

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

		In re:		Chapter 11
				)
		ADVANTA CORP., <i>et al.</i> , <sup>1</sup>		) Case No. 09- 13931 (KJC)
				)
		Debtors.		) (Jointly Administered)
				) <b>Objection Deadline:</b>
				) <b>June 30, 2010</b>
				) <b>4:00 p.m. EST</b>
				) <b>Hearing Date: N/A</b>

**FIFTH MONTHLY FEE STATEMENT OF ALVAREZ & MARSAL NORTH AMERICA,  
LLC IN ITS CAPACITY AS FINANCIAL ADVISORS TO THE DEBTORS AND  
DEBTORS-IN-POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF  
EXPENSES INCURRED FOR THE  
PERIOD APRIL 1, 2010 THROUGH APRIL 30, 2010**

For its Fifth Monthly Fee Statement for Compensation and Reimbursement of Expenses (the “Monthly Fee Statement”) Alvarez & Marsal North America, LLC (the “Applicant”), financial advisors to the Debtors and Debtors-in-Possession (the “Debtors”), respectfully represents as follows:

**A. BACKGROUND**

1. On November 8, 2009 (the “Commencement Date”), each of the Debtors filed a petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

---

<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. (0786), Advanta Credit Card Receivables Corp (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Information regarding the Debtors' businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009, the date the majority of Debtors filed their petitions under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp., Ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases. The debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors' cases are being jointed administered pursuant to Rule 10159(b) of the Federal Rules of Bankruptcy Procedure.

2. Pursuant to an order entered on December 3, 2009, the employment of Applicant as financial advisors to the Debtors was authorized effective as of November 8, 2009.

3. Applicant has rendered services on behalf of the Debtors from April 1, 2010 through April 30, 2010 (the "Application Period") totaling 469.2 hours, and in connection therewith requests allowance of monthly compensation in the amount of \$225,602.50, and reimbursement of expenses in the amount of \$7,655.88.

4. The Debtors to date have paid Applicant \$539,025.21 for services rendered and expenses incurred from the commencement of this case through March 31, 2010. Applicant is holding an unapplied retainer in the amount of \$221,449.34.

5. Applicant maintains contemporaneous records of the time expended for the professional services and expenses related thereto performed in connection with these Chapter 11 cases and such records are maintained in the ordinary course of its business. These records provide a detailed description of the services rendered and expenses incurred during the period for which this Application is being made. Applicant's time records in the sum of \$225,602.50 regarding the Chapter 11 proceedings are annexed hereto as Exhibit D.

**B. DESCRIPTION OF SERVICES AND EXPENSES AND RELIEF REQUESTED**

6. Applicant's services on behalf of the Debtors are described in detail in Exhibit D. In general, Applicant assisted the Debtors in bankruptcy matters, business planning and other related business activities, and also represented the Debtors in meetings with creditors, advisors, and others.

7. To assist the Court in its review of the fees sought by Applicant, Applicant has separated its time entries in Exhibit D into the following categories:

a. Bankruptcy Reporting. This category contains time assisting the company with the preparation and review of financial related disclosures required by the Court,

including the MOR. During the Application Period, the Debtors reviewed the February 2010 MOR and participated in a review meeting with Debtor employees and counsel. The total fees sought under this category for the period April 1, 2010 through April 30, 2010 are \$2,890.00 (6.7 hours).

b. Bankruptcy Support. This category contains time advising and assisting the company on matters concerning operating the business under Chapter 11. During the Application Period, the Applicant assisted the Debtors with the preparation of various analyses to support the Debtor's proposed severance plan, including an economic analysis a summary of roles, responsibilities and organizational level by employee and other related support for documents filed with the court. The Applicant also assisted in the preparation, review and analysis of various motions and revised orders, including a motion requesting approval of a post-petition severance plan, a revised order seeking approval of the Debtor's cash management system, and a motion requesting the sale of an insurance subsidiary. In addition, the Applicant participated in various calls with the Debtors and counsel regarding case status and planning. The total fees sought under this category for the period April 1, 2010 through April 30, 2010 are \$62,187.50 (134.6 hours).

c. Business Planning/Operations. This category contains time advising and assisting the company with the planning, development and implementation of the company's business plan. During the Application Period, the Applicant assisted the Debtors with the evaluation of receivables portfolio servicing options, and review of costs and servicing agreements for the parent-funded and charged-off receivables portfolios. The Applicant assisted with the preparation of a monthly forecast update presentation, a revised liquidation forecast and an analysis of the ongoing employment plan projections. In addition, the Applicant reviewed the monthly cash forecast. . The Applicant also participated in meetings and conference calls to

review the monthly forecast with the Debtors. The total fees sought under this category for the period April 1, 2010 through April 30, 2010 are \$45,490.00 (102.6 hours).

d. Cash Management. This category includes time spent assisting the Debtors with preparation of cash flow forecasts and budget vs. actual reporting on cash results, and addressing treasury management issues. During the Application Period, the Applicant assisted the Debtors in reviewing the 13-week cash flow forecast and variances, and participated in bi-weekly meetings with Debtor employees and management to review the weekly cash forecast. The total fees sought under this category for the period April 1, 2010 through April 30, 2010 are \$5,560.00 (13.0 hours).

e. Claims. This category includes time spent assisting the Debtors with the claims review process. During the Application Period, the Applicant compiled and reviewed examples of claims filed-to-date and participated in a conference call regarding the claims process. The total fees sought under this category for the period April 1, 2010 through April 30, 2010 are \$2,250.00 (4.8 hours).

f. Coordination and Communication With Stakeholders. This category includes time coordinating and fulfilling information requests, preparing for and attending meetings and discussions with the Official Committee of Unsecured Creditors (the "UCC") and its advisors. During the Application Period, the Applicant participated in meetings and conference calls with the advisors to the UCC on various topics including, chapter 11 motions for severance and a revised order for cash management, the monthly forecast update, art consultant options and the artwork sales process, the MOR and cash flow forecast. In addition, the Applicant compiled, reviewed and discussed information requests and participated in meetings and conference calls with the Debtors, counsel, and the UCC and its advisors. The total fees for the period April 1, 2010 through April 30, 2010 are \$17,370.00 (32.6 hours).

g. Fee Application. This category includes time preparing monthly fee statements in compliance with court guidelines. The total fees sought under this category for the period April 1, 2010 through April 30, 2010 are \$6,645.00 (20.8 hours).

h. Plan of Reorganization. This category includes time assisting the Debtors with structuring the Plan of Reorganization and Disclosure Statement. During the Application period, the Applicant analyzed, identified and evaluated possible plan structures, reviewed and discussed potential alternatives to the Bank of America interest, evaluated the possibility of substantive consolidation of the Estate, and participated in meetings and conference calls with the Debtors and counsel to discuss the overall plan structure. The total fees sought under this category for the period April 1, 2010 through April 30, 2010 are \$12,710.00 (19.9 hours).

i. Restructuring Actions. This category includes time assisting the Debtors with overall restructuring actions, including the sale or disposition of assets and identification and evaluation of strategic alternatives. During the Application Period, the Applicant advised the Debtors with regards to recovering value from various Company and employee insurance programs and other corporate assets. In addition, the Applicant coordinated and advised the Debtors' on the sale process of the Debtors' artwork, including meeting with various art galleries and interviewing potential art consultants, and participated in bi-weekly meetings and conference calls regarding the status of all the Debtor's asset sales. The total fees sought under this category for the period April 1, 2010 through April 30, 2010 are \$60,497.50 (112.4 hours).

j. Statements/Schedules. This category includes time preparing Schedules of Assets and Liabilities and the Statements of Financial Affairs. During the Application Period, the Applicant reviewed the Debtors' employees benefit schedules and

related questions. The total fees sought under this category for the period April 1, 2010 through April 30, 2010 are \$187.50 (0.5 hours).

k. Tax. This category includes time advising and assisting the company on tax matters. During the Application Period, the Applicant reviewed and advised the Debtor on 1099 tax instructions and tax returns, discussed potential expert witnesses, and participated in meetings with the Debtors and its advisors. The total fees sought under this category for the period April 1, 2010 through April 30, 2010 are \$815.00 (1.3 hours).

l. Travel. This category contains non-working travel time on behalf of the Debtor. This time was billed at ½ the time incurred. The total fees sought under this category for the period April 1, 2010 through April 30, 2010 are \$9,000.00 (20.0 hours).

The foregoing general description of services rendered in specific areas is not intended to be exhaustive of the scope of the Applicant's activities on behalf of the Debtors in this case. The time records attached as Exhibit D present more completely the work performed by Applicant in each billing category during the period covered by this Application.

8. Applicant believes that the post-petition services rendered during the period April 1, 2010 through April 30, 2010 on behalf of the Debtors are reasonably worth the sum of \$225,602.50, and Applicant requests the allowance of such sum. The blended hourly rate for all services post-petition rendered by Applicant is \$480.82.

9. Applicant further requests reimbursement of costs expended on behalf of the Debtors for the period April 1, 2010 through April 30, 2010 in connection with these Chapter 11 proceedings in the sum of \$7,655.88 as set forth in the summary attached as Exhibit E. The detailed expense items incurred by professional is attached and outlined as Exhibit F.

10. The expenses incurred by Applicant may include wireless and long distance telephone calls, over-night delivery, travel expenses, local messenger service, meals, postage and duplicating charges, all of which Applicant normally bills to its non-bankruptcy

clients at rates calculated to compensate Applicant for only the actual cost of the expense. In addition, the Applicant incurred an expense to access a social security database as part of its economic analysis of a corporate insurance program. This database allowed the Applicant to review if any unknown outstanding claims existed against the insurer under the policy. Applicant does not charge for facsimiles.

11. Applicant has reviewed the requirements of Del.Bankr.LR 2016-2 and believes that this Application complies with the requirements of the same.

WHEREFORE, Applicant prays this Court enter an Order allowing Applicant monthly compensation in the sum of \$225,602.50 and reimbursement of costs expended April 1, 2010 through April 30, 2010 in the sum of \$7,655.88, directing prompt payment of the same by the Debtors to the extent not previously paid, approval to draw down the unapplied retainer, and granting such other and further relief as may be just.

Dated: June 8, 2010  
New York, NY

Respectfully submitted,

**ALVAREZ & MARSAL NORTH  
AMERICA, LLC**

/s/ Joseph A. Bondi

Joseph A. Bondi  
600 Lexington Avenue  
6th Floor  
New York, NY 10022  
Telephone: 646.495.3600  
Facsimile: 212.759.5532  
[jbondi@alvarezandmarsal.com](mailto:jbondi@alvarezandmarsal.com)

Financial Advisors for the Debtors  
*and Debtors-in-Possession*



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

In re:	)	Chapter 11
ADVANTA CORP., <u>et al.</u> , <sup>1</sup>	)	Case No. 09- 13931 (KJC)
Debtors.	)	(Jointly Administered)

**FIFTH MONTHLY FEE STATEMENT OF ALVAREZ & MARSAL NORTH AMERICA,  
LLC IN THEIR CAPACITY AS FINANCIAL ADVISORS TO THE DEBTORS AND  
DEBTORS-IN-POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF  
EXPENSES INCURRED FOR THE  
PERIOD APRIL 1, 2010 THROUGH APRIL 30, 2010**

Name of Applicant:	Alvarez & Marsal North America, LLC
Authorized to provide professional services to:	Debtors and Debtors-in-Possession
Date of Retention:	December 17, 2009 <i>Nunc pro Tunc</i> to Petition Date
Period for which compensation and reimbursement are sought:	April 1, 2010 through April 30, 2010
Amount of compensation sought as actual, reasonable, and necessary:	\$ 225,602.50
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$ 7,655.88
Unapplied Retainer	\$ 221,449.34
This is an:	<input checked="" type="checkbox"/> monthly <input type="checkbox"/> interim <input type="checkbox"/> final application.

<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. (0786), Advanta Credit Card Receivables Corp (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Information regarding the Debtors' businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009, the date the majority of Debtors filed their petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp., Ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases. The debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors' cases are being jointly administered pursuant to Rule 10159(b) of the Federal Rules of Bankruptcy Procedure.

Requested Payment Amount:

Fees at 80%	\$180,482.00
Expenses at 100%	<u>\$ 7,655.88</u>
Total:	<u>\$188,137.88</u>

<b>Prior Applications</b>							
<b>Date &amp; Docket No.</b>	<b>Filing Period</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>CNO Date &amp; Docket No.</b>	<b>Approved Fees</b>	<b>Approved Expenses</b>	<b>Unapproved Holdback</b>
2/1/10 [227]	11/9/09 through 12/31/09	\$354,725.50	\$15,337.15	2/24/10 [287]	\$283,780.40	\$15,337.15	\$70,945.10
3/15/10 [338]	1/1/10 through 1/31/10	\$292,362.50	\$6,017.66	4/7/10 [402]	\$233,890.00	\$6,017.66	\$58,472.50
4/26/10 [444]	2/1/10 through 2/28/10	\$255,967.50	\$840.17	5/19/10 [535]	\$204,774.00	\$840.17	\$51,193.50
5/13/10 [508]	3/1/10 through 3/31/10	\$278,095.50	\$2,824.71	6/7/10 [593]	\$224,476.40	\$2,824.71	\$55,619.10
<b>Totals</b>		<b>\$1,181,151.00</b>	<b>\$25,019.69</b>		<b>\$946,920.80</b>	<b>\$25,019.69</b>	<b>\$236,230.20</b>

**ATTACHMENT TO MONTHLY FEE APPLICATION**

*APRIL 1, 2010 THROUGH APRIL 30, 2010*

**SUMMARY OF TIME & FEES BY PROFESSIONAL**

<b>Name of Professional</b>	<b>Position</b>	<b>Rate</b>	<b>Total Hours</b>	<b>Total Fees (Prior to Holdback)</b>
Kevin Gregson	Managing Director	\$815	24.0	\$19,560.00
Joseph Bondi	Managing Director	\$775	29.6	\$22,940.00
Andrew Sagat	Director	\$500	188.0	\$94,000.00
Luisa Fernandez	Senior Associate	\$410	27.0	\$11,070.00
Michael Eisenberg	Associate	\$400	190.1	\$76,040.00
Doug Lewandowski	Consultant	\$375	0.5	\$187.50
Mary Napoliello	Paraprofessional	\$200	7.0	\$1,400.00
Debra Mosley	Paraprofessional	\$135	3.0	\$405.00
<b>Total</b>			<b>469.2</b>	<b>\$225,602.50</b>
	<b>Blended Rate \$480.82</b>			

**SUMMARY OF TIME & FEES BY MATTER CODE**

<b>Matter Code</b>	<b>Description</b>	<b>Total Hours</b>	<b>Total Fees Requested</b>
Bankruptcy Reporting	Preparation or review of financial related disclosures required by the Court, including the MOR and Form 26.	6.7	\$2,890.00
Bankruptcy Support	Advise and assist the company on matters concerning operating the business under Chapter 11.	134.6	\$62,187.50
Business Planning/Operations	Advise and assist the company with the planning, development, evaluation and implementation of the company's strategic, business and operating plans.	102.6	\$45,490.00
Cash Management	Advise and assist management in treasury matters including the development of weekly cash forecasts, reporting on cash activity and management of letters of credit and bonding matters.	13.0	\$5,560.00
Claims	Assist the company with the review and analysis of claims filed against the Debtors.	4.8	\$2,250.00
Coordination & Communication with Stakeholders	Coordinate and fulfill information requests, prepare for and attend meetings and participate in negotiations with the prepetition lenders, other interested parties and their advisors.	32.6	\$17,370.00
Fee Applications	Preparation of monthly and interim fee applications in accordance with court guidelines.	20.8	\$6,645.00
Plan of Reorganization	Assist the Debtors with supporting and seeking approval of the Plan of Reorganization and Disclosure Statement, overall restructuring actions, case management, identification and evaluation of strategic initiatives and meetings to discuss overall reorganization plan.	19.9	\$12,710.00
Restructuring Actions	Assist the Debtors with overall restructuring actions, including the sale or disposition of assets, and identification and evaluation of strategic initiatives.	112.4	\$60,497.50
Statements/Schedules	Preparation of the Schedules of Assets and Liabilities and the Statements of Financial Affairs.	0.5	\$187.50
Tax	Advise and assist the company on tax matters.	1.3	\$815.00
Travel Time	Billable travel time (reflects 50% of time incurred).	20.0	\$9,000.00
	<b>Total</b>	<b>469.2</b>	<b>\$225,602.50</b>
	<b>Blended Rate \$480.82</b>		

### SUMMARY OF EXPENSES BY CATEGORY

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Expense Amount</b>
Lodging	Various	\$3,887.86
Meals	Various	\$544.14
Miscellaneous	Various	\$1,171.63
Transportation	Various	\$2,052.25
Total		<b><u>\$7,655.88</u></b>

Annexed hereto are the following schedules for total compensation and reimbursement of expenses sought by the Applicant for the Compensation Period:

1. Exhibit A – Summary of Time by Task
2. Exhibit B – Summary of Time Detail by Professional
3. Exhibit C – Summary of Time Detail by Task by Professional
4. Exhibit D – Time Detail by Task Code which includes a daily time log detailing the activities and services performed by the Applicant on behalf of the Debtor
5. Exhibit E – Summary of Expense by Category
6. Exhibit F - Expense Detail by Professional which includes a breakdown of the Applicant's expenses incurred.

**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)  
:   
: **Obj. Deadline: 6/30/2010 at 4:00 p.m. (EDT)**  
-----X

**NOTICE OF FEE APPLICATION**

PLEASE TAKE NOTICE that Alvarez & Marsal North America, LLC (the “Applicant”) has today filed the attached **Fifth Monthly Fee Statement of Alvarez & Marsal North America, LLC in its Capacity as Financial Advisors to the Debtors and Debtors-in-Possession, for Compensation and Reimbursement of Expenses Incurred for the Period April 1, 2010 through April 30, 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

---

<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.

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 J. Lemons); (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); (iv) counsel to Official Committee of Unsecured Creditors, Latham & Watkins LLP, One Logan Square, 18<sup>th</sup> and Cherry Streets, Philadelphia, Pennsylvania 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, Delaware 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) by no later than **4:00 p.m. (Eastern Daylight Time) on June 30, 2010** (the “Objection Deadline”).

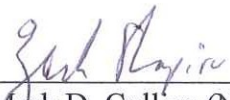
PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received in accordance with this notice, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received 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: June 10, 2010  
Wilmington, Delaware

Respectfully submitted,

  
\_\_\_\_\_  
Mark D. Collins (No. 2981)  
Paul N. 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

*Advanta Corp., et al.,  
Summary of Time Detail by Task  
April 1, 2010 through April 30, 2010*

<i>Task Description</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Bankruptcy Reporting	6.7	\$2,890.00
Bankruptcy Support	134.6	\$62,187.50
Business Planning / Operations	102.6	\$45,490.00
Cash Management	13.0	\$5,560.00
Claims	4.8	\$2,250.00
Coordination & Communication with Stakeholders	32.6	\$17,370.00
Fee Applications	20.8	\$6,645.00
Plan of Reorganization	19.9	\$12,710.00
Restructuring Actions	112.4	\$60,497.50
Statements / Schedules	0.5	\$187.50
Tax	1.3	\$815.00
Travel Time	20.0	\$9,000.00
	<i>Total</i>	<i>\$225,602.50</i>

*Advanta Corp., et al.,  
Summary of Time Detail by Professional  
April 1, 2010 through April 30, 2010*

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Kevin Gregson	Managing Director	\$815.00	24.0	\$19,560.00
Joseph Bondi	Managing Director	\$775.00	29.6	\$22,940.00
Andrew Sagat	Director	\$500.00	188.0	\$94,000.00
Michael Eisenberg	Associate	\$400.00	190.1	\$76,040.00
Luisa Fernandez	Senior Associate	\$410.00	27.0	\$11,070.00
Doug Lewandowski	Consultant	\$375.00	0.5	\$187.50
Mary Napoliello	Paraprofessional	\$200.00	7.0	\$1,400.00
Debra Mosley	Paraprofessional	\$135.00	3.0	\$405.00
		<i>Total</i>	<b>469.2</b>	<b>\$225,602.50</b>

*Advanta Corp., et al.,  
Summary of Time Detail by Professional  
April 1, 2010 through April 30, 2010*

**Bankruptcy Reporting**

Preparation or review of financial related disclosures required by the Court, including the MOR and Form 26.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	2.1	\$1,050.00
Michael Eisenberg	Associate	\$400	4.6	\$1,840.00
			6.7	\$2,890.00
				\$431.34
		<i>Average Billing Rate</i>		



*Advanta Corp., et al.,  
Summary of Time Detail by Professional  
April 1, 2010 through April 30, 2010*

**Business Planning / Operations** Advise and assist the company with the planning, development, evaluation and implementation of the company's strategic, business and operating plans.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	2.4	\$1,860.00
Andrew Sagat	Director	\$500	35.5	\$17,750.00
Michael Eisenberg	Associate	\$400	64.7	\$25,880.00
			102.6	\$45,490.00
			<i>Average Billing Rate</i>	\$443.37

*Advanta Corp., et al.,  
Summary of Time Detail by Professional  
April 1, 2010 through April 30, 2010*

Cash Management

Advise and assist management in treasury matters including the development of weekly cash forecasts, reporting on cash activity and management of letters of credit and bonding matters.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	3.6	\$1,800.00
Michael Eisenberg	Associate	\$400	9.4	\$3,760.00
			13.0	\$5,560.00
				\$427.69

*Average Billing Rate*





*Advanta Corp., et al.,  
Summary of Time Detail by Professional  
April 1, 2010 through April 30, 2010*

**Coordination & Communication  
with Stakeholders**

Coordinate and fulfill information requests, prepare for and attend meetings and participate in negotiations with the prepetition lenders, other interested parties and their advisors.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	6.4	\$4,960.00
Andrew Sagat	Director	\$500	19.3	\$9,650.00
Michael Eisenberg	Associate	\$400	6.9	\$2,760.00
			32.6	\$17,370.00
				\$532.82
	<i>Average Billing Rate</i>			

*Advanta Corp., et al.,  
Summary of Time Detail by Professional  
April 1, 2010 through April 30, 2010*

**Fee Applications**

Preparation of monthly and interim fee applications in accordance with court guidelines.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	0.8	\$620.00
Andrew Sagat	Director	\$500	2.2	\$1,100.00
Michael Eisenberg	Associate	\$400	7.8	\$3,120.00
Debra Mosley	Paraprofessional	\$135	3.0	\$405.00
Mary Napoliello	Paraprofessional	\$200	7.0	\$1,400.00
			20.8	\$6,645.00
	<i>Average Billing Rate</i>			\$319.47

*Advanta Corp., et al.,  
Summary of Time Detail by Professional  
April 1, 2010 through April 30, 2010*

**Plan of Reorganization**

**Assist the Debtors with supporting and seeking approval of the Plan of Reorganization and Disclosure Statement, overall restructuring actions, case management, identification and evaluation of strategic initiatives and meetings to discuss overall reorganization plan.**

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	11.2	\$8,680.00
Andrew Sagat	Director	\$500	5.5	\$2,750.00
Michael Eisenberg	Associate	\$400	3.2	\$1,280.00
			19.9	\$12,710.00
		<i>Average Billing Rate</i>		\$638.69

*Advanta Corp., et al.,  
Summary of Time Detail by Professional  
April 1, 2010 through April 30, 2010*

**Restructuring Actions**

**Assist the Debtors with overall restructuring actions, including the sale or disposition of assets, and identification and evaluation of strategic initiatives.**

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	3.3	\$2,557.50
Kevin Gregson	Managing Director	\$815	24.0	\$19,560.00
Andrew Sagat	Director	\$500	40.7	\$20,350.00
Michael Eisenberg	Associate	\$400	17.4	\$6,960.00
Luisa Fernandez	Senior Associate	\$410	27.0	\$11,070.00
			112.4	\$60,497.50
				\$538.23
				Average Billing Rate

*Advanta Corp., et al.,  
 Summary of Time Detail by Professional  
 April 1, 2010 through April 30, 2010*

Statements / Schedules

Preparation of the Schedules of Assets and Liabilities and the Statements of Financial Affairs.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Doug Lewandowski	Consultant	\$375	0.5	\$187.50
			0.5	\$187.50
	<i>Average Billing Rate</i>			\$375.00



*Advanta Corp., et al.,  
Summary of Time Detail by Professional  
April 1, 2010 through April 30, 2010*

Travel Time

Billable travel time (reflects 50% of time incurred).

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	10.0	\$5,000.00
Michael Eisenberg	Associate	\$400	10.0	\$4,000.00
			20.0	\$9,000.00
				\$450.00

*Average Billing Rate*

<b>Advanta Corp., et al.,  Time Detail by Activity by Professional  April 1, 2010 through April 30, 2010</b>
--

**Bankruptcy Reporting**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	4/14/2010	0.5	Coordinate questions on professionals schedule to MOR.
Andrew Sagat	4/19/2010	0.6	Review March MOR.
Michael Eisenberg	4/20/2010	3.2	Prepare March MOR variance analysis and review.
Andrew Sagat	4/21/2010	0.5	Prepare for and participate in MOR review call with Advanta, Weil and Richards Layton.
Andrew Sagat	4/21/2010	0.5	Review restructuring fees per the MOR and research on specific payments.
Michael Eisenberg	4/21/2010	1.4	Continue to prepare March MOR variance analysis and review.
<b>Subtotal</b>		<b>6.7</b>	

**Bankruptcy Support**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	4/1/2010	1.1	Prepare for and participate in bi-weekly update call.
Andrew Sagat	4/1/2010	2.2	Review and prepare wage motion support schedule and monthly forecast.
Andrew Sagat	4/1/2010	0.4	Review revised wage order and cash management order.
Andrew Sagat	4/1/2010	0.7	Prepare for and participate in meeting with P. Browne (Advanta) regarding case updates and questions.
Joseph Bondi	4/1/2010	0.9	Participate in coordination call regarding Ch. 11 issues with team professionals and follow-up.
Michael Eisenberg	4/1/2010	1.2	Review business expenses for final wage order.
Michael Eisenberg	4/1/2010	3.8	Finish wage motion build-up of expenses for FTI and final wage order.
Michael Eisenberg	4/1/2010	1.5	Review PTO for backup information for final wage order.
Andrew Sagat	4/2/2010	1.0	Prepare for and participate in call with P. Browne (Advanta) and Weil regarding revised cash management order.
Andrew Sagat	4/2/2010	3.2	Coordinate follow-up diligence on wage and cash management orders, including review and preparation of monthly expense forecast.
Michael Eisenberg	4/2/2010	3.3	Continue to review and prepare monthly expenses for employee benefit programs.
Michael Eisenberg	4/2/2010	1.2	Review temporary employment fees and board fees for expense forecast.
Andrew Sagat	4/5/2010	1.6	Prepare severance motion support schedule for UST.



*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

**Bankruptcy Support**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	4/5/2010	3.0	Coordinate wage order support and review revised order.
Andrew Sagat	4/5/2010	0.3	Review revised wage order.
Andrew Sagat	4/5/2010	0.6	Prepare for and participate in call with Weil regarding objection to severance motion.
Joseph Bondi	4/5/2010	0.6	Review status of pending Ch. 11 issues.
Michael Eisenberg	4/5/2010	3.1	Review revised wage order.
Andrew Sagat	4/6/2010	0.7	Review UST response to severance information provided.
Andrew Sagat	4/6/2010	0.7	Review revised cash management and wage orders.
Andrew Sagat	4/6/2010	0.6	Review treatment of ARRA COBRA and related information.
Andrew Sagat	4/6/2010	1.0	Prepare for and participate in call with Weil and Advanta regarding UST response to severance motion.
Andrew Sagat	4/6/2010	0.9	Prepare for and participate in bi-weekly update call and follow up.
Joseph Bondi	4/6/2010	0.4	Review US Trustee issues regarding severance plan motion.
Michael Eisenberg	4/6/2010	0.7	Prepare for and participate in bi-weekly status update call.
Michael Eisenberg	4/6/2010	0.5	Review UST response to severance information provided.
Michael Eisenberg	4/6/2010	2.5	Continue to review revised wage order for employee benefit programs.
Andrew Sagat	4/7/2010	0.5	Prepare for and participate in call with Weil and US Trustee.
Andrew Sagat	4/7/2010	0.3	Prepare for and participate in call with V. Vron (Weil) regarding US Trustee questions.
Andrew Sagat	4/7/2010	0.8	Compile and review support materials for US Trustee questions with Advanta personnel.
Michael Eisenberg	4/7/2010	1.2	Prepare for and participate in meeting with J. Plavner (Advanta) regarding severance motion review and other HR updates.
Andrew Sagat	4/8/2010	0.7	Prepare for and participate in bi-weekly update call.
Michael Eisenberg	4/8/2010	3.5	Prepare wage motion summary schedule for Weil.
Michael Eisenberg	4/8/2010	0.7	Prepare for and participate in bi-weekly update call.
Andrew Sagat	4/9/2010	0.4	Review Babylon lease treatment in facilities scenarios in liquidation forecast.
Andrew Sagat	4/9/2010	0.4	Review email regarding HR related payments per wage order and responses.
Michael Eisenberg	4/9/2010	2.9	Continue to prepare wage motion summary schedule for Weil.
Andrew Sagat	4/13/2010	0.5	Review values with ABC schedule in advance of meeting.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

**Bankruptcy Support**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	4/13/2010	1.0	Prepare for and participate in bi-weekly update call.
Andrew Sagat	4/13/2010	1.3	Prepare for and participate in meeting with Weil and Advanta regarding ABC intercompany amounts.
Andrew Sagat	4/13/2010	0.5	Prepare for and participate in meeting with P. Browne (Advanta) regarding DCIC investment and AB.
Andrew Sagat	4/13/2010	0.5	Prepare for and participate in call with D. Epstein (Advanta) regarding Babylon lease.
Michael Eisenberg	4/13/2010	1.0	Prepare for and participate in bi-weekly status update call.
Andrew Sagat	4/14/2010	0.3	Review mark-ups to receivables servicing docs from UCC advisors.
Andrew Sagat	4/14/2010	1.0	Coordinate and review leased space information for ACCRC and Great Expectation entities and participate in related conversations with Advanta.
Andrew Sagat	4/15/2010	1.0	Prepare for and participate in bi-weekly update call.
Andrew Sagat	4/15/2010	0.9	Coordinate employee role descriptions for UST severance support with Advanta.
Andrew Sagat	4/15/2010	0.4	Coordinate ACCRC and GE lease information.
Andrew Sagat	4/15/2010	0.6	Review receivables servicing draft motion.
Andrew Sagat	4/15/2010	1.3	Prepare for and participate in call with P. Browne (Advanta) regarding case status update.
Michael Eisenberg	4/15/2010	1.0	Prepare for and participate in bi-weekly status update call.
Andrew Sagat	4/16/2010	0.6	Continue coordination of ACCRC and GE lease information.
Andrew Sagat	4/16/2010	0.8	Prepare responses to questions from Weil on employee roles and continue coordination with Advanta.
Andrew Sagat	4/16/2010	0.6	Prepare for and participate in call with Weil regarding severance.
Joseph Bondi	4/16/2010	1.3	Participate in coordination call regarding Ch. 11 issues and follow up issues.
Michael Eisenberg	4/16/2010	1.2	Prepare for and participate in call with Weil and Advanta regarding personnel descriptions.
Michael Eisenberg	4/16/2010	0.9	Review employee role descriptions for UST severance support with Advanta.
Joseph Bondi	4/17/2010	0.4	Review issues regarding U.S. trustee concerns to severance plan.
Andrew Sagat	4/19/2010	0.7	Coordinate information for ALIC motion and timing of motion preparation with Weil and E. Stone (Advanta).
Andrew Sagat	4/19/2010	2.2	Compile and review support materials and analyses for response to UST severance objection and personnel charts.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

**Bankruptcy Support**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	4/19/2010	0.5	Prepare for and participate in call with A. Holderer (Advanta) regarding general update.
Andrew Sagat	4/19/2010	1.2	Prepare for and participate in call with Weil and Advanta regarding personnel descriptions.
Michael Eisenberg	4/19/2010	1.5	Review employee role descriptions for UST severance support with Advanta.
Michael Eisenberg	4/19/2010	3.1	Prepare summary of incentive bonus and severance as a percentage of liabilities for Weil.
Andrew Sagat	4/20/2010	1.0	Prepare for and participate in bi-weekly update call and follow up.
Andrew Sagat	4/20/2010	1.4	Prepare for and participate in various meetings with J. Plavner and P. Kelly (Advanta) regarding severance, employment data and other HR issues.
Andrew Sagat	4/20/2010	0.5	Prepare for and participate in call with V. Vron (Weil) regarding US Trustee questions.
Andrew Sagat	4/20/2010	2.9	Review job descriptions and employee charts for UST severance objection.
Michael Eisenberg	4/20/2010	1.5	Review support materials and analyses for response to UST severance objection and personnel charts.
Michael Eisenberg	4/20/2010	1.4	Prepare for and participate in various meetings with J. Plavner and P. Kelly (Advanta) regarding severance, employment and HR issues.
Michael Eisenberg	4/20/2010	1.2	Review job descriptions and employee charts for UST severance objection.
Michael Eisenberg	4/20/2010	0.9	Prepare for and participate in bi-weekly update call.
Andrew Sagat	4/21/2010	0.7	Review ALIC sale motion.
Andrew Sagat	4/21/2010	1.4	Prepare for and participate in various meetings with N. Gordon (Advanta) regarding artwork inventories and diligence responses and follow up.
Andrew Sagat	4/21/2010	0.4	Prepare for and participate in call with J. Plavner (Advanta) and J. Ganesh (Weil) regarding employee severance charts.
Andrew Sagat	4/21/2010	0.8	Prepare for and participate in call with J. Plavner (Advanta) regarding interim employee severance chart.
Andrew Sagat	4/21/2010	1.9	Review revised employee severance charts and coordinate further revisions.
Andrew Sagat	4/21/2010	0.4	Prepare for and participate in call with D. Hoehne (Weil) regarding UST meeting.
Michael Eisenberg	4/21/2010	0.8	Prepare for and participate in call with J. Plavner (Advanta) regarding interim employee severance chart.
Michael Eisenberg	4/21/2010	0.4	Prepare for and participate in call with J. Plavner (Advanta) and J. Ganesh (Weil) regarding employee severance charts.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

**Bankruptcy Support**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Michael Eisenberg	4/21/2010	1.5	Review revised employee severance charts.
Andrew Sagat	4/22/2010	0.3	Prepare for and participate in bi-weekly update call.
Andrew Sagat	4/22/2010	1.4	Coordinate various items, including diligence requests related to BofA interest, escheat items and post-petition tax payments by debtor entities.
Andrew Sagat	4/22/2010	0.3	Prepare for and participate in meeting on Nevada sublease.
Andrew Sagat	4/22/2010	0.6	Prepare for and participate in meeting with A. Holderer (Advanta) regarding case status and updates.
Joseph Bondi	4/22/2010	0.2	Participate in team coordination call regarding Chapter 11 issues.
Michael Eisenberg	4/22/2010	0.4	Prepare for and participate in bi-weekly update call.
Andrew Sagat	4/23/2010	0.5	Coordinate diligence requests regarding ALIC motion and receivable forecasting.
Andrew Sagat	4/23/2010	0.6	Prepare for and participate in call with Weil and Advanta regarding meeting with UST.
Andrew Sagat	4/27/2010	0.8	Prepare for and participate in meeting with P. Browne (Advanta) regarding general case updates.
Andrew Sagat	4/27/2010	0.7	Prepare for and participate in meeting with A. Holderer (Advanta) regarding case update.
Michael Eisenberg	4/27/2010	0.9	Prepare for and participate in bi-weekly update call.
Andrew Sagat	4/28/2010	0.8	Prepare and review draft 10x cap severance analysis.
Andrew Sagat	4/28/2010	0.9	Prepare correspondence and responses to questions regarding response to UST severance objection.
Andrew Sagat	4/28/2010	1.1	Review draft reply to UST objection to severance motion and prepare comments.
Andrew Sagat	4/28/2010	1.0	Review draft objection to ABC motion for declaratory and injunctive relief.
Andrew Sagat	4/28/2010	1.0	Assist J. Plavner (Advanta) with preparation of severance support binder and participate in related discussion.
Michael Eisenberg	4/28/2010	3.2	Prepare draft 10x cap severance analysis.
Michael Eisenberg	4/28/2010	1.5	Review draft reply to UST objection to severance motion and prepare comments.
Andrew Sagat	4/29/2010	0.4	Prepare for and participate in meeting with A. Holderer (Advanta) regarding art diligence questions.
Andrew Sagat	4/29/2010	0.6	Prepare for and participate in meeting with J. Plavner and P. Kelly (Advanta) regarding severance calculations and other related matters.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

*Exhibit D*

**Bankruptcy Support**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	4/29/2010	0.9	Prepare for and participate in call with D. Hoehne (Weil) regarding severance response motion and tax motion update items.
Andrew Sagat	4/29/2010	0.3	Prepare for and participate in bi-weekly update call.
Andrew Sagat	4/29/2010	0.8	Review revised severance response motion.
Andrew Sagat	4/29/2010	0.8	Continue to prepare draft 10x cap severance analysis and review.
Andrew Sagat	4/29/2010	0.7	Review and respond to questions from P. Kelly (Advanta) regarding severance data and other HR related questions.
Joseph Bondi	4/29/2010	0.7	Prepare for and participate in coordination call regarding Ch 11. issues.
Michael Eisenberg	4/29/2010	2.9	Review and revise draft 10x cap severance analysis.
Michael Eisenberg	4/29/2010	0.6	Prepare for and participate in meeting with J. Plavner and P. Kelly (Advanta) regarding severance calculations and other related matters.
Michael Eisenberg	4/29/2010	0.7	Review and respond to questions from P. Kelly (Advanta) regarding severance data and other HR related questions.
Michael Eisenberg	4/29/2010	0.3	Prepare for and participate in bi-weekly update call.
Michael Eisenberg	4/29/2010	2.6	Review revised severance response motion.
Andrew Sagat	4/30/2010	0.7	Prepare for and participate in call with D. Hoehne (Weil) regarding response to severance objection and follow-up.
Andrew Sagat	4/30/2010	0.3	Prepare for and participate in call with V. Vron (Weil) regarding HR policies and other items.
Andrew Sagat	4/30/2010	0.7	Review and participate in discussion related to 10x cap analysis.
Andrew Sagat	4/30/2010	0.8	Review objection to ABC complaint.
Andrew Sagat	4/30/2010	0.4	Review revised Schedule C in response to the severance objection.
Andrew Sagat	4/30/2010	0.8	Review 10x cap analysis calculations and provide comments.
Michael Eisenberg	4/30/2010	1.9	Revise Schedule C in response to the severance objection.
Michael Eisenberg	4/30/2010	2.9	Continue to prepare draft 10x cap severance analysis and calculations.
Michael Eisenberg	4/30/2010	2.5	Revise and discuss 10x cap analysis calculations.
Michael Eisenberg	4/30/2010	0.6	Prepare for and participate in call with D. Hoehne (Weil) regarding response to severance objection and follow-up.
<b>Subtotal</b>		<b>134.6</b>	

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

*Exhibit D*

**Business Planning / Operations**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	4/1/2010	0.5	Prepare for and participate in meeting with N. Gordon (Advanta) regarding receivables forecasting and cash management support.
Andrew Sagat	4/1/2010	0.8	Make revisions to receivables servicing costs forecast.
Andrew Sagat	4/2/2010	0.8	Prepare revisions to receivables servicing costs forecast and participate in related discussions.
Andrew Sagat	4/2/2010	0.5	Review FDR participation addendum.
Michael Eisenberg	4/2/2010	2.8	Prepare and review monthly build-up of expenses (employee benefit programs) for monthly forecast.
Andrew Sagat	4/5/2010	0.7	Prepare for and participate in call with A. Howley (Advanta) regarding receivables servicing forecast.
Andrew Sagat	4/5/2010	0.5	Review receivable servicing transfer agreement.
Michael Eisenberg	4/5/2010	3.2	Prepare and review employee benefit expenses within monthly forecast.
Michael Eisenberg	4/5/2010	2.4	Prepare for and participate in meeting with P. Kelly and J. Plavner (Advanta) for employee benefit expenses.
Andrew Sagat	4/6/2010	0.4	Review lockbox information and emails for charge-off portfolio.
Michael Eisenberg	4/6/2010	1.9	Prepare for and participate in meeting with P. Kelly and J. Plavner (Advanta) for employee benefit expenses.
Michael Eisenberg	4/6/2010	2.3	Revise and review liquidation forecast presentation.
Andrew Sagat	4/7/2010	1.3	Prepare for and participate in meeting with A. Holderer (Advanta) regarding April forecast.
Andrew Sagat	4/7/2010	0.8	Prepare severance variance analysis for April forecast.
Andrew Sagat	4/7/2010	0.3	Review AB balance history and participate in related discussions.
Andrew Sagat	4/7/2010	0.6	Review FTI and Latham comments to CMC documents.
Andrew Sagat	4/7/2010	0.5	Prepare for and participate in call with A. Howley (Advanta) regarding receivables servicing update.
Michael Eisenberg	4/7/2010	2.1	Review April forecast data for monthly forecast presentation.
Michael Eisenberg	4/7/2010	1.5	Prepare severance variance analysis for April forecast.
Michael Eisenberg	4/7/2010	2.3	Revise and review liquidation forecast presentation.
Michael Eisenberg	4/7/2010	1.2	Restructure professional fee update for monthly forecast.
Andrew Sagat	4/8/2010	0.7	Review headcount timing for April forecast.
Andrew Sagat	4/8/2010	0.6	Prepare for and participate in call with A. Howley (Advanta) regarding receivables servicing contracts.
Andrew Sagat	4/8/2010	0.6	Compile responses to diligence questions on receivables forecast.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

**Business Planning / Operations**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Michael Eisenberg	4/8/2010	3.2	Revise and review liquidation forecast presentation.
Andrew Sagat	4/9/2010	0.4	Prepare for and participate in call with C. Wilson (Advanta) regarding AB balances review.
Andrew Sagat	4/9/2010	0.5	Review detailed AB balance history.
Andrew Sagat	4/9/2010	0.3	Review revised FDR participation addendum.
Michael Eisenberg	4/9/2010	2.8	Continue to revise and review liquidation forecast presentation.
Andrew Sagat	4/12/2010	2.7	Review debtor cash flow, personnel files and assumptions write-up for April forecast.
Andrew Sagat	4/12/2010	0.6	Prepare for and participate in meeting with A. Holderer (Advanta) regarding April forecast files.
Michael Eisenberg	4/12/2010	1.2	Prepare for and participate in meeting with A. Holderer (Advanta) regarding April forecast files.
Michael Eisenberg	4/12/2010	3.2	Create draft March reforecast employment slides, March FTE forecast and other sections.
Michael Eisenberg	4/12/2010	3.4	Review and revise UCC meeting presentation.
Andrew Sagat	4/13/2010	2.7	Review revised cash flow files and draft of the April forecast presentation.
Michael Eisenberg	4/13/2010	2.9	Update UCC meeting presentation based on comments and discussions with company.
Michael Eisenberg	4/13/2010	3.4	Continue to update UCC meeting presentation.
Andrew Sagat	4/14/2010	1.1	Prepare for and participate in call with FTI, Latham and Advanta regarding receivables servicing agreements.
Andrew Sagat	4/14/2010	1.7	Reconcile payroll and severance costs in April forecast.
Andrew Sagat	4/14/2010	1.1	Review revised April forecast presentation.
Michael Eisenberg	4/14/2010	3.2	Update liquidation forecast model based on monthly forecast.
Michael Eisenberg	4/14/2010	3.3	Review and make revisions to monthly re-forecast presentation.
Michael Eisenberg	4/14/2010	1.3	Review payroll and severance costs in April forecast.
Andrew Sagat	4/15/2010	0.8	Prepare for and participate in meeting with A. Holderer (Advanta) regarding April forecast updates and edits.
Andrew Sagat	4/15/2010	1.5	Review final April forecast presentation.
Michael Eisenberg	4/15/2010	0.8	Prepare for and participate in meeting with A. Holderer (Advanta) regarding April forecast updates and edits.
Michael Eisenberg	4/15/2010	1.5	Review final April forecast presentation.
Andrew Sagat	4/16/2010	0.3	Review proposal from Plymouth Corporate Center.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

**Business Planning / Operations**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Joseph Bondi	4/17/2010	0.3	Review office relocation proposals.
Andrew Sagat	4/19/2010	0.6	Prepare for and participate in call with E. Stone (Advanta) regarding insurance sales and receivables processing.
Joseph Bondi	4/19/2010	0.5	Review liquidity and headcount analysis.
Michael Eisenberg	4/19/2010	2.8	Review debtor cash flow, support detail and build-up expenses.
Andrew Sagat	4/20/2010	0.2	Review insurance renewal email.
Andrew Sagat	4/21/2010	0.7	Review April forecast presentation bridge.
Joseph Bondi	4/21/2010	0.4	Review projected changes in headcount status.
Michael Eisenberg	4/21/2010	2.9	Prepare April forecast presentation bridge.
Michael Eisenberg	4/21/2010	1.5	Update liquidation forecast model.
Andrew Sagat	4/22/2010	1.5	Review FTI headcount analysis and April forecast payroll cost variances and analysis.
Andrew Sagat	4/22/2010	0.8	Prepare for and participate in meeting with A. Holderer (Advanta) regarding Class D notes impact on April forecast.
Andrew Sagat	4/22/2010	0.7	Prepare for and participate in call with A. Howley (Advanta) regarding receivables servicing.
Michael Eisenberg	4/22/2010	3.2	Prepare severance bridge from 3/15 forecast to 4/15 forecast.
Michael Eisenberg	4/22/2010	1.5	Review FTI headcount analysis and April forecast payroll cost variances and analysis.
Andrew Sagat	4/23/2010	0.6	Prepare summary of A&M roles in MOR process and cash forecasting for internal audit meeting.
Andrew Sagat	4/23/2010	1.0	Review headcount forecast variance analysis.
Andrew Sagat	4/23/2010	0.7	Prepare for and participate in call with FTI and Advanta regarding employment forecast.
Andrew Sagat	4/26/2010	2.4	Review April forecast presentation, supporting cash and expense forecasts and headcount variance analysis.
Andrew Sagat	4/26/2010	0.5	Prepare for and participate in call with A. Holderer (Advanta) regarding headcount analysis and other items in preparation for meeting with UCC.
Joseph Bondi	4/26/2010	0.7	Review revised liquidation analysis.
Michael Eisenberg	4/26/2010	0.5	Prepare for and participate in call with A. Holderer (Advanta) regarding headcount analysis and other items in preparation for meeting with UCC.
Michael Eisenberg	4/26/2010	2.4	Review April forecast presentation, supporting cash and expense forecasts and headcount variance analysis.
Andrew Sagat	4/27/2010	1.3	Prepare for and participate in audit committee meeting.



*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

*Exhibit D*

**Business Planning / Operations**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Joseph Bondi	4/27/2010	0.5	Attend audit committee meeting.
Andrew Sagat	4/28/2010	1.2	Prepare responses to various ad hoc email questions and information requests.
<b>Subtotal</b>		<b>102.6</b>	

**Cash Management**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Michael Eisenberg	4/1/2010	0.3	Review protocol for cash management language.
Andrew Sagat	4/5/2010	0.5	Prepare for and participate in cash forecast call.
Michael Eisenberg	4/5/2010	0.5	Prepare for and participate in bi-weekly cash flow call.
Michael Eisenberg	4/6/2010	1.5	Review cash forecast package and professional fee schedule.
Andrew Sagat	4/7/2010	0.5	Prepare for and participate in cash forecast meeting.
Michael Eisenberg	4/7/2010	0.5	Prepare for and participate in bi-weekly cash flow call.
Andrew Sagat	4/12/2010	0.4	Prepare for and participate in cash forecast meeting.
Michael Eisenberg	4/12/2010	0.4	Prepare for and participate in cash forecast meeting.
Michael Eisenberg	4/13/2010	1.4	Review cash forecast package and professional fee schedule.
Andrew Sagat	4/14/2010	0.5	Prepare for and participate in cash forecast meeting.
Michael Eisenberg	4/14/2010	0.5	Prepare for and participate in cash forecast meeting.
Michael Eisenberg	4/15/2010	1.5	Review cash forecast package and professional fee schedule.
Andrew Sagat	4/19/2010	0.5	Review cash flow variances, including restructuring professional fees.
Andrew Sagat	4/19/2010	0.3	Prepare for and participate in cash forecast meeting.
Michael Eisenberg	4/19/2010	0.3	Prepare for and participate in bi-weekly cash flow call.
Michael Eisenberg	4/20/2010	1.5	Review cash forecast package and professional fee schedule.
Andrew Sagat	4/21/2010	0.4	Prepare for and participate in cash forecast call.
Michael Eisenberg	4/21/2010	0.4	Prepare for and participate in bi-weekly cash flow call.
Andrew Sagat	4/28/2010	0.5	Prepare for and participate in cash flow meeting.
Michael Eisenberg	4/28/2010	0.6	Prepare for and participate in bi-weekly cash flow call.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

**Cash Management**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
<b>Subtotal</b>		<b>13.0</b>	

**Claims**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Joseph Bondi	4/22/2010	0.4	Participate in call with management regarding employee claims.
Andrew Sagat	4/27/2010	0.5	Prepare for and participate in call with J. Hertzberg (A&M) regarding claims process.
Andrew Sagat	4/27/2010	1.3	Compile and review examples of claims filed-to-date.
Michael Eisenberg	4/27/2010	2.1	Compile and review examples of claims filed-to-date.
Michael Eisenberg	4/27/2010	0.5	Prepare for and participate in call with J. Hertzberg (A&M) regarding claims process.
<b>Subtotal</b>		<b>4.8</b>	

**Coordination & Communication with Stakeholders**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	4/1/2010	0.8	Coordinate diligence requests related to wage motion for FTI.
Andrew Sagat	4/1/2010	0.7	Prepare for and participate in calls with L. Park (FTI) regarding wage and cash management motion.
Andrew Sagat	4/2/2010	0.9	Prepare for and participate in call with L. Park (FTI) regarding final cash management order and wage order.
Michael Eisenberg	4/2/2010	0.9	Prepare for and participate in call with L. Park (FTI) for wage order.
Andrew Sagat	4/5/2010	0.5	Prepare for and participate in call with L. Park (FTI) regarding proposed orders and other updates.
Andrew Sagat	4/6/2010	2.0	Coordinate wage order related information and calls with FTI.
Andrew Sagat	4/6/2010	1.2	Prepare for and participate in meeting at Ameringer Gallery with FTI regarding sale of artwork.
Andrew Sagat	4/7/2010	0.7	Prepare for and participate in call with FTI and Advanta regarding facilities planning.
Andrew Sagat	4/8/2010	0.5	Review MOR diligence questions from FTI.
Andrew Sagat	4/8/2010	1.0	Prepare for and participate in professionals call with Weil, Latham and FTI.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

*Exhibit D*

**Coordination & Communication with Stakeholders**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Michael Eisenberg	4/8/2010	1.0	Prepare for and participate in weekly restructuring professionals call.
Andrew Sagat	4/9/2010	0.5	Review responses to diligence questions on receivables forecast.
Andrew Sagat	4/9/2010	0.7	Review responses to FTI MOR questions, including cash flow and professional fee related.
Andrew Sagat	4/12/2010	0.4	Prepare for and participate in call with A. Scruton (FTI) regarding artwork sales and other case updates.
Andrew Sagat	4/12/2010	0.5	Review additional responses to FTI MOR questions.
Andrew Sagat	4/13/2010	0.4	Review additional MOR diligence responses.
Andrew Sagat	4/15/2010	0.4	Prepare for and participate in call with A. Scruton (FTI) regarding art inventory.
Andrew Sagat	4/16/2010	0.5	Coordinate diligence materials related to BofA investment.
Andrew Sagat	4/16/2010	0.3	Prepare for and participate in call with L. Park (FTI) regarding diligence items.
Andrew Sagat	4/16/2010	0.4	Review responses to diligence questions on MOR tax balances.
Andrew Sagat	4/19/2010	0.3	Prepare for and participate in call with FTI regarding receivables servicing costs.
Andrew Sagat	4/20/2010	0.3	Coordinate FTI information requests and meeting agenda.
Andrew Sagat	4/21/2010	0.4	Prepare for and participate in call with L. Park (FTI) regarding BofA interest and other case topics.
Andrew Sagat	4/21/2010	0.4	Review FTI diligence questions.
Michael Eisenberg	4/21/2010	0.4	Review FTI diligence questions.
Andrew Sagat	4/22/2010	0.8	Prepare for and participate in professionals call with Weil, Latham and FTI.
Andrew Sagat	4/22/2010	0.6	Prepare for and participate in call with L. Park (FTI) and A. Holderer (Advanta) regarding Class D notes.
Joseph Bondi	4/22/2010	1.2	Participate in call with creditor committee professionals regarding Chapter 11 issues and follow-up items.
Michael Eisenberg	4/22/2010	0.6	Prepare for and participate in weekly restructuring professionals call.
Joseph Bondi	4/23/2010	0.5	Participate in conference with company and FTI regarding projected headcount.
Andrew Sagat	4/26/2010	3.6	Prepare for and participate in meeting with UCC, FTI, Latham, Weil and Advanta regarding monthly status update.
Joseph Bondi	4/26/2010	3.6	Prepare for and attend creditors committee meeting.
Michael Eisenberg	4/26/2010	3.5	Prepare for and participate in meeting with UCC, FTI, Latham, Weil and Advanta regarding monthly status update.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

*Exhibit D*

**Coordination & Communication with Stakeholders**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	4/29/2010	0.5	Prepare for and participate in weekly professionals call.
Joseph Bondi	4/29/2010	0.6	Discuss artwork sale process with FTI.
Joseph Bondi	4/29/2010	0.5	Participate in weekly call with creditor committee professionals.
Michael Eisenberg	4/29/2010	0.5	Prepare for and participate in weekly restructuring professionals call.
<b>Subtotal</b>		<b>32.6</b>	

**Fee Applications**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Mary Napolliello	4/1/2010	1.6	Begin review of February data.
Mary Napolliello	4/5/2010	2.1	Finalize review of February data; draft cover sheet and application - send draft to A. Sagat (A&M) for review.
Michael Eisenberg	4/6/2010	2.1	Coordinate time and expense information for February fee statement.
Michael Eisenberg	4/8/2010	2.4	Coordinate time and expense information for February fee statement.
Andrew Sagat	4/9/2010	0.9	Review draft fee statement for February.
Michael Eisenberg	4/9/2010	2.2	Review and revise draft fee statement for February.
Andrew Sagat	4/12/2010	0.8	Review February fee application revision.
Andrew Sagat	4/13/2010	0.5	Review revised February fee statement.
Michael Eisenberg	4/13/2010	1.1	Revise February fee statement.
Mary Napolliello	4/19/2010	0.3	Review case docket for updated cno information.
Mary Napolliello	4/19/2010	1.6	Prepare edits to February exhibits, cover sheet and application; send new data to M. Eisenberg (A&M).
Joseph Bondi	4/22/2010	0.8	Review February fee application and complete March time descriptions.
Mary Napolliello	4/22/2010	0.9	Incorporate additional changes to Feb exhibits; update app and cover sheet and send to M. Eisenberg (A&M).
Mary Napolliello	4/26/2010	0.5	Finalize February statement and forward to counsel for filing.
Debra Mosley	4/30/2010	0.7	Review and edit detailed time records for March statement.
Debra Mosley	4/30/2010	2.3	Review and edit detailed time records for March statement.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

**Fee Applications**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
<b>Subtotal</b>		<b>20.8</b>	

**Plan of Reorganization**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Michael Eisenberg	4/1/2010	0.3	Review Shared Services balance sheet asset items for subcon analysis.
Joseph Bondi	4/14/2010	1.4	Prepare for meeting regarding POR structure issues.
Andrew Sagat	4/15/2010	1.0	Prepare for and participate in call with Latham, Weil and FTI regarding plan structure.
Michael Eisenberg	4/15/2010	1.0	Prepare for and participate in call with Latham, Weil and FTI regarding plan structure.
Joseph Bondi	4/16/2010	2.2	Prepare for and participate in conference regarding POR structure.
Joseph Bondi	4/21/2010	0.8	Review issues regarding Bank of America interest.
Andrew Sagat	4/22/2010	0.9	Review substantive consolidation analysis.
Andrew Sagat	4/22/2010	1.0	Prepare for and participate in call with Advanta and Weil regarding plan structure.
Joseph Bondi	4/22/2010	2.6	Prepare for and participate in conference regarding plan structure.
Michael Eisenberg	4/22/2010	1.0	Prepare for and participate in call with Advanta and Weil regarding plan structure.
Michael Eisenberg	4/22/2010	0.9	Review substantive consolidation analysis.
Andrew Sagat	4/23/2010	2.6	Prepare for and participate in meeting with Weil, Latham, FTI and Advanta regarding plan structure.
Joseph Bondi	4/23/2010	0.6	Review draft summary of Plan of Reorganization.
Joseph Bondi	4/23/2010	3.6	Prepare for and attend meeting with WGM and creditor professionals regarding POR issues.
<b>Subtotal</b>		<b>19.9</b>	

**Restructuring Actions**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	4/1/2010	0.5	Review DSHA liquidation write-up.
Andrew Sagat	4/1/2010	0.5	Coordinate COLI policy information.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

*Exhibit D*

**Restructuring Actions**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Joseph Bondi	4/1/2010	0.4	Review issues regarding artwork sale.
Kevin Gregson	4/1/2010	1.0	Follow-up on claims diligence and identify outside vendors on death claim analysis.
Kevin Gregson	4/2/2010	1.0	Follow up on issues with claims review.
Andrew Sagat	4/5/2010	0.3	Prepare for and participate in asset realization call.
Kevin Gregson	4/5/2010	1.5	Review life reserves on COLI policy.
Michael Eisenberg	4/5/2010	0.3	Prepare for and participate in asset realization meeting.
Andrew Sagat	4/6/2010	0.5	Review revised Great American agreement.
Kevin Gregson	4/6/2010	1.0	Review life reserves on COLI policy.
Andrew Sagat	4/7/2010	1.1	Prepare for and participate in meeting with D. Epstein (Advanta) regarding artwork and real estate.
Andrew Sagat	4/7/2010	0.6	Prepare for and participate in asset realization meeting.
Kevin Gregson	4/7/2010	1.0	Discuss and review COLI life policy information with L. Hernandez (A&M).
Luisa Fernandez	4/7/2010	2.5	Work with SSDMF database and clean raw data for analysis.
Luisa Fernandez	4/7/2010	1.0	Discuss and review COLI life policy information with K. Gregson (A&M).
Luisa Fernandez	4/7/2010	3.0	Transfer data from hard copy to electronic version.
Michael Eisenberg	4/7/2010	0.6	Prepare for and participate in asset realization meeting.
Andrew Sagat	4/8/2010	0.7	Prepare for and participate in call with R. Vara (Vara Global) regarding artwork sale.
Andrew Sagat	4/8/2010	2.7	Reconcile art inventory and art database.
Kevin Gregson	4/8/2010	1.0	Discuss and review COLI life policy information with L. Hernandez (A&M).
Luisa Fernandez	4/8/2010	4.0	Transfer data from hard copy to electronic version.
Luisa Fernandez	4/8/2010	4.5	Work with SSDMF database and clean raw data for analysis.
Luisa Fernandez	4/8/2010	1.0	Discuss and review COLI life policy information with K. Gregson (A&M).
Andrew Sagat	4/9/2010	1.2	Prepare for and participate in call with D. Epstein and C. Wilson (Advanta) regarding art schedule and inventory reconciliation.
Andrew Sagat	4/9/2010	0.7	Prepare for and participate in call with Friedman Benda Gallery regarding sale of artwork.
Andrew Sagat	4/9/2010	0.6	Continue reconciliation of art schedules and cleanup schedule for internal distribution.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

**Restructuring Actions**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Luisa Fernandez	4/9/2010	6.0	Continue to work with SSDMF database and clean raw data for analysis.
Michael Eisenberg	4/9/2010	1.2	Prepare for and participate in call with D. Epstein and C. Wilson (Advanta) regarding art schedule and inventory reconciliation.
Andrew Sagat	4/12/2010	0.5	Prepare for and participate in meeting with E. Stone (Advanta) regarding update on insurance entity sales and Biz Equity.
Andrew Sagat	4/12/2010	0.3	Prepare for and participate in call with AB commercial services regarding fixed asset liquidation.
Andrew Sagat	4/12/2010	0.5	Prepare for and participate in asset realization meeting.
Andrew Sagat	4/12/2010	0.8	Review revised art proposal from Vara Fine Arts and Friedman Benda.
Andrew Sagat	4/12/2010	0.7	Review senior housing crime prevention sale write-up and participate in follow up discussions.
Joseph Bondi	4/12/2010	0.4	Review issues regarding proposed sale of artwork.
Kevin Gregson	4/12/2010	1.5	Analyze data in regards to life claims.
Luisa Fernandez	4/12/2010	3.0	Clean up data and run numbers through SSDMF database.
Michael Eisenberg	4/12/2010	0.5	Prepare for and participate in asset realization meeting.
Andrew Sagat	4/13/2010	0.5	Prepare for and participate in call with K. Gregson (A&M) regarding COLI and deferred comp trust.
Andrew Sagat	4/13/2010	2.3	Prepare revised art sale options summary.
Andrew Sagat	4/13/2010	0.6	Review GA retention motion.
Kevin Gregson	4/13/2010	1.0	Prepare for and participate in discussion regarding COLI and deferred comp trust with A. Sagat (A&M).
Luisa Fernandez	4/13/2010	2.0	Draft and prepare deliverable memo.
Andrew Sagat	4/14/2010	0.4	Review art sale proposals from consultants and participate in related discussions.
Andrew Sagat	4/14/2010	0.5	Prepare for and participate in call with R. Vara (Vara Global) regarding artwork sale.
Andrew Sagat	4/14/2010	0.6	Prepare for and participate in asset realization call.
Andrew Sagat	4/14/2010	0.5	Prepare for and participate in call with V. Vron (Weil) to review UCC comments on Great American agreement.
Andrew Sagat	4/14/2010	0.5	Prepare for and participate in meeting with E. Stone (Advanta) regarding insurance entities sale status.
Andrew Sagat	4/14/2010	0.8	Prepare revisions to art sale options summary.
Kevin Gregson	4/14/2010	1.0	Review and analyze COLI claims.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

**Restructuring Actions**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Michael Eisenberg	4/14/2010	0.7	Prepare for and participate in asset realization meeting.
Andrew Sagat	4/15/2010	1.3	Coordinate revised Vara proposal and update art summary.
Joseph Bondi	4/15/2010	0.5	Review issues regarding asset sales, including artwork.
Michael Eisenberg	4/15/2010	1.8	Prepare art consultants summary based on updated potential selling options.
Andrew Sagat	4/16/2010	0.7	Prepare for and participate in call with N. Gordon (Advanta) regarding artwork inventory.
Andrew Sagat	4/16/2010	1.0	Review art sale options including review of new gallery option and follow ups.
Andrew Sagat	4/16/2010	0.5	Prepare for and participate in call with D. Epstein (Advanta) regarding artwork reconciliation and real estate proposals.
Joseph Bondi	4/16/2010	0.8	Review proposals for the sale of artwork.
Joseph Bondi	4/17/2010	0.4	Research issues regarding appropriate means of selling artwork.
Andrew Sagat	4/19/2010	0.7	Review art insurance policy and art procedures document.
Andrew Sagat	4/19/2010	0.5	Prepare for and participate in asset realization call.
Kevin Gregson	4/19/2010	1.5	Review and analyze COLI claims.
Michael Eisenberg	4/19/2010	0.5	Prepare for and participate in asset realization meeting.
Andrew Sagat	4/20/2010	0.9	Prepare for and participate in meeting with E. Stone (Advanta) regarding insurance entities sales.
Joseph Bondi	4/20/2010	0.4	Participate in discussion with Greenberg Van Doren Gallery regarding sale of artwork.
Kevin Gregson	4/20/2010	3.0	Prepare and edit COLI memo.
Andrew Sagat	4/21/2010	0.4	Prepare for and participate in call with K. Gregson (A&M) regarding COLI and deferred comp analyses.
Andrew Sagat	4/21/2010	0.6	Prepare for and participate in asset realization meeting and follow up.
Joseph Bondi	4/21/2010	0.4	Review memo regarding waiver of payment of COLI claims.
Kevin Gregson	4/21/2010	1.0	Prepare for and participate in discussion regarding COLI and deferred comp trust with A. Sagat (A&M).
Michael Eisenberg	4/21/2010	0.5	Prepare for and participate in asset realization meeting.
Kevin Gregson	4/22/2010	1.0	Review and edit memo.
Andrew Sagat	4/23/2010	0.6	Review COLI proposal from HSBC.
Andrew Sagat	4/26/2010	2.1	Prepare artwork diligence response including continued reconciliation of art inventories.



*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

*Exhibit D*

**Restructuring Actions**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	4/26/2010	0.4	Prepare for and participate in call with Ameringer Gallery regarding sale of artwork.
Kevin Gregson	4/26/2010	1.5	Review COLI and finalize reserve memo.
Andrew Sagat	4/27/2010	1.0	Prepare for and participate in meeting with L. Preston (Advanta) regarding hedging Visa shares.
Andrew Sagat	4/27/2010	0.6	Prepare summary email regarding use of Ameringer Gallery to sell artwork.
Andrew Sagat	4/27/2010	0.7	Prepare for and participate in call with Ameringer Gallery regarding sale of artwork.
Andrew Sagat	4/27/2010	0.7	Review and make revisions to art diligence response.
Kevin Gregson	4/27/2010	2.5	Review life insurance policies.
Michael Eisenberg	4/27/2010	1.1	Prepare for and participate in meeting with L. Preston (Advanta) regarding hedging Visa shares.
Michael Eisenberg	4/27/2010	3.1	Review Visa Share agreement, data and economics.
Andrew Sagat	4/28/2010	0.5	Prepare for and participate in asset realization meeting.
Andrew Sagat	4/28/2010	0.3	Prepare for and participate in discussion with E. Stone (Advanta) regarding ALIC sale.
Andrew Sagat	4/28/2010	0.8	Review revised COLI documents and associated support.
Andrew Sagat	4/28/2010	0.9	Review options hedge questions and coordinate discussion.
Michael Eisenberg	4/28/2010	0.5	Prepare for and participate in asset realization meeting.
Michael Eisenberg	4/28/2010	0.8	Review options hedge questions.
Michael Eisenberg	4/28/2010	2.1	Update schedule for sale of cars with independent valuation information.
Andrew Sagat	4/29/2010	1.2	Make revisions to and coordinate artwork diligence responses.
Andrew Sagat	4/29/2010	1.1	Prepare for and participate in call with L. Preston (Advanta) regarding hedging strategies for VISA shares.
Andrew Sagat	4/29/2010	0.8	Prepare for and participate in meeting with P. Browne (Advanta) regarding insurance policies.
Andrew Sagat	4/29/2010	0.9	Prepare for and participate in meeting with L. Preston (Advanta) regarding options hedging strategy.
Andrew Sagat	4/29/2010	0.7	Prepare for and participate in meeting with D. Epstein (Advanta) regarding artwork diligence responses.
Michael Eisenberg	4/29/2010	1.1	Prepare for and participate in call with L. Preston (Advanta) regarding hedging strategies for VISA shares.
Andrew Sagat	4/30/2010	0.4	Prepare for and participate in call with K. Gregson (A&M) regarding HR policies.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

**Restructuring Actions**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	4/30/2010	0.8	Review ex-general counsel split \$ policy information.
Andrew Sagat	4/30/2010	0.7	Compile information related to automobile purchases.
Kevin Gregson	4/30/2010	1.0	Review HR policies and discuss with A. Sagat (A&M).
Kevin Gregson	4/30/2010	2.5	Review new insurance policy information, including policies and documents.
Michael Eisenberg	4/30/2010	2.6	Compile and research information related to automobile purchases.
<b>Subtotal</b>		<b>112.4</b>	

**Statements / Schedules**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Doug Lewandowski	4/19/2010	0.5	Review employee benefit schedule questions.
<b>Subtotal</b>		<b>0.5</b>	

**Tax**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	4/2/2010	0.4	Review 1099 tax instructions memorandum and follow up with Advanta.
Andrew Sagat	4/7/2010	0.3	Review state tax return information.
Joseph Bondi	4/19/2010	0.2	Participate in discussion with L. Albert (A&M) regarding tax issue.
Joseph Bondi	4/29/2010	0.4	Discuss retention of potential expert witness in regards to tax.
<b>Subtotal</b>		<b>1.3</b>	

**Travel Time**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Michael Eisenberg	4/1/2010	1.2	Non-working travel from Spring House to New York at 1/2 time.
Andrew Sagat	4/2/2010	1.2	Non-working travel from Spring House to New York at 1/2 time.
Andrew Sagat	4/7/2010	2.2	Non-working roundtrip travel at 1/2 time - New York/Spring House.

*Advanta Corp., et al.,  
Time Detail by Activity by Professional  
April 1, 2010 through April 30, 2010*

**Travel Time**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Michael Eisenberg	4/7/2010	2.2	Non-working roundtrip travel at 1/2 time - New York/Spring House.
Andrew Sagat	4/12/2010	1.0	Non-working travel from New York to Spring House at 1/2 time
Michael Eisenberg	4/12/2010	1.0	Non-working travel from New York to Spring House at 1/2 time
Andrew Sagat	4/16/2010	1.1	Non-working travel from Spring House to New York at 1/2 time.
Michael Eisenberg	4/16/2010	1.1	Non-working travel from Spring House to New York at 1/2 time.
Andrew Sagat	4/20/2010	1.1	Non-working travel from New York to Spring House at 1/2 time.
Michael Eisenberg	4/20/2010	1.1	Non-working travel from New York to Spring House at 1/2 time.
Andrew Sagat	4/22/2010	1.2	Non-working travel from Spring House to New York at 1/2 time.
Michael Eisenberg	4/22/2010	1.2	Non-working travel from Spring House to New York at 1/2 time.
Andrew Sagat	4/27/2010	1.1	Non-working travel from New York to Spring House at 1/2 time.
Michael Eisenberg	4/27/2010	1.1	Non-working travel from New York to Spring House at 1/2 time.
Andrew Sagat	4/29/2010	1.1	Non-working travel from Spring House to New York at 1/2 time.
Michael Eisenberg	4/29/2010	1.1	Non-working travel from Spring House to New York at 1/2 time.
<b>Subtotal</b>		<b>20.0</b>	
<b>Grand Total</b>		<b>469.2</b>	

*Advanta Corp., et al.,  
Summary of Expense Detail by Category  
April 1, 2010 through April 30, 2010*

<i>Expense Category</i>	<i>Sum of Expenses</i>
Lodging	\$3,887.86
Meals	\$544.14
Miscellaneous	\$1,171.63
Transportation	\$2,052.25
	<i>Total</i> \$7,655.88

*Advanta Corp., et al.,  
Expense Detail by Category  
April 1, 2010 through April 30, 2010*

*Lodging*

<b>Professional/Service</b>	<b>Date</b>	<b>Expense</b>	<b>Expense Description</b>
Andrew Sagat	4/14/2010	\$650.35	Hotel in West Conshohocken - 2 nights.
Andrew Sagat	4/22/2010	\$496.24	Hotel in West Conshohocken - 2 nights.
Andrew Sagat	4/29/2010	\$440.24	Hotel in West Conshohocken - 2 nights.
Luisa Fernandez	4/9/2010	\$853.86	Hotel in New York - 2 nights.
Michael Eisenberg	4/12/2010	\$607.17	Hotel in Spring House - 5 nights.
Michael Eisenberg	4/22/2010	\$404.78	Hotel in Spring House - 4 nights.
Michael Eisenberg	4/27/2010	\$435.22	Hotel in Spring House - 4 nights.
<b>Expense Category Total</b>		<b>\$3,887.86</b>	

*Meals*

<b>Professional/Service</b>	<b>Date</b>	<b>Expense</b>	<b>Expense Description</b>
Andrew Sagat	4/12/2010	\$85.23	Out of town dinner - Eisenberg, Sagat.
Andrew Sagat	4/12/2010	\$4.54	Out of town breakfast - Sagat.
Andrew Sagat	4/14/2010	\$45.00	Out of town dinner - Sagat.
Andrew Sagat	4/20/2010	\$100.00	Out of town dinner - Eisenberg, Sagat.
Andrew Sagat	4/20/2010	\$4.10	Out of town breakfast - Sagat.
Andrew Sagat	4/27/2010	\$4.10	Out of town breakfast - Sagat.
Joseph Bondi	4/24/2010	\$34.31	Out of town dinner - Sagat, Bondi.
Luisa Fernandez	4/7/2010	\$7.98	Out of town breakfast - Fernandez.
Luisa Fernandez	4/7/2010	\$28.90	Out of town dinner - Fernandez.
Luisa Fernandez	4/8/2010	\$10.78	Out of town breakfast - Fernandez.
Luisa Fernandez	4/8/2010	\$30.50	Out of town dinner - Fernandez.
Luisa Fernandez	4/9/2010	\$14.29	Out of town breakfast - Fernandez.
Michael Eisenberg	4/1/2010	\$5.76	Out of town dinner - Eisenberg.
Michael Eisenberg	4/7/2010	\$4.53	Out of town dinner - Eisenberg.
Michael Eisenberg	4/12/2010	\$3.26	Out of town breakfast - Eisenberg.
Michael Eisenberg	4/13/2010	\$23.00	Out of town dinner - Eisenberg.
Michael Eisenberg	4/14/2010	\$40.92	Out of town dinner - Eisenberg.

*Advanta Corp., et al.,  
Expense Detail by Category  
April 1, 2010 through April 30, 2010*

*Meals*

<b>Professional/Service</b>	<b>Date</b>	<b>Expense</b>	<b>Expense Description</b>
Michael Eisenberg	4/27/2010	\$3.94	Out of town breakfast - Eisenberg.
Michael Eisenberg	4/28/2010	\$93.00	Out of town dinner - Sagat, Eisenberg.
<b>Expense Category Total</b>		<b>\$544.14</b>	

*Miscellaneous*

<b>Professional/Service</b>	<b>Date</b>	<b>Expense</b>	<b>Expense Description</b>
Andrew Sagat	4/8/2010	\$82.07	Conference call charges - 4/1/10 - 4/30/10.
Andrew Sagat	4/27/2010	\$35.77	Wireless usage charges - 3/23/10 - 4/23/10.
Doug Lewandowski	4/27/2010	\$0.83	Wireless usage charges - 3/23/10 - 4/23/10.
Joseph Bondi	4/8/2010	\$16.60	Conference call charges - 4/1/10 - 4/30/10.
Joseph Bondi	4/27/2010	\$20.22	Wireless usage charges - 3/23/10 - 4/23/10.
Julie Hertzberg	4/14/2010	\$0.54	Wireless usage charges - 2/18/10 - 3/17/10.
Kevin Gregson	4/7/2010	\$1,000.00	SSDMF- computer program for statistical information/reports.
Michael Eisenberg	4/7/2010	\$10.48	Pacer services - 1/1/10 - 3/31/10.
Stephanie DeYoung	4/8/2010	\$5.12	Conference call charges - 3/1/10 - 3/31/10.
<b>Expense Category Total</b>		<b>\$1,171.63</b>	

*Transportation*

<b>Professional/Service</b>	<b>Date</b>	<b>Expense</b>	<b>Expense Description</b>
Andrew Sagat	4/2/2010	\$39.00	Fuel while driving from Spring House to New York.
Andrew Sagat	4/2/2010	\$52.50	Chargeable mileage - Spring House to New York.
Andrew Sagat	4/6/2010	\$13.00	Taxi from Ameringer Gallery to office.
Andrew Sagat	4/7/2010	\$105.00	Chargeable roundtrip mileage - New York/Spring House.
Andrew Sagat	4/7/2010	\$25.85	Fuel while driving from Spring House to New York.
Andrew Sagat	4/7/2010	\$37.30	April EZ Pass charges.
Andrew Sagat	4/12/2010	\$11.00	Taxi from home to Hertz Rental Car.
Andrew Sagat	4/20/2010	\$10.00	Taxi from home to Hertz Rental Car.

*Advanta Corp., et al.,  
Expense Detail by Category  
April 1, 2010 through April 30, 2010*

*Transportation*

<b>Professional/Service</b>	<b>Date</b>	<b>Expense</b>	<b>Expense Description</b>
Andrew Sagat	4/22/2010	\$11.00	Taxi from Hertz Rental Car to home.
Andrew Sagat	4/27/2010	\$10.00	Taxi from home to Hertz Rental Car.
Joseph Bondi	4/15/2010	\$11.00	Taxi from office to art gallery.
Joseph Bondi	4/22/2010	\$12.00	Taxi from office to meeting site.
Luisa Fernandez	4/7/2010	\$203.00	One-way train fare from Washington DC to NYC.
Luisa Fernandez	4/7/2010	\$24.00	Taxi from home to Union Station.
Luisa Fernandez	4/7/2010	\$19.30	Taxi from Penn Station to office.
Luisa Fernandez	4/9/2010	\$24.00	Taxi from Union Station to home.
Luisa Fernandez	4/9/2010	\$225.00	One-way train fare from NYC to Washington DC.
Luisa Fernandez	4/9/2010	\$6.60	Taxi from office to Penn Station.
Michael Eisenberg	4/1/2010	\$33.25	Tolls from rental car (Manhattan-Spring House).
Michael Eisenberg	4/1/2010	\$7.30	Taxi from home to Hertz office.
Michael Eisenberg	4/4/2010	\$12.88	Tolls from rental car (Manhattan-Spring House).
Michael Eisenberg	4/12/2010	\$3.70	Taxi from Hertz office to home.
Michael Eisenberg	4/12/2010	\$402.33	Rental car - 5 days.
Michael Eisenberg	4/15/2010	\$6.10	Taxi from home to Hertz office.
Michael Eisenberg	4/20/2010	\$5.00	Taxi from Hertz office to home.
Michael Eisenberg	4/20/2010	\$17.80	Tolls from rental car (Manhattan-Spring House).
Michael Eisenberg	4/22/2010	\$381.68	Rental car - 5 days.
Michael Eisenberg	4/22/2010	\$21.30	Tolls from rental car (Manhattan-Spring House).
Michael Eisenberg	4/22/2010	\$6.50	Taxi from home to Hertz office.
Michael Eisenberg	4/27/2010	\$5.00	Taxi from Hertz office to home.
Michael Eisenberg	4/29/2010	\$10.00	Fuel for rental car.
Michael Eisenberg	4/29/2010	\$293.76	Rental car - 3 days.
Michael Eisenberg	4/29/2010	\$6.10	Taxi from home to Hertz office.
<b>Expense Category Total</b>		<b>\$2,052.25</b>	
<b>Grand Total</b>		<b>\$7,655.88</b>	