approach and timeline for outstanding controls, and draft of exceptions noted to date.	1.5	
Spitzer, Julie A.	04-Feb-10	Client meeting between K. Muhleisen (Associate, KPMG), J. Spitzer (Manager, KPMG) and L. Baptista (Internal Audit, Advanta) to discuss KPMG test work status, Internal Audit test work status, testing approach and timeline for outstanding controls, and draft of exceptions noted to date.	1.5	
Depman, John P.	04-Feb-10	Review SEC comment letter response and tax memo.	1.5	
Muhleisen, Karen S.	04-Feb-10	Follow up discussions with L. Baptista (Internal Audit, Advanta) to discuss clarification/resolutions, and to obtain necessary supporting documents surrounding draft exceptions from prior discussion.	2.0	
Muhleisen, Karen S.	04-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	3.6	
Depman, John P.	05-Feb-10	Review of draft letter to FDIC.	0.2	
Depman, John P.	05-Feb-10	Teleconference with K. Goldman (Advanta) regarding draft letter to FDIC.	0.3	

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Name	Date	Description	Hours	Amount
Muhleisen,Karen S.	05-Feb-10	Continued the testing and documentation of procedures and results around key control for user access administration to all in-scope systems	1.2	
Stemple,Jennifer	05-Feb-10	Conference call between J. Stemple (KPMG Sr. Manager), J. Bower (KPMG), J. Depman (KPMG Partner), K. Goldman (Advanta) and C. Blue (Advanta) to discuss allowance for loan loss.	1.5	
Bower,Jeffrey E	05-Feb-10	Conference call between J. Stemple (KPMG Sr. Manager), J. Bower (KPMG), J. Depman (KPMG Partner), K. Goldman (Advanta) and C. Blue (Advanta) to discuss allowance for loan loss.	1.5	
Depman,John P.	05-Feb-10	Conference call between J. Stemple (KPMG Sr. Manager), J. Bower (KPMG), J. Depman (KPMG Partner), K. Goldman (Advanta) and C. Blue (Advanta) to discuss allowance for loan loss.	1.5	
Muhleisen,Karen S.	05-Feb-10	Test and document the procedures and results around key control for quarterly administrative user access reviews.	1.9	
Depman,John P.	05-Feb-10	Review of Allowance for Loan and Lease Losses (ALLL) Calculations.	2.0	
Muhleisen,Karen S.	05-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	3.9	
Stemple,Jennifer	06-Feb-10	Review Advanta Bank Corp loss model and prepare parallel analysis.	2.0	
Depman,John P.	06-Feb-10	Review of Experian report, Deutsche Bank report and Allowance for Loan and Lease Losses (ALLL) materials.	3.0	
Depman,John P.	08-Feb-10	Discussion with D. Butler (KPMG) regarding SEC comment letter.	0.3	
Butler,David J.	08-Feb-10	Discussion with J. Depman (KPMG) regarding SEC comment letter.	0.3	
Butler,David J.	08-Feb-10	Review the SEC comment letter in preparation for discussion regarding same.	0.7	
Muhleisen,Karen S.	08-Feb-10	Prepare correspondence for control owners to relay follow-up inquiries and documentation requests regarding user access listings and approvals.	0.5	
Depman,John P.	08-Feb-10	Review of SEC comment letter response.	0.5	

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Name	Date	Description	Hours	Amount
Muhleisen,Karen S.	08-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	3.5	
Muhleisen,Karen S.	08-Feb-10	Test and document the procedures and results around key control for quarterly administrative user access reviews.	3.7	
Muhleisen,Karen S.	09-Feb-10	Discussion with L. Baptista (Internal Audit, Advanta) regarding current status of outstanding control test work, outstanding documentation requests, and projected timeline for the end of the	0.5	
Depman,John P.	09-Feb-10	Review of Allowance for Loan and Lease Losses (ALLL).	1.0	
Muhleisen,Karen S.	09-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	1.0	
Muhleisen,Karen S.	09-Feb-10	Test and document the procedures and results around key control for Management's quarterly access reviews to all in-scope systems.	2.0	
Muhleisen,Karen S.	09-Feb-10	Test and document the procedures and results around key control for quarterly administrative user access reviews.	3.6	
Bower,Jeffrey E	10-Feb-10	Meeting between J. Depman (KPMG Partner), J. Stemple (KPMG Sr. Manager), and J. Bower (KPMG) discuss Advanta allowance for loan	0.5	
Depman,John P.	10-Feb-10	Meeting between J. Depman (KPMG Partner), J. Stemple (KPMG Sr. Manager), and J. Bower (KPMG) discuss Advanta allowance for loan	0.5	
Stemple,Jennifer	10-Feb-10	Meeting between J. Depman (KPMG Partner), J. Stemple (KPMG Sr. Manager), and J. Bower (KPMG) discuss Advanta allowance for loan	0.5	
Muhleisen,Karen S.	10-Feb-10	Test and document the procedures and results around key control for quarterly administrative user access reviews.	3.5	
Muhleisen,Karen S.	10-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	3.5	
Muhleisen,Karen S.	11-Feb-10	Prepare correspondence for control owners to relay follow-up inquiries around user access listings for Quest Collections application.	0.3	

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Name	Date	Description	Hours	Amount
Muhleisen,Karen S.	11-Feb-10	Continue the testing and documentation of procedures and results around key control for user access administration to all in-scope systems.	1.0	
Kattler,Matthew Peter	11-Feb-10	Benchmark the probability of default roll rate assumptions for 10 securities provided by the Client to available market research to determine if the Client's assumptions were reasonable.	1.9	
Muhleisen,Karen S.	11-Feb-10	Test and document the procedures and results around key control for quarterly administrative user access reviews.	2.5	
Depman,John P.	11-Feb-10	Review of Allowance for Loan and Lease Losses (ALLL) and SFAS 167 workpapers.	3.0	
Muhleisen,Karen S.	11-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	3.9	
Kattler,Matthew Peter	12-Feb-10	Benchmark the probability of default roll rate assumptions for 2 securities (both subprime HELC) provided by the Client to available market research to determine if the Client's assumptions were reasonable.	0.4	
Muhleisen,Karen S.	12-Feb-10	Prepare correspondence for control owners to relay follow-up inquiries related to generic administrative system accounts testing.	0.5	
Depman,John P.	12-Feb-10	Teleconference with K. Goldman (Advanta) regarding the Allowance for Loan and Lease Losses (ALLL) projections.	0.5	
Muhleisen,Karen S.	12-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	1.0	
Depman,John P.	12-Feb-10	Review of Allowance for Loan and Lease Losses (ALLL) projections.	1.2	
Muhleisen,Karen S.	12-Feb-10	Review and revise the IT General Controls Program and IT General Controls Summary documents into the current year versions.	2.0	
Muhleisen,Karen S.	12-Feb-10	Test and document the procedures and results around key control for quarterly administrative user access reviews.	2.7	
Stemple,Jennifer	13-Feb-10	Call with J. Depman (KPMG Partner), to discuss ABC Loss/Income analysis.	0.3	
Depman,John P.	13-Feb-10	Call with J. Stemple (KPMG Sr. Manager), to discuss ABC Loss/Income analysis.	0.3	

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Name	Date	Description	Hours	Amount
Stemple,Jennifer	13-Feb-10	Prepare Advanta Bank Corp. Loss/Income analysis.	0.7	
Kattler,Matthew Peter	15-Feb-10	Review probability of default roll rate information provided by the Engagement Team for 2 securities (both subprime HELC).	0.2	
Stemple,Jennifer	15-Feb-10	Meeting with J. Spitzer (KPMG Manager) to discuss IT audit.	0.3	
Spitzer,Julie A.	15-Feb-10	Meeting with J. Stemple (KPMG Sr. Manager) to discuss IT audit.	0.3	
Muhleisen,Karen S.	15-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	1.0	
Muhleisen,Karen S.	15-Feb-10	Inspect and review L. Baptista's (Internal Audit, Advanta) testing lead sheet, details, result, and supporting documentation for patch management to determine whether procedures performed were sufficient for reliance/re-performance of Internal Audit's work.	1.1	
Muhleisen,Karen S.	15-Feb-10	Test and document the procedures and results around key control for patch management for in-scope Windows, UNIX and database environments.	2.0	
Muhleisen,Karen S.	15-Feb-10	Review and revise the activities sections of IT General Controls Program and IT General Controls Summary documents for current control	2.2	
Stemple,Jennifer	17-Feb-10	Call with J. Depman (KPMG Partner) to discuss ABC allowance of loan loss.	0.3	
Depman,John P.	17-Feb-10	Call with J. Stemple (KPMG Sr. Manager) to discuss ABC allowance of loan loss.	0.3	
Depman,John P.	17-Feb-10	Teleconference with K. Goldman and C. Blue (both Advanta) regarding ALLL (allowance for loan and lease losses).	0.4	
Depman,John P.	17-Feb-10	Partner review of the profitability weighted	0.5	
Stemple,Jennifer	17-Feb-10	Meeting with K. Goldman and C. Blue, Advanta, to discuss allowance for loan loss and adoption of SFAS 166/167.	3.5	
Stemple,Jennifer	17-Feb-10	Review documents provided in the meeting with K. Goldman and C. Blue, Advanta, to discuss allowance for loan loss and adoption of SFAS 166/167.	3.5	
Depman,John P.	18-Feb-10	Update discussion with P. Browne (Advanta) regarding the FDIC teleconference.	0.1	

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Name	Date	Description	Hours	Amount
Depman,John P.	18-Feb-10	Debrief between T. Connors (KPMG Partner), J. Depman (KPMG Partner) and J. Stemple (KPMG Sr. Manager) regarding the FDIC teleconference.	0.4	
Connors,Terence	18-Feb-10	Debrief between T. Connors (KPMG Partner), J. Depman (KPMG Partner) and J. Stemple (KPMG Sr. Manager) regarding the FDIC teleconference.	0.4	
Stemple,Jennifer	18-Feb-10	Debrief between T. Connors (KPMG Partner), J. Depman (KPMG Partner) and J. Stemple (KPMG Sr. Manager) regarding the FDIC teleconference.	0.4	
Muhleisen,Karen S.	18-Feb-10	Document a summary of the draft exception related to timeliness of access removal to in-scope applications for terminated employees.	0.4	
Depman,John P.	18-Feb-10	Update discussion with K. Goldman (Advanta) regarding the FDIC teleconference.	0.4	
Muhleisen,Karen S.	18-Feb-10	Client meeting between K. Muhleisen (Associate, KPMG), J. Spitzer (Manager, KPMG) and L. Baptista (Internal Audit, Advanta) to discuss KPMG test work status, Internal Audit test work status, timeline for outstanding controls, and draft of exceptions noted to date.	0.8	
Spitzer,Julie A.	18-Feb-10	Client meeting between K. Muhleisen (Associate, KPMG), J. Spitzer (Manager, KPMG) and L. Baptista (Internal Audit, Advanta) to discuss KPMG test work status, Internal Audit test work status, timeline for outstanding controls, and draft of exceptions noted to date.	0.8	
Muhleisen,Karen S.	18-Feb-10	Preparation and distribution of relevant documentation for client meeting regarding status and draft deficiencies.	0.8	
Stemple,Jennifer	18-Feb-10	Prepare and draft talking points for teleconference with FDIC.	1.0	
Muhleisen,Karen S.	18-Feb-10	Test and document the procedures and results around key control for patch management for in-scope Windows, UNIX and database environments.	1.0	
Muhleisen,Karen S.	18-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	1.5	

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Name	Date	Description	Hours	Amount
Connors, Terence	18-Feb-10	Conference call between J. Depman (KPMG Partner), T. Connors (KPMG Partner), J. Stemple (KPMG Sr. Manager), P. Browne (Advanta CFO), K. Goldman (ABC CFO) and C. Blue (ABC CCO) to discuss a planned teleconference with the FDIC.	2.0	
Depman, John P.	18-Feb-10	Conference call between J. Depman (KPMG Partner), T. Connors (KPMG Partner), J. Stemple (KPMG Sr. Manager), P. Browne (Advanta CFO), K. Goldman (ABC CFO) and C. Blue (ABC CCO) to discuss a planned teleconference with the FDIC.	2.0	
Stemple, Jennifer	18-Feb-10	Conference call between J. Depman (KPMG Partner), T. Connors (KPMG Partner), J. Stemple (KPMG Sr. Manager), P. Browne (Advanta CFO), K. Goldman (ABC CFO) and C. Blue (ABC CCO) to discuss a planned teleconference with the FDIC.	2.0	
Muhleisen, Karen S.	18-Feb-10	Review and revise the appropriate sections of IT General Controls Program and IT General Controls Summary documents for current control	2.5	
Muhleisen, Karen S.	19-Feb-10	Review and revise the procedures sections of IT General Controls Program and IT General Controls Summary documents for current control	0.5	
Muhleisen, Karen S.	19-Feb-10	Revise completeness and accuracy portion of workpapers for program change key controls based upon inquiry with Internal Audit.	1.0	
Muhleisen, Karen S.	19-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	1.0	
Muhleisen, Karen S.	19-Feb-10	Discussion with L. Baptista (Internal Audit, Advanta) regarding completeness and accuracy of program change control testing and access to production/development testing.	1.5	
Muhleisen, Karen S.	19-Feb-10	Review prior year work and documented a summary of the items necessary for testing of access to production and development environments for distribution to internal audit and control owners.	1.5	
Muhleisen, Karen S.	19-Feb-10	Test and document the procedures and results around key control for quarterly administrative user access reviews.	1.5	
Depman, John P.	20-Feb-10	Review talking points in preparation for call with	1.0	
Stemple, Jennifer	20-Feb-10	Prepare talking points for teleconference with FDIC.	1.8	

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Name	Date	Description	Hours	Amount
Connors, Terence	21-Feb-10	Review talking points in preparation for teleconference with FDIC.	0.3	
Connors, Terence	21-Feb-10	Review and discuss talking points for teleconference with FDIC with J. Stemple (KPMG Sr. Manager).	0.8	
Stemple, Jennifer	21-Feb-10	Review and discuss talking points for teleconference with FDIC with T. Connors (KPMG Partner).	0.8	
Muhleisen, Karen S.	22-Feb-10	Client meeting between K. Muhleisen (Associate, KPMG), J. Spitzer (Manager, KPMG) and L. Baptista (Internal Audit, Advanta) to discuss the testing and available documentation for key control around access to production, and exceptions related to 4th quarter access reviews of in-scope systems.	0.5	
Spitzer, Julie A.	22-Feb-10	Client meeting between K. Muhleisen (Associate, KPMG), J. Spitzer (Manager, KPMG) and L. Baptista (Internal Audit, Advanta) to discuss the testing and available documentation for key control around access to production, and exceptions related to 4th quarter access reviews of in-scope systems.	0.5	
Muhleisen, Karen S.	22-Feb-10	Discussion with L. Baptista (Internal Audit, Advanta) regarding documentation available for testing of access to production, and potential for additional user listings which may need to be	0.5	
Muhleisen, Karen S.	22-Feb-10	Discussion with L. Baptista (Internal Audit, Advanta) regarding updates necessary to be made Internal Audit's workpapers for key control around patch management in order for KPMG to place	0.5	
Muhleisen, Karen S.	22-Feb-10	Continue the testing and documentation of procedures and results around key control for patch management for in-scope Windows, UNIX and database environments.	2.2	
Muhleisen, Karen S.	22-Feb-10	Test and document the procedures and results around key control for patch management for in-scope Windows, UNIX and database environments.	3.9	
Muhleisen, Karen S.	23-Feb-10	Discussion with L. Baptista (Internal Audit, Advanta) regarding work necessary to complete testing around critical share network drives, access to production, user access administration, and patch	0.5	
Muhleisen, Karen S.	23-Feb-10	Review and revise the procedures sections of IT General Controls Program and IT General Controls Summary documents for current control	0.5	

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Name	Date	Description	Hours	Amount
Muhleisen, Karen S.	23-Feb-10	Review prior year work and documented a summary of the items necessary for testing of access to shared critical network drives for distribution to internal audit and control owners.	0.7	
Mankins, Sara	23-Feb-10	Review the trial balance data received from audit	0.9	
Stemple, Jennifer	23-Feb-10	Teleconference between J. Depman, J. Stemple, H. Kelly, C. Stirnweis (all KPMG) and representatives of ABC, Advanta Corporation, the FDIC and the Utah Department of Banking.	0.9	
Stirnweis, Craig M	23-Feb-10	Teleconference between J. Depman, J. Stemple, H. Kelly, C. Stirnweis (all KPMG) and representatives of ABC, Advanta Corporation, the FDIC and the Utah Department of Banking.	0.9	
Depman, John P.	23-Feb-10	Teleconference between J. Depman, J. Stemple, H. Kelly, C. Stirnweis (all KPMG) and representatives of ABC, Advanta Corporation, the FDIC and the Utah Department of Banking.	0.9	
Kelly, Hugh C.	23-Feb-10	Teleconference between J. Depman, J. Stemple, H. Kelly, C. Stirnweis (all KPMG) and representatives of ABC, Advanta Corporation, the FDIC and the Utah Department of Banking.	0.9	
Muhleisen, Karen S.	23-Feb-10	Review and revise current year workpaper for testing of key control around access to critical shared network drives.	1.0	
Muhleisen, Karen S.	23-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	1.0	
Kelly, Hugh C.	23-Feb-10	Review documentation in preparation for the teleconference between J. Depman, J. Stemple, H. Kelly, C. Stirnweis (all KPMG) and representatives of ABC, Advanta Corporation, the FDIC and the Utah Department of Banking.	1.1	
Muhleisen, Karen S.	23-Feb-10	Test and document the procedures and results around key control for patch management for in-scope Windows, UNIX and database environments.	3.0	
Mankins, Sara	24-Feb-10	Draft correspondence to the audit team regarding the reconciliation of data and the chart of accounts.	0.1	
Stemple, Jennifer	24-Feb-10	Meeting with J. Depman, KPMG Partner, to discuss Advanta Bank Corp. project status.	0.4	

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Name	Date	Description	Hours	Amount
Depman,John P.	24-Feb-10	Meeting with J. Stemple, KPMG Sr. Manager, to discuss Advanta Bank Corp. project status.	0.4	
Muhleisen,Karen S.	24-Feb-10	Test and document the procedures and results around key control for patch management for in-scope Windows, UNIX and database environments.	0.4	
Muhleisen,Karen S.	24-Feb-10	Discussion with L. Baptista (Internal Audit, Advanta) regarding status of testing around critical share network drives, status of requests for access to production listings, and timeline for work to be completed for the current week.	0.5	
Stemple,Jennifer	24-Feb-10	Meeting with T. Mahoney, Advanta Internal Audit, to discuss the Advanta Bank Corp. project status.	0.5	
Mankins,Sara	24-Feb-10	Create a chart of accounts, required for our analyses, based on the journal entry trial balances.	0.6	
Stemple,Jennifer	24-Feb-10	Meeting with K. Goldman, CFO, to discuss the Advanta Bank Corp. project status.	0.8	
Muhleisen,Karen S.	24-Feb-10	Document test of design procedures for key control around access to critical shared network drives.	1.0	
Muhleisen,Karen S.	24-Feb-10	Prepare Advanta 2009 Reliance memo including controls selected for reliance/re-performance, evaluation of management's work, and conclusions	1.0	
Mankins,Sara	24-Feb-10	Perform reconciliation of journal entry data to trial balances received.	1.1	
Muhleisen,Karen S.	24-Feb-10	Prepare Advanta 2009 Deficiency memo including documenting discussions, mitigating controls, and audit impact for each potential finding.	1.5	
Kattler,Matthew Peter	25-Feb-10	Benchmark the probability of default roll rate assumptions for 2 securities provided by the Client for their Subprime Closed-End-Second securities (not previously provided) to available market research to determine if the Client's assumptions	0.3	
Stemple,Jennifer	25-Feb-10	Meeting with K. Goldman, ABC CFO, to discuss Advanta Bank Corp. and Regulation AB.	0.3	
Kattler,Matthew Peter	25-Feb-10	Validate the loss projection calculations prepared by the Client.	0.4	
Connors, Terence	25-Feb-10	Call with J. Depman (KPMG) to discuss ABC audit.	0.5	
Depman,John P.	25-Feb-10	Call with T. Connors (KPMG) to discuss ABC audit.	0.5	
Muhleisen,Karen S.	25-Feb-10	Email correspondence between control owners to discuss follow-up requests related to network access additions and deletions	0.5	

EXHIBIT D1

Advanta Corporation
2009 Integrated Audit Services
February 1, 2010 through February 28, 2010

Name	Date	Description	Hours	Amount
Stemple,Jennifer	25-Feb-10	Review Advanta general status update.	0.5	
Stemple,Jennifer	25-Feb-10	Review Advanta's Bond Model.	0.5	
Muhleisen,Karen S.	25-Feb-10	Updated and populated the procedures sections of IT General Controls Program and IT General Controls Summary documents for current control environment	0.5	
Stirnweis,Craig M	25-Feb-10	Meeting between J. Depman (KPMG Partner) and C. Stirnweis (KPMG) and J. Stemple (KPMG Sr. Manager) regarding Advanta Bank Corp. project status and go-forward procedures.	0.8	
Depman,John P.	25-Feb-10	Meeting between J. Depman (KPMG Partner) and C. Stirnweis (KPMG) and J. Stemple (KPMG Sr. Manager) regarding Advanta Bank Corp. project status and go-forward procedures.	0.8	
Stemple,Jennifer	25-Feb-10	Meeting between J. Depman (KPMG Partner) and C. Stirnweis (KPMG) and J. Stemple (KPMG Sr. Manager) regarding Advanta Bank Corp. project status and go-forward procedures.	0.8	
Kattler,Matthew Peter	25-Feb-10	Prepare a draft memo regarding the loss projections calculations for review by FRM Sr. Manager.	0.8	
Muhleisen,Karen S.	25-Feb-10	Prepare Advanta 2009 Reliance memos including controls selected for reliance/re-performance, evaluation of management's work, and conclusions	1.0	
Muhleisen,Karen S.	25-Feb-10	Prepare Advanta 2009 Deficiency memo including documenting discussions, mitigating controls, and audit impact for each potential finding.	2.0	
Muhleisen,Karen S.	26-Feb-10	Prepare correspondence for control owners to discuss follow-up inquiries related to network access additions and timeliness of deletions.	0.5	
Muhleisen,Karen S.	26-Feb-10	Revise the supplementary test matrices for support of new hire and terminations testing.	0.5	
Muhleisen,Karen S.	26-Feb-10	Prepare Advanta 2009 Reliance memos including controls selected for reliance/re-performance, evaluation of management's work, and conclusions	1.0	
Muhleisen,Karen S.	26-Feb-10	Test and document the procedures and results around key control for user access administration to all in-scope systems.	1.0	
Muhleisen,Karen S.	26-Feb-10	Continue to prepare Advanta 2009 Deficiency memo including documenting discussions, mitigating controls, and audit impact for each potential finding.	2.0	
Depman,John P.	26-Feb-10	Partner review of Advanta workpapers.	2.0	

EXHIBIT D1

Advanta Corporation
2009 Integrated Audit Services
February 1, 2010 through February 28, 2010

Name	Date	Description	Hours	Amount
		Total 2009 Integrated Audit Services	231.7	\$ 100,000.00 ⁽¹⁾

⁽¹⁾ KPMG and the Debtors agreed to a fixed fee arrangement and subsequent billings for the 2009 Integrated Audit Services provided per the engagement letter dated October 29, 2009. The fixed fee amount for the period February 1, 2010 through February 28, 2010 is \$100,000.00.

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
February 1, 2010 through February 28, 2010

Name	Date	Description	Hours	Rate	Amount
Liu,Jia	01-Feb-10	Conference call with D. Albert (Advanta), T. Gallaher (Cozen), J. Hurok, J. Liu, C. Toscano and A. Kashlinskaya (all KPMG) regarding Section 382.	1.1	\$ 600	\$ 660.00
Toscano,Carlo P	01-Feb-10	Conference call with D. Albert (Advanta), T. Gallaher (Cozen), J. Hurok, J. Liu, C. Toscano and A. Kashlinskaya (all KPMG) regarding Section 382.	1.1	\$ 656	\$ 721.88
Hurok,Jeffrey M	01-Feb-10	Conference call with D. Albert (Advanta), T. Gallaher (Cozen), J. Hurok, J. Liu, C. Toscano and A. Kashlinskaya (all KPMG) regarding Section 382.	1.1	\$ 600	\$ 660.00
Kashlinskaya,Alla R	01-Feb-10	Conference call with D. Albert (Advanta), T. Gallaher (Cozen), J. Hurok, J. Liu, C. Toscano and A. Kashlinskaya (all KPMG) regarding Section 382.	1.1	\$ 600	\$ 660.00
Toscano,Carlo P	01-Feb-10	Preparation call with J. Hurok, C. Toscano and A. Kashlinskaya (all KPMG) to discuss Advanta's tax position and attributes.	0.6	\$ 656	\$ 393.75
Kashlinskaya,Alla R	01-Feb-10	Preparation call with J. Hurok, C. Toscano and A. Kashlinskaya (all KPMG) to discuss Advanta's tax position and attributes.	0.6	\$ 600	\$ 360.00
Hurok,Jeffrey M	01-Feb-10	Preparation call with J. Hurok, C. Toscano and A. Kashlinskaya (all KPMG) to discuss Advanta's tax position and attributes.	0.6	\$ 600	\$ 360.00
Kashlinskaya,Alla R	01-Feb-10	Follow up discussion between J. Hurok and A. Kashlinskaya (both KPMG) regarding section 382 analysis for Advanta.	0.3	\$ 600	\$ 180.00
Hurok,Jeffrey M	01-Feb-10	Follow up discussion between J. Hurok and A. Kashlinskaya (both KPMG) regarding section 382 analysis for Advanta.	0.3	\$ 600	\$ 180.00
Hurok,Jeffrey M	01-Feb-10	Review bankruptcy restructuring website and Advanta facts to prepare for 382 call with client.	0.8	\$ 600	\$ 480.00
Liu,Jia	02-Feb-10	Conference call with J. Hurok, J. Liu, C. Toscano and A. Kashlinskaya (all KPMG) regarding the information needed for the 382 analysis and the nature of our expected deliverable.	0.5	\$ 600	\$ 300.00
Hurok,Jeffrey M	02-Feb-10	Conference call with J. Hurok, J. Liu, C. Toscano and A. Kashlinskaya (all KPMG) regarding the information needed for the 382 analysis and the nature of our expected deliverable.	0.5	\$ 600	\$ 300.00

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
February 1, 2010 through February 28, 2010

Name	Date	Description	Hours	Rate	Amount
Toscano, Carlo P	02-Feb-10	Conference call with J. Hurok, J. Liu, C. Toscano and A. Kashlinskaya (all KPMG) regarding the information needed for the 382 analysis and the nature of our expected deliverable.	0.5	\$ 656	\$ 328.13
Kashlinskaya, Alla R	02-Feb-10	Conference call with J. Hurok, J. Liu, C. Toscano and A. Kashlinskaya (all KPMG) regarding the information needed for the 382 analysis and the nature of our expected deliverable.	0.5	\$ 600	\$ 300.00
Athanasoulas, Christian J.	02-Feb-10	Meeting with J. Hurok, C. Athanasoulas, and A. Kashlinskaya regarding issues that need to be addressed related to the section 382 study.	1.0	\$ 694	\$ 693.75
Hurok, Jeffrey M	02-Feb-10	Meeting with J. Hurok, C. Athanasoulas, and A. Kashlinskaya regarding issues that need to be addressed related to the section 382 study.	1.0	\$ 600	\$ 600.00
Kashlinskaya, Alla R	02-Feb-10	Meeting with J. Hurok, C. Athanasoulas, and A. Kashlinskaya regarding issues that need to be addressed related to the section 382 study.	1.0	\$ 600	\$ 600.00
Kashlinskaya, Alla R	02-Feb-10	Research and document publicly available data to better understand Advanta's 382 position (10k, proxy, Forms 3,4,5).	3.6	\$ 600	\$ 2,160.00
Kashlinskaya, Alla R	03-Feb-10	Review correspondences regarding Section 382 project scope.	0.3	\$ 600	\$ 180.00
Kashlinskaya, Alla R	05-Feb-10	Prepare correspondence to D. Madden (KPMG Washington National Tax) regarding the beginning of the analysis period for the Section 382 and the number of years to look back for 382 ownership change inquiry (3 yrs vs 6 yrs. considering NOL).	1.0	\$ 600	\$ 600.00
Hurok, Jeffrey M	10-Feb-10	Review and consider how to approach the historic 382 study vs. the bankruptcy issues under 382(l)(5) and 382(l)(6).	0.3	\$ 600	\$ 180.00
Toscano, Carlo P	18-Feb-10	Conference call with D. Albert (Advanta), J. Hurok, C. Toscano, A. Kashlinskaya (all KPMG) regarding section 382 project timing and process.	0.5	\$ 656	\$ 328.13
Hurok, Jeffrey M	18-Feb-10	Conference call with D. Albert (Advanta), J. Hurok, C. Toscano, A. Kashlinskaya (all KPMG) regarding section 382 project timing and process.	0.5	\$ 600	\$ 300.00
Kashlinskaya, Alla R	18-Feb-10	Conference call with D. Albert (Advanta), J. Hurok, C. Toscano, A. Kashlinskaya (all KPMG) regarding section 382 project timing and process.	0.5	\$ 600	\$ 300.00

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
February 1, 2010 through February 28, 2010

Name	Date	Description	Hours	Rate	Amount
Kashlinskaya,Alla R	18-Feb-10	Discussion with D. Madden (KPMG) regarding the beginning analysis period for the Section 382. Discussed the number of years to look back for 382 ownership change inquiry (3 yrs vs 6 yrs. considering	1.0	\$ 600	\$ 600.00
Madden,David P.	18-Feb-10	Discussion with A. Kashlinskaya (KPMG) regarding the beginning analysis period for the Section 382. Discussed the number of years to look back for 382 ownership change inquiry (3 yrs vs 6 yrs. considering	1.0	\$ 694	\$ 693.75
Kashlinskaya,Alla R	19-Feb-10	Document discussion with D. Madden (KPMG) regarding the beginning of the analysis period for the Section 382 study.	0.9	\$ 600	\$ 540.00
Hurok,Jeffrey M	22-Feb-10	Meeting between J. Hurok and A. Kashlinskaya (both KPMG) to discuss issues relevant to determining the beginning of the analysis period for the Section 382 and the number of years to look back for 382 ownership change inquiry (3 yrs vs 6 yrs. considering	0.3	\$ 600	\$ 180.00
Kashlinskaya,Alla R	22-Feb-10	Meeting between J. Hurok and A. Kashlinskaya (both KPMG) to discuss issues relevant to determining the beginning of the analysis period for the Section 382 and the number of years to look back for 382 ownership change inquiry (3 yrs vs 6 yrs. considering	0.3	\$ 600	\$ 180.00
Condon,Brian	24-Feb-10	Discussions between B. Condon, J. Hurok and A. Kashlinskaya (all KPMG) regarding appropriate analysis period for the Section 382 or the number of years to look back for 382 ownership change inquiry (3 yrs vs 6 yrs. considering NOL).	0.8	\$ 694	\$ 555.00
Hurok,Jeffrey M	24-Feb-10	Discussions between B. Condon, J. Hurok and A. Kashlinskaya (all KPMG) regarding appropriate analysis period for the Section 382 or the number of years to look back for 382 ownership change inquiry (3 yrs vs 6 yrs. considering NOL).	0.8	\$ 600	\$ 480.00
Kashlinskaya,Alla R	24-Feb-10	Discussions between B. Condon, J. Hurok and A. Kashlinskaya (all KPMG) regarding appropriate analysis period for the Section 382 or the number of years to look back for 382 ownership change inquiry (3 yrs vs 6 yrs. considering NOL).	0.8	\$ 600	\$ 480.00
Kashlinskaya,Alla R	24-Feb-10	Review follow up correspondence regarding the section 382 study and attribute history.	0.5	\$ 600	\$ 300.00

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
February 1, 2010 through February 28, 2010

Name	Date	Description	Hours	Rate	Amount
Hurok, Jeffrey M	24-Feb-10	Research and planning for 382 study to determine the beginning of the analysis period for the Section 382 and the number of years to look back for 382 ownership change inquiry (3 yrs vs 6 yrs. considering	1.8	\$ 600	\$ 1,080.00
Kashlinskaya, Alla R	25-Feb-10	Prepare follow up correspondence with J. Hurok and B. Condon (both KPMG) regarding the Section 382	0.8	\$ 600	\$ 480.00
Total Tax Consulting Services			28.3		\$ 17,394.38

EXHIBIT D3

Advanta Corporation
Retention/Fee Application Preparation
February 1, 2010 through February 28, 2010

Name	Date	Description	Hours	Rate	Amount
Hurok,Jeffrey M	03-Feb-10	Discussion with S. Hoffman (KPMG Tax Risk Management) regarding bankruptcy procedures for the 382 analysis.	0.3	\$ 600	\$ 180.00
Tatum,Pamela Renea	04-Feb-10	Access time and expense system and obtain the Advanta January time detail.	0.3	\$ 287	\$ 86.10
Tatum,Pamela Renea	04-Feb-10	Prepare correspondence to various KPMG staff for clarification on time descriptions, including but not limited to use of acronyms, unclear information and incomplete meeting participants, to adhere and comply with bankruptcy requirements.	0.8	\$ 287	\$ 229.60
Tatum,Pamela Renea	04-Feb-10	Reconcile and incorporate the January time into the workbook.	2.9	\$ 287	\$ 832.30
Tatum,Pamela Renea	05-Feb-10	Prepare list of individuals who have not submitted time detail to-date and send a follow up request.	0.8	\$ 287	\$ 229.60
Tatum,Pamela Renea	05-Feb-10	Incorporate additional time detail received into the workbook.	0.9	\$ 287	\$ 258.30
Tatum,Pamela Renea	05-Feb-10	Prepare analysis for the prior months travel time not included and forward to manager for review.	1.0	\$ 287	\$ 287.00
Tatum,Pamela Renea	05-Feb-10	Reconcile and incorporate the January time and expense into the workbook.	1.2	\$ 287	\$ 344.40
Tatum,Pamela Renea	08-Feb-10	Continue to reconcile and incorporate the January time and expense into the workbook.	1.2	\$ 287	\$ 344.40
Tatum,Pamela Renea	08-Feb-10	Reconcile and incorporate additional time received into the January time and expense workbook.	3.9	\$ 287	\$ 1,119.30
Tatum,Pamela Renea	09-Feb-10	Prepare list of individuals who have not submitted time detail to-date and send a second follow up request.	0.8	\$ 287	\$ 229.60
Tatum,Pamela Renea	09-Feb-10	Incorporate time and expense descriptions based on the additional information received for various professionals working on the Advanta project.	0.8	\$ 287	\$ 229.60
Tatum,Pamela Renea	10-Feb-10	Reconcile and research travel time entries from November and December and coordinate with staff.	2.9	\$ 287	\$ 832.30
Tatum,Pamela Renea	11-Feb-10	Incorporate time and expense descriptions based on the additional information received for various professionals working on the Advanta project.	0.7	\$ 287	\$ 200.90
Tatum,Pamela Renea	11-Feb-10	Review and verify the content of the Advanta meetings.	2.1	\$ 287	\$ 602.70
Tatum,Pamela Renea	11-Feb-10	Review the January time detail to adhere and comply with bankruptcy requirements.	3.9	\$ 287	\$ 1,119.30
Tatum,Pamela Renea	12-Feb-10	Prepare and respond to various correspondences with the Advanta team regarding the bankruptcy and possible liquidation.	0.3	\$ 287	\$ 86.10

EXHIBIT D3

Advanta Corporation
Retention/Fee Application Preparation
February 1, 2010 through February 28, 2010

Name	Date	Description	Hours	Rate	Amount
Tatum,Pamela Renea	12-Feb-10	Incorporate time and expense descriptions based on the additional information received for various professionals working on the Advanta project.	0.4	\$ 287	\$ 114.80
Tatum,Pamela Renea	12-Feb-10	Call with J. Stemple (KPMG) regarding the liquidation of Advanta and timeline.	0.4	\$ 287	\$ 114.80
Stemple,Jennifer	12-Feb-10	Call with P. Tatum (KPMG) regarding the liquidation of Advanta and timeline.	0.4	\$ 440	\$ 176.00
Tatum,Pamela Renea	12-Feb-10	Prepare file and send to various KPMG staff for clarification on expense descriptions, including but not limited to use of acronyms, unclear information and incomplete meeting participants, to adhere and comply with bankruptcy requirements.	0.9	\$ 287	\$ 258.30
Tatum,Pamela Renea	12-Feb-10	Review and verify the content of the Advanta meetings.	1.7	\$ 287	\$ 487.90
Tatum,Pamela Renea	12-Feb-10	Review the January time detail to adhere and comply with bankruptcy requirements.	3.9	\$ 287	\$ 1,119.30
Tatum,Pamela Renea	15-Feb-10	Review the January time detail to adhere and comply with bankruptcy requirements.	3.9	\$ 287	\$ 1,119.30
Tatum,Pamela Renea	16-Feb-10	Prepare file and send to various KPMG staff for clarification on time descriptions, including but not limited to use of acronyms, unclear information and incomplete meeting participants, to adhere and comply with bankruptcy requirements.	0.6	\$ 287	\$ 172.20
Tatum,Pamela Renea	16-Feb-10	Review the January expense detail to adhere and comply with bankruptcy requirements.	3.3	\$ 287	\$ 947.10
Tatum,Pamela Renea	17-Feb-10	Prepare file and send to various KPMG staff for clarification on time descriptions, including but not limited to use of acronyms, unclear information and incomplete meeting participants, to adhere and comply with bankruptcy requirements.	0.4	\$ 287	\$ 114.80
Stemple,Jennifer	17-Feb-10	Review Advanta Fee Application.	1.4	\$ 440	\$ 616.00
Tatum,Pamela Renea	17-Feb-10	Review various correspondence between OGC and the Tax team regarding potential tax work.	0.7	\$ 287	\$ 200.90
Tatum,Pamela Renea	17-Feb-10	Review the January expense detail to adhere and comply with bankruptcy requirements.	1.7	\$ 287	\$ 487.90
Tatum,Pamela Renea	18-Feb-10	Prepare file and send to various KPMG staff for clarification on time descriptions, including but not limited to use of acronyms, unclear information and incomplete meeting participants, to adhere and comply with bankruptcy requirements.	0.6	\$ 287	\$ 172.20

EXHIBIT D3Advanta Corporation
Retention/Fee Application Preparation
February 1, 2010 through February 28, 2010

Name	Date	Description	Hours	Rate	Amount
Tatum,Pamela Renea	18-Feb-10	Revise the time workbook to account for the Bankruptcy Accounting Services entries based on comments from J. Stemple (KPMG).	0.7	\$ 287	\$ 200.90
Tatum,Pamela Renea	18-Feb-10	Review the January expense detail to adhere and comply with bankruptcy requirements.	0.9	\$ 287	\$ 258.30
Tatum,Pamela Renea	18-Feb-10	Reconcile the 2-15-10 Work In Progress detail to account for the Non Working Travel Time adjustments.	1.8	\$ 287	\$ 516.60
Sellers,Monica	22-Feb-10	Review of time detail, reconciliation of time, and review of expenses; provide comments, revisions and requests for clarification.	2.7	\$ 364	\$ 981.45
Tatum,Pamela Renea	23-Feb-10	Revise the January time detail, based on comments from staff, to adhere and comply with bankruptcy	0.9	\$ 287	\$ 258.30
Tatum,Pamela Renea	23-Feb-10	Research and confirm billing rates and levels for inclusion in the fee application for the period of January 1, 2010 through January 31, 2010.	0.9	\$ 287	\$ 258.30
Tatum,Pamela Renea	23-Feb-10	Prepare the fee application for the period of January 1, 2010 through January 31, 2010.	1.9	\$ 287	\$ 545.30
Tatum,Pamela Renea	23-Feb-10	Revise the January time and expense detail, based on comments from M. Sellers (KPMG), to adhere and comply with bankruptcy requirements.	2.3	\$ 287	\$ 660.10
Tatum,Pamela Renea	24-Feb-10	Review and respond to various correspondence regarding the proposed Section 382 tax work and requirements for bankruptcy.	0.5	\$ 287	\$ 143.50
Tatum,Pamela Renea	24-Feb-10	Revise the January fee application and narrative, based on comments from C. Toscano (KPMG), to adhere and comply with bankruptcy requirements.	0.5	\$ 287	\$ 143.50
Tatum,Pamela Renea	24-Feb-10	Prepare the fee application for the period of January 1, 2010 through January 31, 2010.	0.9	\$ 287	\$ 258.30
Tatum,Pamela Renea	24-Feb-10	Prepare the Narrative and Certification for the period of January 1, 2010 through January 31, 2010.	1.3	\$ 287	\$ 373.10
Hurok,Jeffrey M	25-Feb-10	Review bankruptcy court documents in order to comply with court order as it relates to section 382 project.	1.0	\$ 600	\$ 600.00
Tatum,Pamela Renea	25-Feb-10	Prepare and correspond to various emails regarding the proposed Section 382 tax work and requirements for bankruptcy.	1.0	\$ 287	\$ 287.00
Tatum,Pamela Renea	26-Feb-10	Research and follow up on various correspondences regarding Advanta.	0.4	\$ 287	\$ 114.80
Sellers,Monica	26-Feb-10	Final review of revised fee statement and provide	0.7	\$ 364	\$ 254.45

EXHIBIT D3

Advanta Corporation
Retention/Fee Application Preparation
February 1, 2010 through February 28, 2010

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tatum,Pamela Renea	26-Feb-10	Obtain the Certificate of No Objection from the court docket and prepare invoice and allocation for the December fee application and forward to Partner for review and approval.	0.7	\$ 287	\$ 200.90
Tatum,Pamela Renea	26-Feb-10	Revise and finalize the January fee application and provide to counsel to serve.	0.9	\$ 287	\$ 258.30
Stemple,Jennifer	26-Feb-10	Advanta Fee Preparation Review prior to finalization.	1.0	\$ 440	\$ 440.00
Total Retention/Fee Application Preparation			<u>66.1</u>		<u>\$ 20,066.10</u>

EXHIBIT D4

Advanta Corporation
Non Working Travel Time
February 1, 2010 through February 28, 2010

Note: It is KPMG's policy that all Non Working Travel Time is billed at 50% in compliance with the U.S. Trustee Guidelines and the Local Rules issued to the retained professionals in this case.

Name	Date	Description	Hours	Rate	Amount
Muhleisen,Karen S.	01-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Manayunk, PA	1.4	\$ 173	\$ 242.20
Ugbode,Ezinwanne S	01-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Aldan, PA	2.0	\$ 134	\$ 268.00
Muhleisen,Karen S.	02-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Manayunk, PA	1.4	\$ 173	\$ 242.20
Muhleisen,Karen S.	03-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Manayunk, PA	1.4	\$ 173	\$ 242.20
Muhleisen,Karen S.	04-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Manayunk, PA	1.4	\$ 173	\$ 242.20
Muhleisen,Karen S.	05-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Manayunk, PA	1.4	\$ 173	\$ 242.20
Muhleisen,Karen S.	08-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Manayunk, PA	1.4	\$ 173	\$ 242.20
Muhleisen,Karen S.	09-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Manayunk, PA	1.4	\$ 173	\$ 242.20
Muhleisen,Karen S.	15-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Manayunk, PA	1.4	\$ 173	\$ 242.20
Muhleisen,Karen S.	18-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Manayunk, PA	1.4	\$ 173	\$ 242.20
Muhleisen,Karen S.	19-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Manayunk, PA	1.4	\$ 173	\$ 242.20
Muhleisen,Karen S.	22-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Manayunk, PA	1.4	\$ 173	\$ 242.20

EXHIBIT D4

Advanta Corporation
Non Working Travel Time
February 1, 2010 through February 28, 2010

Note: It is KPMG's policy that all Non Working Travel Time is billed at 50% in compliance with the U.S. Trustee Guidelines and the Local Rules issued to the retained professionals in this case.

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Muhleisen,Karen S.	23-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Manayunk, PA	1.4	\$ 173	\$ 242.20
Muhleisen,Karen S.	24-Feb-10	Roundtrip commute to Advanta Corp. in Springhouse, PA from Manayunk, PA	1.4	\$ 173	\$ 242.20
Subtotal Non Working Travel Time					<u>\$ 3,416.60</u>
Less 50% Discount					\$ (1,708.30)
Total Non Working Travel Time			<u>20.2</u>		<u>\$ 1,708.30</u>

EXHIBIT D5

Advanta Corporation
Bankruptcy Accounting Services
February 1, 2010 through February 28, 2010

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Total Bankruptcy Accounting Services	<u>0.0</u>		<u>\$ -</u>

EXHIBIT E

KPMG Retention Order

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

	X	
	:	Chapter 11
<i>In re</i>	:	
	:	Case No. 09-13931 (KJC)
ADVANTA CORP., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors. ¹	:	
	:	Re: Docket No. 113
	X	

**ORDER PURSUANT TO SECTIONS 327 AND 328 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 2014 FOR AUTHORIZATION
TO RETAIN AND EMPLOY KPMG LLP AS TAX CONSULTANTS
AND ADVISORS NUNC PRO TUNCTO TO THE COMMENCEMENT DATE**

Upon the application (the “*Application*”) of Advanta Corp. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “*Debtors*”), pursuant to sections 327 and 328 of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules, authorizing them to employ and retain KPMG as tax consultants and advisors, to the Debtors in the above-captioned chapter 11 cases *nunc pro tunc* to the Commencement Date;² and upon the Declaration of John P. Depman, a CPA and partner at KPMG (the “*Declaration*”) in support thereof, and the Court being satisfied based on the

¹ 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.

² Capitalized terms not otherwise defined herein shall have the definitions ascribed to them in the Application.

representations made in the Application and in the Declaration that KPMG represents no interest adverse to the Debtors' estates with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined under Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and that their employment is necessary and in the best interests of the Debtors' estates; the terms of the Engagement Letters are reasonable terms for the purposes of Section 328(a) of the Bankruptcy Code; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Application is granted as modified herein; and it is further

ORDERED that, in accordance with Sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014, the Debtors are authorized to employ and retain KPMG as tax consultants and advisors to the Debtors on the terms set forth in the Application and the Engagement Letters, as modified by this Order; and it is further

ORDERED that KPMG shall be compensated in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, this Order and any other applicable orders of this Court; and it is further

ORDERED that the terms and conditions of the Engagement Letters, as modified by this Order, are approved; and it is further

ORDERED, that the Debtors' indemnification obligations set forth in the Engagement Letters are approved, subject during the pendency of these chapter 11 cases to the following:

- a. KPMG shall not be entitled to indemnification, contribution or reimbursement pursuant to the Engagement Letters for services, unless such services and the indemnification, contribution or reimbursement therefore are approved by the Court;
- b. the Debtors shall have no obligation to indemnify KPMG, or provide contribution or reimbursement to KPMG, for any claim or expense that is: (i) judicially determined (the determination having become final) to have been caused by KPMG's gross negligence, willful misconduct, breach of fiduciary duty, if any, bad faith or self-dealing; (ii) for a contractual dispute in which the Debtors allege the breach of KPMG's contractual obligations unless the Court determines that indemnification, contribution or reimbursement would be permissible pursuant to In re United Artists Theatre Company, et al., 315 F.3d 217 (3d Cir. 2003); or (iii) settled in writing by the parties prior to a judicial determination as to KPMG's gross negligence, willful misconduct, breach of fiduciary duty, or bad faith or self-dealing but determined by this Court, after notice and a hearing to be a claim or expense for which KPMG should not receive indemnity, contribution or reimbursement under the terms of the Retention Agreement as modified by this Order;
- c. If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal) and (ii) the entry of an order closing these chapter 11 cases, KPMG believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution and/or reimbursement obligations under the Engagement Letters (as modified by this Order), including without limitation the advancement of defense costs, KPMG must file an application therefor in this Court, and the Debtors may not pay any such amounts to KPMG before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by KPMG for indemnification, contribution or reimbursement, and is not a provision limiting the duration of the Debtors' obligation to indemnify KPMG. All parties in interest shall retain the right to object to any demand by KPMG for indemnification, contribution or reimbursement; and
- d. Any limitation of liability or limitation on any amounts to be contributed by the parties to the Engagement Letters under the terms of the Engagement Letters shall be eliminated.

and it is further

ORDERED that the Debtors shall comply with the notice requirement set forth in paragraphs 4(c) and 8 of KPMG's Standard Terms and Conditions for Advisory and Tax Services (the "*Standard Terms and Conditions*"), including providing the written notice required prior to disseminating or advancing any of KPMG's advice, recommendations, information, or work product to third parties; and it is further

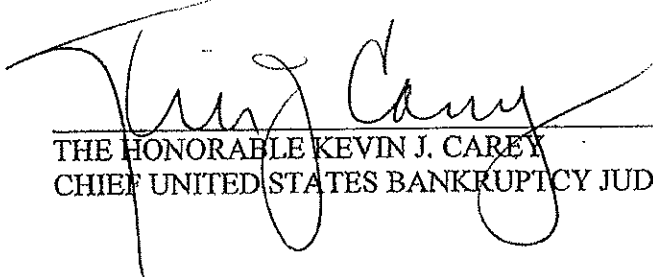
ORDERED that, notwithstanding anything in the Application, the Declaration or the Engagement Letters to the contrary, during the pendency of the Chapter 11 Cases and without prejudice to KPMG seeking different terms in other cases, KPMG will not employ independent contractors to provide professional services to the Debtors or otherwise with respect to these Chapter 11 Cases; *provided* that, with respect to independent contractors, the foregoing shall not apply to services related to non-professional expenses; and it is further

ORDERED that, to the extent that the Application, the Engagement Letters, and this Order are inconsistent, the terms of this Order shall control; and it is further

ORDERED that, to the extent the audit results in restatements of financial statements, nothing herein shall restrict the U.S. Trustee's right to investigate and/or take action as result of those restatements; and it is further

ORDERED that, during the pendency of any of the Debtors' chapter 11 cases, this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

Dated: Jan 5, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

Exhibit F

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re: ADVANTA CORP., et al., Debtors.¹	Chapter 11 Case No. 09-13931 (KJC) (Jointly Administered) Hrg Date: TBD, if necessary Obj. Due: 04/20/10 at 4:00 p.m. ET
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DECLARATION PURSUANT TO RULE 2016-2 OF THE LOCAL RULES OF BANKRUPTCY PROCEDURE FOR THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

I, John P. Depman, being duly sworn, deposes and says:

1. I am a Certified Public Accountant and a partner of KPMG LLP (“KPMG”), a professional services firm.

2. By Order dated January 5, 2010, KPMG was retained as auditors, tax consultants and advisors of the above captioned debtors and debtors in possession (the “Debtors”). I submit this Declaration in conjunction with KPMG’s third fee application for compensation and

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allowance of expenses for the period February 1, 2010 through February 28, 2010 (the "Application").

3. I have personally performed some of the services rendered by KPMG to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the professionals of KPMG.

4. 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 Rule 2016-2 of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the District of Delaware, and submit that the Application substantially complies with such Rule.

I declare under the penalty of perjury that the foregoing is true and correct.

Executed this 31st day of March, 2010.



John P. Depman
Partner
KPMG LLP
1601 Market Street
Philadelphia, PA 19103