

**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.¹ : (Jointly Administered)
: : :
: : : **Objection Deadline: 7/19/10 at 4:00 p.m. (EDT)**
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**SIXTH MONTHLY APPLICATION OF RICHARDS, LAYTON & FINGER, P.A.
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE
DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD
FROM MAY 1, 2010 THROUGH MAY 31, 2010**

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

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

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

Period for which compensation
and reimbursement are sought: May 1, 2010 through May 31, 2010

Amount of Compensation sought as actual,
reasonable, and necessary: \$41,141.20 (80% of \$51,426.50)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$1,647.24

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

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).

Prior Applications Filed:

Date Filed	Period Covered	Fees	Expenses
1/28/10	11/8/09 - 12/31/09	\$97,773.00	\$11,758.14
2/25/10	1/1/10 - 1/31/10	\$22,001.00	\$217.44
3/30/10	2/1/10 - 2/28/10	\$31,485.00	\$1,326.03
4/27/10	3/1/10 - 3/31/10	\$43,138.00	\$2,208.74
5/26/10	4/1/10 - 4/30/10	\$43,325.50	\$866.90

**COMPENSATION BY PROFESSIONAL
MAY 1, 2010 THROUGH MAY 31, 2010**

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Mark D. Collins	Joined firm as associate in 1993. Director in 1998. Member of DE Bar since 1991.	\$675	0.1	\$67.50
Paul N. Heath	Joined firm as associate in 1999. Director in 2007. Member of DE Bar since 1998.	\$525	34.9	\$18,322.50
Jason M. Madron	Joined firm as associate in 2003. Member of DE Bar since 2003.	\$390	0.2	\$78.00
Chun I. Jang	Joined firm as associate in 2005. Member of DE Bar since 2006.	\$340	16.6	\$5,644.00
L. Katherine Good	Joined firm as associate in 2007. Member of PA Bar since 2007. Member of DE Bar 2008.	\$340	0.2	\$68.00
Lee E. Kaufman	Joined firm as associate in 2006. Member of DE Bar since 2006.	\$315	1.1	\$346.50
Christopher M. Samis	Joined firm as associate in 2006. Member of PA & DE Bars since 2006.	\$315	0.3	\$94.50
Zachary I. Shapiro	Joined firm as associate in 2007. Member of DE Bar since 2008.	\$290	59.4	\$17,226.00
Tyler Semmelman	Joined firm as associate in 2009. Member of DE Bar since 2009.	\$240	0.9	\$216.00
Jamie E. Schairer	Paralegal since 2009. Joined firm in 2009.	\$195	40.3	\$7,858.50
Marisa C. DeCarli	Paralegal since 2009. Joined firm in 2009.	\$195	3.0	\$585.00

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Janel Gates	Paralegal since 2007. Joined firm in 2007.	\$195	1.6	\$312.00
Tracy A. Cameron	Paralegal since 2005. Joined firm in 1992.	\$195	1.2	\$234.00
Ann Jerominski	Paralegal since 1991. Joined firm in 2000.	\$195	0.5	\$97.50
Robyn K. Sinclair	Paralegal since 2010. Joined firm in 2010.	\$195	0.4	\$78.00
Barbara J. Witters	Paralegal since 2000. Joined firm in 2000.	\$195	0.3	\$58.50
Brenda D. Tobin	Case Management Assistant.	\$100	0.5	\$50.00
Amy B. Anderson	Case Management Assistant.	\$100	0.9	\$90.00
TOTAL			162.4	\$51,426.50

Grand Total	\$51,426.50
Attorney Compensation	\$42,063.00
Total Attorney Hours	113.7
Blended Rate	\$369.95

Dated: June 29, 2010
Wilmington, Delaware

COMPENSATION BY PROJECT CATEGORY
MAY 1, 2010 THROUGH MAY 31, 2010

Project Category	Total Hours	Total Fees
Case Administration (A)	5.4	\$1,102.50
Creditor Inquiries (B)	0.5	\$145.00
Meetings (C)	0.0	\$0.00
Executory Contracts/Unexpired Leases (D)	8.2	\$2,294.00
Automatic Stay/Adequate Protection (E)	3.6	\$1,127.50
Plan of Re-Organization/Disclosure Statement (F)	4.3	\$1,004.00
Use, Sale, Lease of Assets (G)	14.7	\$4,440.00
Cash Collateral/DIP Financing (H)	0.8	\$232.00
Claims Administration (I)	3.5	\$1,114.50
Court Hearings (J)	49.6	\$15,058.00
General Corporate/Real Estate (K)	0.0	\$0.00
Schedules/SOFA/U.S. Trustee Reports (L)	2.3	\$712.50
Employee Issues (M)	24.8	\$9,172.00
Environmental (N)	0.0	\$0.00
Tax Issues (O)	12.1	\$6,032.00
Litigation/Adversary Proceedings (P)	5.6	\$1,848.00
RL&F Retention (Q-1)	0.0	\$0.00
Retention of Others (Q-2)	6.7	\$2,015.00
RL&F Fee Applications (R-1)	7.1	\$1,853.50
Fee Applications of Others (R-2)	12.3	\$2,970.00
Vendor/Supplies (S)	0.9	\$306.00
Non-Working Travel (T)	0.0	\$0.00
Utilities (U)	0.0	\$0.00
Insurance (V)	0.0	\$0.00
TOTAL	162.4	\$51,426.50

EXPENSE SUMMARY
MAY 1, 2010 THROUGH MAY 31, 2010

Expense Category	Service Provider (if applicable)	Total Expenses
Facsimile		\$0.00
Long Distance Telephone		\$198.77
In-House Reproduction (Duplication/Printing)	Copies - 744 @ \$.10/pg. Printing - 1,781 @ \$.10/pg.	\$252.50
Outside Reproduction		\$0.00
Legal Research		\$0.00
Filing/Court Fees		\$0.00
Court Reporting	Veritext/NY Reporting Co.; Writer's Cramp	\$588.85
Travel Expenses		\$0.00
Inside Courier & Expense Carriers		\$0.00
Outside Courier & Expense Carriers	Blue Marble	\$62.56
Postage		\$0.00
Binding		\$4.00
Business Meals	<i>(See attached chart)</i>	\$365.68
Document Retrieval	Pacer	\$174.88
Record Retrieval		\$0.00
Room Rental		\$0.00
Professional Services		\$0.00
Overtime		\$0.00
TOTAL		\$1,647.24

BUSINESS MEAL DETAIL				
Date	Provider	Meal & # of people	Description	Amount
5/4/10	Joe's Crab Shack	Dinner for 1	Revise and finalize supplemental Rosoff declaration and related motion to seal.	\$20.52
5/10/10	Rodney Grille	Breakfast for 9	Preparation for 5/10/10 hearing.	\$117.29
5/10/10	Purebread	Lunch for 9	Preparation for 5/10/10 hearing.	\$215.62
5/25/10	Washington Street Ale House	Dinner for 1	Efile, serve and coordinate delivery of certification of counsel re: order approving stipulation extending 365(d)(4) period for Dresher lease to chambers.	\$12.25
TOTAL				\$365.68

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Debtors.¹ : (Jointly Administered)
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FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE
DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD
FROM MAY 1, 2010 THROUGH MAY 31, 2010**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the *Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 Implementing Certain Procedures for the Interim Compensation and Reimbursement of Professionals* [Docket No. 102] (the “Administrative Order”), Richards, Layton & Finger, P.A. (“RL&F”) hereby files this Sixth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period From May 1, 2010 through May 31, 2010 (the “Application”). By this Application, RL&F seeks a monthly allowance pursuant to the Administrative Order with respect to the sums of \$51,426.50 as compensation and \$1,647.24 for reimbursement of actual and necessary expenses for a total of \$53,073.74 for the period May 1,

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).

2010 through and including May 31, 2010 (the “Compensation Period”). In support of this Application, RL&F respectfully represents as follows:

Background

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

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

Compensation Paid and Its Source

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

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

Fee Statements

5. The fee statement for the Compensation Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney

and paraprofessional for this period. To the best of RL&F's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Administrative Order.

Actual and Necessary Expenses

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

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

8. RL&F believes the foregoing rates are the market rates that the majority of law firms charges clients for such services. In addition, RL&F believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

9. The directors and associates of RL&F who have rendered professional services in these cases are as follows: Mark D. Collins, Paul N. Heath, Jason M. Madron, Chun I. Jang, L. Katherine Good, Lee E. Kaufman, Christopher M. Samis, Zachary I. Shapiro and Tyler Semmelman. The paraprofessionals of RL&F who have provided service to these attorneys in these cases are as follows: Jamie E. Schairer, Marisa C. DeCarli, Janel Gates, Tracy A. Cameron, Ann Jerominski, Robyn K. Sinclair, Barbara J. Witters, Brenda D. Tobin and Amy B. Anderson.

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

Summary of Services By Project

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

A. Case Administration/Miscellaneous Matters

Fees: \$1,102.50: Total Hours: 5.4

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars, communications with the U.S. Trustee, review of

work in process reports, review of notices of appearance and maintaining service lists.

B. Creditor Inquiries

Fees: \$145.00: Total Hours: 0.5

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

C. Meetings

Fees: \$0.00: Total Hours: 0.0

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

D. Executory Contracts/Unexpired Leases

Fees: \$2,294.00: Total Hours: 8.2

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

E. Automatic Stay/Adequate Protection

Fees: \$1,127.50: Total Hours: 3.6

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

F. Plan of Reorganization/Disclosure Statement

Fees: \$1,004.00: Total Hours: 4.3

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

G. Use, Sale, Lease of Assets

Fees: \$4,440.00: Total Hours: 14.7

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

H. Cash Collateral/DIP Financing

Fees: \$232.00: Total Hours: 0.8

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

I. Claims Administration

Fees: \$1,114.50: Total Hours: 3.5

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

J. Court Hearings

Fees: \$15,058.00: Total Hours: 49.6

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

K. General Corporate/Real Estate

Fees: \$0.00: Total Hours: 0.0

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

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

Fees: \$712.50: Total Hours: 2.3

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

M. Employee Issues

Fees: \$9,172.00: Total Hours: 24.8

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

N. Environmental

Fees: \$0.00: Total Hours: 0.0

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

O. Tax Issues

Fees: \$6,032.00: Total Hours: 12.1

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

P. Litigation/Adversary Proceedings

Fees: \$1,848.00: Total Hours: 5.6

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

Q-1. RL&F Applications

Fees: \$0.00: Total Hours: 0.0

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

Q-2. Retention of Others

Fees: \$2,015.00: Total Hours: 6.7

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

R-1. RL&F Fee Application

Fees: \$1,853.50: Total Hours: 7.1

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

R-2. Fee Application of Others

Fees: \$2,970.00: Total Hours: 12.3

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

S. Vendor/Supplies

Fees: \$306.00: Total Hours: 0.9

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

T. Non-Working Travel

Fees: \$0.00: Total Hours: 0.0

This category includes all travel time not otherwise chargeable.

U. Utilities

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to utility issues.

V. Insurance

Fees: \$0.00: Total Hours: 0.0

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

Valuation of Services

12. Attorneys and paraprofessionals of RL&F have expended a total of 162.4 hours in connection with this matter during the Compensation Period, as follows:

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Mark D. Collins	0.1	\$675
Paul N. Heath	34.9	\$525
Jason M. Madron	0.2	\$390
Chun I. Jang	16.6	\$340
L. Katherine Good	0.2	\$340
Lee E. Kaufman	1.1	\$315
Christopher M. Samis	0.3	\$315
Zachary I. Shapiro	59.4	\$290
Tyler Semmelman	0.9	\$240

<u>PARAPROFESSIONALS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Jamie E. Schairer	40.3	\$195
Marisa C. DeCarli	3.0	\$195
Janel Gates	1.6	\$195
Tracy A. Cameron	1.2	\$195
Ann Jerominski	0.5	\$195
Robyn K. Sinclair	0.4	\$195
Barbara J. Witters	0.3	\$195
Brenda D. Tobin	0.5	\$100
Amy B. Anderson	0.9	\$100

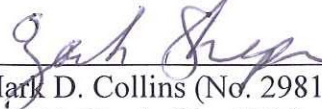
The nature of the work performed by these persons is fully set forth in Exhibit A attached hereto. These are RL&F's normal hourly rates for work of this character. The reasonable value of the services rendered by RL&F to the Debtors during the Compensation Period is \$51,426.50.

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

WHEREFORE, RL&F respectfully requests that the Court authorize that for the period May 1, 2010 through May 31, 2010, an allowance be made to RL&F pursuant to the terms of the Administrative Order, with respect to the sum of \$51,426.50 as compensation for necessary professional services rendered (80% of which equals \$41,141.20), and the sum of \$1,647.24 as 100% reimbursement of actual necessary costs and expenses, for a total of \$53,073.74 and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: June 29, 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 DEBTORS
AND DEBTORS IN POSSESSION

VERIFICATION

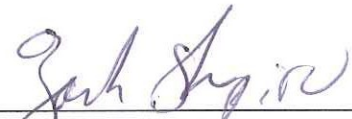
STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

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

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

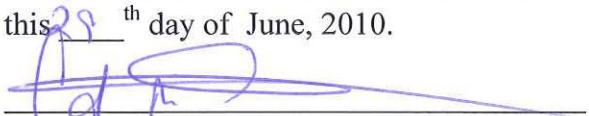
b) I am familiar with the work performed on behalf of the Debtors by the lawyers in the firm.

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



Zachary I. Shapiro (No. 5103)

SWORN AND SUBSCRIBED before me
this 28th day of June, 2010.



Notary Public
My Commission Expires: 1/28/2011

CATHY MILLER GREER
Notary Public - State of Delaware
My Comm. Expires Jan. 28, 2011

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

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<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	:	Objection Deadline: 7/19/10 at 4:00 p.m. (EDT)

NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that Richards, Layton & Finger, P.A. (the “Applicant”) has today filed the attached **Sixth Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from May 1, 2010 through May 31, 2010** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, 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 Order”) and must be filed with the Clerk of the Bankruptcy Court, and be served upon and

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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, 18th 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 July 19, 2010** (the "Objection Deadline").

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

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

Dated: June 29, 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

Exhibit A

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

June 29, 2010
Invoice 358794
Page 2
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Case Administration

05/03/10	Update critical dates calendar			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
05/05/10	Maintain original pleadings			
Paralegal	Brenda D. Tobin	0.10 hrs.	100.00	\$10.00
05/06/10	E-mail correspondence with J. Schairer re: seal motion			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/07/10	Correspondence with M. Wasserman re: affidavits of service re: docket nos. 476, 477 and 479 (.2); Review and approve same for filing (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
05/10/10	Circulate waiver and indemnification to J. Dubow			
Paralegal	Marisa C. DeCarli	0.10 hrs.	195.00	\$19.50
05/11/10	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.50 hrs.	100.00	\$50.00
05/11/10	Email with M. DeCarli re: seal order			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/12/10	Correspondence with M. Wasserman re: affidavits of service for docket nos. 486 and 487 (.1); Review same for filing (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
05/18/10	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.20 hrs.	100.00	\$20.00
05/18/10	Attend to docket issues with supplemental scheduling order			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00

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June 29, 2010
Invoice 358794
Page 3
Client # 707765

Matter # 167839

05/19/10	Attend to supplemental conflict check			
Paralegal	Jamie E. Schairer	1.30 hrs.	195.00	\$253.50
05/21/10	Update critical dates calendar			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50
05/21/10	Review affidavit of service re: notice of assumption and email correspondence with M. Wasserman re: same			
Associate	Lee Kaufman	0.10 hrs.	315.00	\$31.50
05/21/10	Review affidavits of service for motion to assume Renaissance property lease (.1); Correspondence with M. Wasserman re: same (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
05/24/10	Maintain original pleadings			
Paralegal	Brenda D. Tobin	0.20 hrs.	100.00	\$20.00
05/24/10	Correspondence with M. Wasserman re: affidavits of service for Docket Nos. 539 and 542 (.1); Review and approve same for filing (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
05/25/10	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.20 hrs.	100.00	\$20.00
05/26/10	Maintain original pleadings			
Paralegal	Brenda D. Tobin	0.20 hrs.	100.00	\$20.00
05/26/10	Update critical dates calendar			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
05/26/10	Review affidavits of service in preparation for filing for services on 5/25/10 (.1); Correspondence with M. Wasserman re: same (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00

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June 29, 2010
Invoice 358794
Page 4
Client # 707765

Matter # 167839

Total Fees for Professional Services	\$1,102.50
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TOTAL DUE FOR THIS INVOICE	<u>\$1,102.50</u>
	\$2,822.00
TOTAL DUE FOR THIS MATTER	<u>\$3,924.50</u>

Jay A. Dubor, Esq.
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June 29, 2010
Invoice 358794
Page 5
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Creditor Inquiries

05/10/10	Correspondence with E. Stone re: officers of corporation that have an Advanta credit card (.1); Correspondence with V. Vron re: same (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
05/11/10	Review correspondence between V. Vron and E. Stone re: creditor inquiry			
Associate	Zachary I. Shapiro	0.10 hrs.	290.00	\$29.00
05/27/10	Call with creditor re: clients who have investments with Advanta			
Associate	Zachary I. Shapiro	0.10 hrs.	290.00	\$29.00

Total Fees for Professional Services \$145.00

TOTAL DUE FOR THIS INVOICE \$145.00

\$213.80

TOTAL DUE FOR THIS MATTER \$358.80

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
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June 29, 2010
Invoice 358794
Page 6
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Executory Contracts/Unexpired Leases

05/05/10	Draft certification of no objection re: motion to assume Babylon lease (.2); Circulate same to Z. Shapiro for review (.1); Efile same (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
05/05/10	Correspondence with V. Vron re: motion to assume Bablyon lease (.2); Draft, revise and finalize order approving same (.1); Revise and finalize for filing certification of no objection re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00
05/10/10	Serve entered order regarding unexpired lease of non residential property			
Paralegal	Marisa C. DeCarli	0.10 hrs.	195.00	\$19.50
05/19/10	Draft notice of motion for authority to assume Renaissance lease (.1); Circulate same to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
05/19/10	Email with Z. Shapiro re: motion to assume lease (.1); Review of draft motion to assume lease (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/19/10	Prepare to file and file motion for authority to assume unexpired lease of Renaissance Office Park (.3); Coordinate Service of same with Garden City (.1)			
Paralegal	Tracy A. Cameron	0.40 hrs.	195.00	\$78.00
05/19/10	Review, revise and finalize for filing motion to assume Nevada lease (1.3); Correspondence with J. Ganesh re: same (.2)			
Associate	Zachary I. Shapiro	1.50 hrs.	290.00	\$435.00

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June 29, 2010
Invoice 358794
Page 7
Client # 707765

Matter # 167839

05/20/10	Call with Z. Shapiro re: extension of 365(d)(4) deadline (.1); Call with Z. Shapiro re: lease rejection issues (.1)			
Associate	Lee Kaufman	0.20 hrs.	315.00	\$63.00
05/20/10	Correspondence with J. Ganesh re: Dresher lease (.2); Correspondence with J. Ganesh re: issues in connection with service of motion to assume Nevada lease (.2); Correspondence with L. Brown re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
05/21/10	Finalize and efile rejection motion (.2); Coordinate service of same (.1)			
Paralegal	Ann Jerominski	0.30 hrs.	195.00	\$58.50
05/21/10	Draft notice of motion to reject copier leases (.1); Circulate same to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
05/21/10	Call with Z. Shapiro re: lease rejection motion			
Associate	Lee Kaufman	0.10 hrs.	315.00	\$31.50
05/21/10	Email with Z. Shapiro re: lease rejection motion (.1); Review of draft lease rejection motion (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/21/10	Draft, revise and finalize for filing motion to reject copier leases (.9); Correspondence with J. Ganesh re: service issues and comments to same (.2); Call with J. Ganesh re: same (.1); Correspondence with J. Schairer re: notice of filing of same (.1); Correspondence with A. Jerominski re: same (.1); Correspondence with A. Jerominski re: same (.1)			
Associate	Zachary I. Shapiro	1.50 hrs.	290.00	\$435.00
05/25/10	Efile certification of counsel re: order approving stipulation extending 365 (d)(4) period for Dresher lease (.1); Serve same (.1); Coordinate delivery of same to chambers (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50

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June 29, 2010
Invoice 358794
Page 8
Client # 707765

Matter # 167839

05/25/10	Review of motion to reject leases			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/25/10	Correspondence with J. Ganesh re: stipulation to extend 365(d)(4) period with respect to Dresher lease (.2); Review, revise and finalize for filing stipulation re: same (.4); Draft, revise and finalize for filing certification of counsel re: same (.4); Conference and correspondence with J. Schairer re: service and filing of same (.1); Correspondence with M. Wasserman re: same (.1)			
Associate	Zachary I. Shapiro	1.20 hrs.	290.00	\$348.00
05/26/10	Retrieve order approving stipulation extending 365(d)(4) period for Dresher lease (.1); Serve same (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
05/26/10	Review as-entered order approving stipulation extending 365(d)(4) period with respect to Dresher lease			
Associate	Zachary I. Shapiro	0.10 hrs.	290.00	\$29.00

Total Fees for Professional Services \$2,294.00

TOTAL DUE FOR THIS INVOICE **\$2,294.00**

\$2,948.50

TOTAL DUE FOR THIS MATTER **\$5,242.50**

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

June 29, 2010
Invoice 358794
Page 9
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Automatic Stay/Adequate Protection

05/03/10	Retrieve objection of FDIC-R to Bank of America stay relief motion (.1); Circulate same to distribution (.1); Retrieve objection of FDIC-R to JPMorgan Chase Bank stay relief motion (.1); Circulate same to distribution (.1)				
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00		\$78.00
05/03/10	Review stay relief responses				
Director	Paul N. Heath	0.10 hrs.	525.00		\$52.50
05/03/10	Review Bank of America's stay relief motion (.2); Call with counsel to same re: same (.2); Review J.P. Morgan's stay relief motion (.1); Call with counsel to same re: same (.2); Conference with J. Schairer re: issues with the foregoing in connection with agenda (.1); Review FDIC's objections and reservation of rights to each of the foregoing (.2)				
Associate	Zachary I. Shapiro	1.00 hrs.	290.00		\$290.00
05/04/10	Meet with Z. Shapiro re: omnibus stay relief procedures (.2); Email to Z. Shapiro re: form omnibus stay relief procedures (.1)				
Associate	Christopher M. Samis	0.30 hrs.	315.00		\$94.50
05/04/10	Telephone call with Z. Shapiro re: stay relief motions (.1); Conference with Z. Shapiro re: same (.1)				
Associate	Chun I. Jang	0.20 hrs.	340.00		\$68.00
05/04/10	Conference with Z. Shapiro re: stay issue				
Director	Paul N. Heath	0.20 hrs.	525.00		\$105.00
05/04/10	Call with A. Hiller and V. Vron re: stay relief issues (.3); Conference with C. Samis re: same (.2); Correspondence with C. Samis re: procedures to lift stay (.1); Correspondence with V. Vron re: same (.1)				
Associate	Zachary I. Shapiro	0.70 hrs.	290.00		\$203.00

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June 29, 2010
Invoice 358794
Page 10
Client # 707765

Matter # 167839

05/05/10	E-mail correspondence with Z. Shapiro re: stay relief motion			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/05/10	Correspondence with A. Hiller re: stay relief motions (.2); Call with A. Hiller re: same (.1); Correspondence with G. Raicht re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00
05/28/10	E-mail correspondence with D. Griffiths re: preliminary response to stay relief motion (.1); Telephone call with D. Griffiths re: same (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00

Total Fees for Professional Services \$1,127.50

TOTAL DUE FOR THIS INVOICE **\$1,127.50**

\$434.40

TOTAL DUE FOR THIS MATTER **\$1,561.90**

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

June 29, 2010
Invoice 358794
Page 11
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Plan of Reorganization/Disclosure Statement

05/03/10	E-mail correspondence with C. Jang re: plan issue (.1); Conference with C. Jang re: same (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/05/10	Efile debtors' reply to U.S. Trustee's objection to severance plan motion (.2); Efile supplemental declaration of W. Rosoff in support of same (.1); Draft notice of motion to file schedules to supplemental declaration under seal and motion to shorten re: same (.3); Circulate same to Z. Shapiro for review (.1); Revise same per comments from Z. Shapiro (.1); Efile motion to file schedules to supplemental declaration under seal (.2); Efile motion to shorten re: same (.2); Serve both (.1); Coordinate delivery of both to chambers (.1)			
Paralegal	Jamie E. Schairer	1.40 hrs.	195.00	\$273.00
05/06/10	Retrieve order re: motion to shorten notice re: motion to seal schedules to Rosoff declaration (.1); Circulate order to distribution (.1); Draft re-notice of hearing and objection deadline for same (.4); Circulate same to Z. Shapiro for review (.1); Efile same (.1); Serve re-notice of hearing and objection deadline with order (.1)			
Paralegal	Jamie E. Schairer	0.90 hrs.	195.00	\$175.50
05/11/10	Circulate Order granting motion for order authorizing filing under seal of schedules to supplemental declaration of William A. Rosoff (.1); Email (x2) Z. Shapiro regarding same (.1).			
Paralegal	Marisa C. DeCarli	0.20 hrs.	195.00	\$39.00
05/13/10	Research for and return S. Bohara's telephone call and leave message re: disclosure statement			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
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June 29, 2010
Invoice 358794
Page 12
Client # 707765

Matter # 167839

05/18/10	Finalize and efile motion to extend exclusivity (.2); Coordinate service of motion (.1)			
Paralegal	Janel Gates	0.30 hrs.	195.00	\$58.50
05/18/10	Review of exclusivity motion for filing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/18/10	Review, revise and finalize second motion to extend exclusivity (.4); Draft, revise and finalize for filing notice of filing of same (.2); Correspondence with J. Gates re: filing and service of same (.1)			
Associate	Zachary I. Shapiro	0.70 hrs.	290.00	\$203.00
05/20/10	Telephone call from S. Barrera re: disclosure statement			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50

Total Fees for Professional Services \$1,004.00

TOTAL DUE FOR THIS INVOICE **\$1,004.00**

\$395.20

TOTAL DUE FOR THIS MATTER **\$1,399.20**

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
Advanta Corp.
Welsh and McKean Roads
P.O. Box 844
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June 29, 2010
Invoice 358794
Page 13
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Use, Sale of Assets

05/04/10	E-mail correspondence with Z. Shapiro re: ALIC sale order (.1); Review revised ALIC sale order (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/04/10	Correspondence with D. Griffiths re: final ALIC sale order (.4); Review and revise final sale order (.2)			
Associate	Zachary I. Shapiro	0.60 hrs.	290.00	\$174.00
05/05/10	Efile certification of counsel re: ALIC sale motion (.1); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
05/05/10	Review certification of counsel re: ALIC sale motion			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/05/10	Email correspondence (x5) with Z. Shapiro re: certification of counsel for ALIC sale order (.1); Draft certification of counsel for ALIC sale order (.4); Email to Z. Shapiro re: certification of counsel for ALIC sale order (.1)			
Associate	Tyler Semmelman	0.60 hrs.	240.00	\$144.00
05/05/10	Correspondence with V. Vron re: status of NOL trading order (.2); Correspondence with D. Griffiths re: ALIC sale order (.2); Review, revise and finalize ALIC sale order (.6); Correspondence with T. Semmelman re: drafting certification of counsel re: same (.2); Revise and finalize certification of counsel re: same for filing (.2)			
Associate	Zachary I. Shapiro	1.40 hrs.	290.00	\$406.00
05/07/10	Telephone call with J. DuBow declaration in support of ALIC sale			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00

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June 29, 2010
Invoice 358794
Page 14
Client # 707765

Matter # 167839

05/07/10	Efile declaration of J. Dubow in support of ALIC sale motion (.1); Serve same (.1); Coordinate delivery of same to chambers (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
05/07/10	Review declaration in support of ALIC sale motion			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/07/10	Correspondence with D. Griffiths re: Dubow Declaration in support of ALIC sale (.1); Legal research re: same (.2); Review, revise and finalize same for filing (.3); Correspondence with D. Hoehne re: confidentiality provisions of participation agreement (.1); Comment on same (.5); Call with D. Hoehne re: same (.2)			
Associate	Zachary I. Shapiro	1.40 hrs.	290.00	\$406.00
05/10/10	Attention to revised form of order approving ALIC sale			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
05/10/10	Email (x4) D. Grottini regarding sale declaration (.2); Meeting with Z. Shapiro regarding same (.1)			
Paralegal	Marisa C. DeCarli	0.30 hrs.	195.00	\$58.50
05/10/10	E-mail correspondence with Z. Shapiro re: ALIC sale order (.1); Review same (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/10/10	Draft certification of counsel for revised sale order			
Associate	Tyler Semmelman	0.30 hrs.	240.00	\$72.00
05/10/10	Revise ALIC sale order (.9); Correspondence with V. Vron re: same (.2); Correspondence with D. Hoehne re: same (.2); Conferences with C. Jang re: post-hearing modifications to same (.1); Correspondence with T. Semmelman re: sale order and related certification of counsel (.1); Review same (.1)			
Associate	Zachary I. Shapiro	1.60 hrs.	290.00	\$464.00

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June 29, 2010
Invoice 358794
Page 15
Client # 707765

Matter # 167839

05/11/10	File certification of counsel re: order authorizing the sale of stock of Advanta Life Insurance Company (.2); Coordinate service of same with Garden City (.1); Forward as filed copy to chambers (.1)			
Paralegal	Tracy A. Cameron	0.40 hrs.	195.00	\$78.00
05/11/10	Finalize ALIC sale order for filing (.4); Revise and finalize related certification of counsel re: same (.2); Correspondence with V. Vron re comments to same (.1); Correspondence with T. Cameron re: same (.1); Conference with T. Cameron re: same (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	290.00	\$261.00
05/12/10	Retrieve order authorizing the sale of ALIC (.1); Serve same (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
05/12/10	Correspondence with V. Vron re: ALIC sale order (.2); Review ALIC sale order (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
05/14/10	Call with Z. Shapiro re: motion to approve services agreement			
Associate	Lee Kaufman	0.20 hrs.	315.00	\$63.00
05/14/10	E-mail correspondence with V. Vron and Z. Shapiro re: sale issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/18/10	Review motion to sell DHSAs bonds (.3); E-mail correspondence with D. Hoehne re: same (.1); Conference with Z. Shapiro re: Biz Equity sale motion (.1)			
Associate	Chun I. Jang	0.50 hrs.	340.00	\$170.00
05/18/10	Draft notice of DSHA sale motion (.1) Circulate same to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00

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June 29, 2010
 Invoice 358794
 Page 16
 Client # 707765

Matter # 167839

05/18/10	Finalize and efile motion to sell DSHA bonds (.2); Finalize and efile motion for authority to sell BizEquity assets, assume and assign contracts and change name (.2); Coordinate service of motions (.1)			
Paralegal	Janel Gates	0.50 hrs.	195.00	\$97.50
05/18/10	Email with Z. Shapiro re: DSHA bonds sale motion (.1); Review of draft DSHA bonds sale motion (.3); Review of Biz Equity sale motion for filing (.2)			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00
05/18/10	Correspondence with D. Hoehne re: DSHA sale motion (.1); Correspondence with J. Schairer re: preparing notice of filing of same (.1); Draft, revise and finalize for filing DSHA sale motion (.5); Draft revise and finalize for filing notice of filing of same (.1); Correspondence with D. Griffiths re: BizEquity sale motion (.1); Correspondence with D. Griffiths, V. Vron and M. Wasserman re: service issues in connection with same (.4); Conferences with C. Jang re: same (.1); Draft, revise and finalize notice of filing of same (.2); Draft, revise and finalize BizEquity sale motion (.9); Correspondence with J. Gates re: service and filing instructions re: same (.1)			
Associate	Zachary I. Shapiro	2.60 hrs.	290.00	\$754.00
05/27/10	Review of email from D. Klauder re: sale motions (.1); Email with C. Jang re: sale motions (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/28/10	Telephone call with D. Griffiths re: US Trustee comments to Biz Equity sale motion			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00

Total Fees for Professional Services \$4,440.00

TOTAL DUE FOR THIS INVOICE \$4,440.00
\$2,401.50

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

June 29, 2010
Invoice 358794
Page 17
Client # 707765

Matter # 167839

TOTAL DUE FOR THIS MATTER

\$6,841.50

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
Advanta Corp.
Welsh and McKean Roads
P.O. Box 844
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June 29, 2010
Invoice 358794
Page 18
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Cash Collateral/DIP Financing

05/07/10	Factual investigation re: professional carveout issues (.4); Correspondence with L. Stevenson re: same (.1); Call and correspondence with P. Heath re: same (.1); Conference with C. Jang re: same (.1); Correspondence with M. Eisenberg re: same (.1)			
Associate	Zachary I. Shapiro	0.80 hrs.	290.00	\$232.00

				<hr/>
			Total Fees for Professional Services	\$232.00

				<hr/>
			TOTAL DUE FOR THIS INVOICE	\$232.00

				<hr/>
				\$40.60

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			TOTAL DUE FOR THIS MATTER	\$272.60

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
Advanta Corp.
Welsh and McKean Roads
P.O. Box 844
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June 29, 2010
Invoice 358794
Page 19
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Claims Administration

05/04/10	Coordinate delivery of proof of claim of H. Maranz or M. Harris to Garden City (.2); Coordinate delivery of proof of claim of H. Maranz or R. Maranz to Garden City (.2)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
05/04/10	Correspondence with V. Vron re: status of SHI administrative request			
Associate	Zachary I. Shapiro	0.10 hrs.	290.00	\$29.00
05/10/10	Review motion to extend time to file claim			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/10/10	Call with K. Skomorucha re: motion to extend bar date (.1); Correspondence with K. Skomorucha re: same (.1); Correspondence with M. Wasserman re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
05/11/10	Coordinate delivery of 4 proofs of claim of State of California Franchise Tax Board to Garden City			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
05/11/10	Review of motion to extend bar date (.2); Email with C. Jang re: motion to extend bar date (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
05/11/10	Correspondence with J. Ganesh re: motion to extend period to file proof of claim (.1); Legal research re: same (.3); Conference with L. Kaufman re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00

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June 29, 2010
Invoice 358794
Page 20
Client # 707765

Matter # 167839

05/12/10	Telephone call with Z. Shapiro re: motion to extend bar date (.1); E-mail correspondence with J. Ganesh re: same (.1); Telephone call with V. Vron re: same (.2)			
Associate	Chun I. Jang	0.40 hrs.	340.00	\$136.00
05/12/10	Conference with C. Jang re: class plaintiff's motion to extend bar date (.1); Legal research re: same (.4); Call with J. Ganesh re: results of same (.1)			
Associate	Zachary I. Shapiro	0.60 hrs.	290.00	\$174.00
05/13/10	Review emails from R. Lemons and J. Ganesh re: motion to extend bar date			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
05/13/10	Meet with C. Jang re: claim issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/25/10	Call with J. Ganesh re: class plaintiff's motion to extend bar date			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00

Total Fees for Professional Services **\$1,114.50**

TOTAL DUE FOR THIS INVOICE **\$1,114.50**

\$875.40

TOTAL DUE FOR THIS MATTER **\$1,989.90**

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

June 29, 2010
Invoice 358794
Page 21
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Court Hearings

05/03/10	Update motion chart (.4); Revise 5/10/10 hearing agenda (.3); Update 5/10/10 hearing binders (.4); Circulate 5/10/10 hearing agenda to Z. Shapiro for review (.1); Continue revising 5/10/10 hearing agenda (.7); Update 5/10/10 hearing binders (.3)			
Paralegal	Jamie E. Schairer	2.20 hrs.	195.00	\$429.00
05/03/10	Preparation of labels for binders			
Paralegal	Janel Gates	0.10 hrs.	195.00	\$19.50
05/03/10	Correspondence with J. Schairer re: agenda for 5/10 hearing (.1); Review agenda for same (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
05/04/10	Leave message with chambers re: 5/10/10 hearing			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
05/04/10	Revise 5/10/10 hearing agenda (1.1); Circulate same to Z. Shapiro for review (.1); Update 5/10/10 hearing binders (2.4)			
Paralegal	Jamie E. Schairer	3.60 hrs.	195.00	\$702.00
05/04/10	Telephone call to court re: hearing (.1); E-mail correspondence with J. Schairer re: agenda (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/04/10	Correspondence with J. Schairer re: revised agenda for 5/10 hearing			
Associate	Zachary I. Shapiro	0.10 hrs.	290.00	\$29.00
05/05/10	Conference with Z. Shapiro re: agenda for 5/10/10 hearing			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00

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June 29, 2010
Invoice 358794
Page 22
Client # 707765

Matter # 167839

05/05/10	Email to/from Z. Shapiro re: certifications of no objection for items on 5/10/10 hearing agenda (.1); Revise 5/10/10 hearing agenda (1.0); Update 5/10/10 hearing binder for Judge Carey (1.4)			
Paralegal	Jamie E. Schairer	2.50 hrs.	195.00	\$487.50
05/05/10	Conference with Z. Shapiro re: hearing (.2); Telephone calls (x2) with R. Lemons re: same (.2); E-mail correspondence with Z. Shapiro re: agenda (.1); Review same (.1)			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00
05/05/10	Correspondence with J. Schairer re: 5/10 agenda and comments to same in light of adjournment of certain stay relief motions			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00
05/06/10	Review comments to 5/10/10 agenda and emails re: same (.1); E-mail correspondence with Z. Shapiro re: preparations for 5/10/10 hearing (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
05/06/10	Compile documents filed under seal (.2); Prepare 5/10/10 hearing binder for delivery to chambers (1.3); Efile 5/10/10 hearing agenda in main and adversary cases (.2); Serve same (.1); Coordinate delivery of 5/10/10 hearing agenda and 5/10/10 hearing binder to chambers (.2); Update 5/10/10 hearing binders for RL&F attorneys (.9); Begin drafting amended 5/10/10 hearing agenda (.3)			
Paralegal	Jamie E. Schairer	3.20 hrs.	195.00	\$624.00
05/06/10	E-mail correspondence (x2) with Z. Shapiro and V. Vron re: agenda (.3); Review same for filing (.1)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
05/06/10	Draft, review and revise agenda for 5/10 hearing (1.6); Correspondence with V. Vron re: comments to, and questions regarding, same (.3); Call with V. Vron re: same (.1); Conferences with J. Schairer re: same (.2); Conferences with C. Jang re: same (.1); Correspondence with D. Hoehne re: pro hac motions for litigation counsel (.2)			
Associate	Zachary I. Shapiro	2.50 hrs.	290.00	\$725.00

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June 29, 2010
Invoice 358794
Page 23
Client # 707765

Matter # 167839

05/07/10	Telephone call with V. Vron re: 5/10/10 hearing (.1); Conference with P. Heath re: same (.1); Email and message with R. Schepacarter re: same (.1)			
Associate	Chun I. Jang	0.30 hrs.	340.00	\$102.00
05/07/10	Update 5/10/10 hearing binders (.1); Continue updating 5/10/10 hearing binders and preparing for 5/10/10 hearing (1.3)			
Paralegal	Jamie E. Schairer	1.40 hrs.	195.00	\$273.00
05/07/10	Conference with C. Jang re: hearing			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/07/10	Correspondence with D. Hoehne re: preparation for 5/10 hearing			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
05/10/10	Prepare for 5/10/10 hearing (2.3); Hearing (Court appearance) (3.1)			
Associate	Chun I. Jang	5.40 hrs.	340.00	\$1,836.00
05/10/10	Assist in preparation of orders for 5/10/10 hearing (1.5); Meeting with Z. Shapiro regarding same (.1); Emails (x6) with Z. Shapiro regarding same (.2); Email (x2) N. Hunt regarding change in hearing time (.1); Call with Z. Shapiro regarding same (.1)			
Paralegal	Marisa C. DeCarli	2.00 hrs.	195.00	\$390.00
05/10/10	Attention to status of 5/10/10 hearing			
Director	Mark D. Collins	0.10 hrs.	675.00	\$67.50
05/10/10	Conferences (x3) with C. Jang re: hearing (.6); Conferences (x3) with R. Lemons re: same (.8); E-mail correspondence with Court re: same (.1); Telephone call to R. Schepacarter re: same (.1); Prepare for hearing (1.0); Hearing (Court appearance) (2.0)			
Director	Paul N. Heath	4.60 hrs.	525.00	\$2,415.00
05/10/10	Prepare for, and assist co-counsel in connection with contested hearing (1.2); Conferences with M. DeCarli re: same (.2)			
Associate	Zachary I. Shapiro	1.40 hrs.	290.00	\$406.00

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June 29, 2010
Invoice 358794
Page 24
Client # 707765

Matter # 167839

05/11/10	Request 5/10/10 hearing transcript (.2); Update motion chart (.6)			
Paralegal	Jamie E. Schairer	0.80 hrs.	195.00	\$156.00
05/14/10	Correspondence with V. Vron re: supplemental scheduling order (.3); Review, revise and finalize same (.2); Draft, revise and finalize certification of counsel re: same for filing (.5); Correspondence with J. Gates re: service of same on special parties (.2)			
Associate	Zachary I. Shapiro	1.20 hrs.	290.00	\$348.00
05/17/10	Email from/to Z. Shapiro re: status of 5/10/10 hearing transcript (.1); Email to/from L. Parham re: same (.1); Circulate 5/10/10 hearing transcript to distribution (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
05/17/10	E-mail correspondence with Court re: hearing (.1); Review hearing transcript (.2)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
05/17/10	Correspondence with D. Hoehne re: 5/10 hearing (.1); Correspondence with J. Schairer re: same (.1); Conference with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
05/18/10	Correspondence with J. Schairer re: docketing supplemental scheduling order in ABC adversary proceeding (.2); Correspondence with V. Vron re: omnibus hearing dates (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
05/20/10	Update motion chart (.7); Draft 6/8/10 hearing agenda (.9)			
Paralegal	Jamie E. Schairer	1.60 hrs.	195.00	\$312.00
05/21/10	Review scheduling order re: matters going forward at 6/8/10 hearing (.3); Update motion chart (.5); Update 6/8/10 hearing agenda (.7); Draft certification of counsel re: omnibus hearing dates (.1); Circulate same to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	1.70 hrs.	195.00	\$331.50

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Advanta Corp.
Welsh and McKean Roads
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June 29, 2010
Invoice 358794
Page 25
Client # 707765

Matter # 167839

05/21/10	Email with H. Cohen and R. Lemons re: hearing issue			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/21/10	Correspondence with V. Vron re: hearing dates (.1); Correspondence with N. Hunt re: same (.2); Correspondence with J. Schairer re: preparing certification of counsel and order re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00
05/24/10	Email with R. Lemons re: hearing (.3); Email with R. Levine and R. Lemons re: hearing (.1)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
05/24/10	Call with H. Cohen re: hearing			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/24/10	Correspondence with N. Hunt re: additional omnibus hearing dates (.1); Conference with L. Kaufman re: same (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
05/25/10	Meet with P. Heath and Z. Shapiro re: agenda for 5/26/10 telephonic hearing			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
05/25/10	Prepare agenda for 5/26/10 telephonic status conference (.4); Efile notice of telephonic status conference in both main and adversary cases (.2); Serve same (.1); Revise certification of counsel re: omnibus hearing dates (.1); Efile agenda for 5/26/10 telephonic status conference in both main and adversary cases (.2); Serve same (.1); Coordinate delivery of same to chambers (.1); Schedule telephonic appearances for P. Heath, R. Lemons and R. Levine for 5/26/10 telephonic status conference (.4); Circulate confirmations to P. Heath, R. Lemons, R. Levine and J. Reis (.1); Efile certification of counsel re: omnibus hearing dates (.1); Coordinate delivery of same to chambers (.1); Attempt to schedule C. Jang for telephonic appearance for 5/26/10 telephonic status conference and attend to issues re: same (.4)			
Paralegal	Jamie E. Schairer	2.30 hrs.	195.00	\$448.50

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June 29, 2010
Invoice 358794
Page 26
Client # 707765

Matter # 167839

05/25/10	Call with Z. Shapiro re: agenda issue			
Associate	Lee Kaufman	0.10 hrs.	315.00	\$31.50
05/25/10	Email with R. Lemons re: hearing (.7); Email with H. Cohen re: hearing (.2); Call with Court re: hearing (.1); Meet with Z. Shapiro and C. Jang re: hearing (.2); Meet with Z. Shapiro re: hearing (.2); Review of notice of hearing for filing (.1); Review of agenda (.1); Review email from R. Lemons re: hearing (.2); Email with H. Cohen re: telephonic hearing (.2); Email with R. Lemons and Z. Shapiro re: hearing (.1); Email with J. Schairer re: hearing (.1)			
Director	Paul N. Heath	2.20 hrs.	525.00	\$1,155.00
05/25/10	Conference with C. Jang and P. Heath re: telephonic status conference on 5/26/10 on FDIC's motions (.2); Draft, revise and finalize notice of telephonic status conference (.4); Conference with P. Heath re: comments to same (.2); Correspondence with R. Lemons re: same (.2); Conference and correspondence with J. Schairer re: service and filing of same (.1); Draft, revise and finalize agenda for telephonic status conference (.5); Conferences with J. Schairer re: same (.2); Correspondence with J. Schairer re: service and filing of same (.1); Correspondence with N. Hunt re: omnibus hearing dates for July and August (.1); Correspondence with J. Schairer re: same (.1); Review, revise and finalize order approving omnibus hearing dates and related certification of counsel (.1); Correspondence with J. Schairer re: service and filing of same (.1); Conferences with J. Schairer re: preparations in connection with 5/26/10 telephonic hearing (.2); Conference with C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	2.60 hrs.	290.00	\$754.00
05/26/10	Attend telephonic hearing re: scheduling of FDIC issues			
Associate	Chun I. Jang	0.70 hrs.	340.00	\$238.00
05/26/10	Retrieve order re: omnibus hearing dates (.1); Serve same (.1); Circulate same to distribution (.1); Update motion chart (.1); Update 6/8/10 hearing agenda (.1)			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50

Jay A. Dubor, Esq.
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June 29, 2010
Invoice 358794
Page 27
Client # 707765

Matter # 167839

05/26/10	Attend telephonic hearing (.8); Email with J. Schairer re: hearing dates (.1)			
Director	Paul N. Heath	0.90 hrs.	525.00	\$472.50
05/27/10	Correspondence with C. Jang re: D. Klauder's comments to motions scheduled for hearing on 6/8			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
05/28/10	Conference with M. Collins re: hearing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50

Total Fees for Professional Services \$15,058.00

TOTAL DUE FOR THIS INVOICE \$15,058.00

\$12,218.00

TOTAL DUE FOR THIS MATTER \$27,276.00

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

June 29, 2010
Invoice 358794
Page 28
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Schedules/SOFA/U.S. Trustee Reports

05/13/10	Review emails from C. Wilson and V. Vron re: monthly operating report			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
05/17/10	E-mail correspondence with P. Browne re: monthly operating reports			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
05/20/10	Prepare for conference call re: MOR (.2); Conference call re: MOR (.5); Review emails re: filing of MOR and 8K (.1)			
Associate	Chun I. Jang	0.80 hrs.	340.00	\$272.00
05/25/10	Correspondence with C. Jang re: 8K filing version of April MOR (.1); Review same (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
05/26/10	Email correspondence with C. Wilson re: MOR (.1); Review MOR and prepare for filing (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
05/26/10	Efile April monthly operating report (.1); Coordinate delivery of same to U.S. Trustee (.1); Draft affidavit of service re: same (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
05/26/10	Review of monthly operating report			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/26/10	Correspondence with C. Jang re: April MOR (.1); Review April MOR re: UST issues (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
05/27/10	Efile affidavit of service re: April monthly operating report			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
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Welsh and McKean Roads
P.O. Box 844
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June 29, 2010
Invoice 358794
Page 29
Client # 707765

Matter # 167839

Total Fees for Professional Services	<u>\$712.50</u>
TOTAL DUE FOR THIS INVOICE	<u>\$712.50</u>
	\$4,550.30
TOTAL DUE FOR THIS MATTER	<u>\$5,262.80</u>

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
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June 29, 2010
Invoice 358794
Page 30
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Employee Issues

05/03/10	Attention to email from D. Klauder re: severance motion and email correspondence with co-counsel re: same			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
05/03/10	E-mail correspondence (x2) with R. Lemons and C. Jang re: severance issues (.3); Review e-mail from D. Klauder re: same (.1); E-mail correspondence with R. Lemons re: same (.2)			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00
05/03/10	Correspondence with V. Vron re: motion to seal schedules to declaration in support of severance motion (.2); Calls with D. Hoehne re: same (.2); Correspondence with D. Hoehne re: same (.1); Review declaration in support of same (.3)			
Associate	Zachary I. Shapiro	0.80 hrs.	290.00	\$232.00
05/04/10	E-mail correspondence with D. Klauder re: severance motion (.1); Conference with P. Heath re: same (.1); E-mail correspondence with R. Schepacarter re: same (.1); Telephone call with R. Lemons re: same (.2); Telephone call with R. Lemons and P. Heath re: same (.3); Conference with Z. Shapiro re: declaration in support of severance motion (.1); E-mail correspondence with V. Vron re: same (.1)			
Associate	Chun I. Jang	1.00 hrs.	340.00	\$340.00

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June 29, 2010
Invoice 358794
Page 31
Client # 707765

Matter # 167839

05/04/10	Conferences (x2) with C. Jang re: severance issues (.3); E-mail correspondence with C. Jang and R. Lemons re: same (.2); Telephone call with R. Lemons re: same (.3); E-mail correspondence with C. Jang re: same (.1); E-mail correspondence with C. Jang and D. Klauder re: same (.1); E-mail correspondence with R. Schepacarter and C. Jang re: same (.1); E-mail correspondence with Z. Shapiro re: motion to seal severance motion (.1); Review same (.1); E-mail correspondence with R. Lemons re: severance issue (.1); E-mail correspondence with C. Jang re: severance reply (.1); Review draft reply to severance motion objection (.9)			
Director	Paul N. Heath	2.40 hrs.	525.00	\$1,260.00
05/04/10	Correspondence with D. Hoehne re: draft of supplemental declaration in support of severance motion (.2); Review same (.5); Draft and revise motion to seal schedule to supplement declaration in support of same (3.7); Correspondence with V. Vron and D. Hoehne re: comments to same (.2); Revise seal motion in light of V. Vron's comments (.3); Correspondence with V. Vron re: ex parte nature of seal motions (.1); Conference and correspondence with C. Jang re: same (.1); Call with V. Vron re: same (.1); Correspondence with V. Vron re: UCC's deadline to file response to severance motion (.1); Correspondence with C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	5.40 hrs.	290.00	\$1,566.00
05/05/10	Review reply and declaration re: severance motion (.3); Telephone call with R. Schepacarter re: severance motion (.1); Telephone calls (x2) with P. Heath and R. Lemons re: same (.2); Telephone call with R. Schepacarter, P. Heath and R. Lemons re: same (.1); E-mail correspondence with R. Lemons re: same (.1); E-mail correspondence with Z. Shapiro re: reply and declaration re: severance motion (.1)			
Associate	Chun I. Jang	0.90 hrs.	340.00	\$306.00

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

June 29, 2010
Invoice 358794
Page 32
Client # 707765

Matter # 167839

05/05/10	Telephone call to R. Lemons re: severance issues (.1); Telephone call to R. Schepacarter re: same (.1); Telephone call with R. Schepacarter and R. Lemons re: same (.2); E-mail correspondence with Z. Shapiro re: motion to seal re: severance (.1); E-mail correspondence with V. Vron and Z. Shapiro re: same (.1); Review committee joinder re: severance motion (.1); Review supplemental declaration re: severance for filing (1.1); Review e-mail from R. Schepacarter re: severance issues (.2); E-mail correspondence with R. Lemons and C. Jang re: same (.1); E-mail correspondence with R. Lemons re: same (.1); E-mail correspondence with Z. Shapiro and D. Klauder re: severance declaration (.1)			
Director	Paul N. Heath	2.30 hrs.	525.00	\$1,207.50
05/05/10	Draft, revise and finalize motion to shorten re: motion to seal schedules to supplemental declaration (1.3); Correspondence with V. Vron re: comments to same (.1); Incorporate V. Vron's comments to same (.2); Conference with C. Jang re: same (.1); Call with V. Vron re: same (.1); Review, revise and finalize for filing supplemental declaration in support of severance motion (.6); Correspondence with B. Rosoff re: same (.1); Correspondence with V. Vron re: same (.1); Revise and finalize for filing reply brief re: severance motion (.5); Correspondence with D. Hoehne re: comments to same (.1); Correspondence with J. Schairer re: filing and service of same (.1); Correspondence with M. Wasserman re: service issues in connection with same (.1); Correspondence with V. Vron re: same (.1); Correspondence with United States Trustee re: severance related pleadings (.2); Correspondence with C. Jang re: same (.1); Revise and finalize for filing motion to seal schedules to declaration in support of severance motion (.2)			
Associate	Zachary I. Shapiro	4.00 hrs.	290.00	\$1,160.00
05/06/10	Review order shortening notice re: motion to file severance information under seal and e-mail correspondence with Z. Shapiro re: same (.1); Telephone call with R. Schepacarter re: sealed information for severance motion (.1); Telephone call with Z. Shapiro re: same (.1); Telephone call with V. Vron re: same (.1)			
Associate	Chun I. Jang	0.40 hrs.	340.00	\$136.00

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Welsh and McKean Roads
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June 29, 2010
Invoice 358794
Page 33
Client # 707765

Matter # 167839

05/06/10	Correspondence with R. Schepacarter re: severance issues (.1); Review order shortening notice on seal motion re: severance schedules (.1); Correspondence with C. Jang re: same (.1); Conference with J. Schairer re: preparing re-notice of hearing on seal motion (.1); Revise and finalize same for filing (.3); Correspondence with J. Schairer re: filing and service of same (.1)			
Associate	Zachary I. Shapiro	0.80 hrs.	290.00	\$232.00
05/10/10	E-mail correspondence with C. Jang re: severance issue (.1); Review e-mail from R. Schepacarter re: severance chart (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/10/10	Review, revise and finalize order approving severance motion (.6); Correspondence with V. Vron re: same (.2); Conferences with C. Jang re: same (.1); Correspondence with C. Jang re: related motion to seal (.1); Conference with M. DeCarli re: same (.1)			
Associate	Zachary I. Shapiro	1.10 hrs.	290.00	\$319.00
05/12/10	E-mail correspondence with D. Hoehne re: US Trustee severance calculation (.1); Review debtors' severance calculation (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
05/12/10	Email with D. Hoehne and R. Schepacarter re: severance issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/13/10	Review of email from D. Klauder re: severance issue (.2); Email with D. Hoehne and D. Klauder re: severance issue (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
05/14/10	E-mail correspondence with D. Klauder re: severance issue			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/17/10	Prepare for conference call with co-counsel and US Trustee re: severance motion (.3); Attend same (.3); Conference with P. Heath re: severance motion (.1)			
Associate	Chun I. Jang	0.70 hrs.	340.00	\$238.00

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June 29, 2010
Invoice 358794
Page 34
Client # 707765

Matter # 167839

05/17/10	Conference with C. Jang re: severance issue (.1); E-mail correspondence with C. Jang re: severance call (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/19/10	Review of email from D. Hoehne re: severance issue (.1); Review of email from D. Hoehne re: severance submission (.2)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
05/20/10	Review of supplemental severance submission			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
05/20/10	Correspondence with D. Hoehne re: supplemental briefing on severance issues (.1); Review supplemental briefing on same in connection with submission (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
05/21/10	Review UST letter to Court re severance motion (.1); Discussion with Z. Shapiro re letter to Court re severance motion (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
05/21/10	Coordinate delivery of correspondence re severance issue to chambers (.1)			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
05/21/10	Meet with Z. Shapiro re: severance issue (.1); Review of email from D. Klauder re: severance issue (.3); Email with Z. Shapiro re: severance submission (.2)			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00
05/21/10	Email with R. Lemons re: severance issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00

Jay A. Dubor, Esq.
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June 29, 2010
Invoice 358794
Page 35
Client # 707765

Matter # 167839

05/21/10	Review and finalize Debtors' letter submission re: severance issue (.3); Correspondence with D. Klauder re: same (.1); Conference with J. Schairer re: delivery of same to Chambers (.1); Conference with C. Jang re: same (.1); Correspondence with D. Klauder re: UST's letter submissions re: severance issues (.1); Review letter submissions re: same (.3)			
Associate	Zachary I. Shapiro	1.00 hrs.	290.00	\$290.00

Total Fees for Professional Services \$9,172.00

TOTAL DUE FOR THIS INVOICE \$9,172.00

\$5,522.10

TOTAL DUE FOR THIS MATTER \$14,694.10

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

June 29, 2010
Invoice 358794
Page 36
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Tax Issues

05/03/10	Email (x2) Z. Shapiro re: declaration in support of tax-related objection filed Friday			
Paralegal	Marisa C. DeCarli	0.10 hrs.	195.00	\$19.50
05/03/10	Correspondence with D. Hoehne re: declaration in support of tax-related objection (.1); Correspondence with M. DeCarli re: same (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
05/05/10	E-mail correspondence with R. Lemons and C. Jang re: tax motion issues			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/14/10	Review stay motion re: taxes and brief re: same			
Director	Paul N. Heath	0.90 hrs.	525.00	\$472.50
05/19/10	Discussion with P. Heath re: tax litigation			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
05/19/10	Call with R. Lemons re: tax issue (.4); Email with V. Vron re: tax issue (.1)			
Director	Paul N. Heath	0.50 hrs.	525.00	\$262.50
05/20/10	Email with R. Lemons re: tax issue (.4); Call with R. Lemons re: tax issues (.4)			
Director	Paul N. Heath	0.80 hrs.	525.00	\$420.00
05/21/10	Prepare for conference call re scheduling of FDIC matters (.4); Attend conference call with client and co-counsel re scheduling of FDIC matters (.8)			
Associate	Chun I. Jang	1.20 hrs.	340.00	\$408.00

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Vice President, General Counsel and Chief Administrative Officer
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June 29, 2010
Invoice 358794
Page 37
Client # 707765

Matter # 167839

05/21/10	Call with Advanta team, R. Lemons, R. Levine and C. Jang re: tax issues (.8); Call with R. Lemons and R. Levine re: tax issues (.7); Email with R. Lemons re: tax issue (.2)			
Director	Paul N. Heath	1.70 hrs.	525.00	\$892.50
05/22/10	Email with R. Lemons re: tax issue			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
05/23/10	Email with R. Lemons re: tax issues (.3); Review of emails from S. Goldring, R. Levine and R. Lemons re: tax matters (.4)			
Director	Paul N. Heath	0.70 hrs.	525.00	\$367.50
05/24/10	Email with R. Lemons re: tax issues (.2); Call with R. Lemons re: tax issues (.5); Email with R. Lemons, R. Levine and J. Dubow re: tax issues (.1); Call with R. Lemons, H. Cohen, R. Levine and FDIC re: tax issues (.4); Call with R. Lemons, H. Cohen and R. Levine re: tax issues (.4); Email with R. Lemons and R. Levine re: tax issue (.1)			
Director	Paul N. Heath	1.70 hrs.	525.00	\$892.50
05/26/10	Call with R. Lemons re: tax issues (.2); Call with R. Lemons and J. Dubow re: tax issues (.2); Email with R. Lemons re: tax issue (.3); Email with R. Lemons and R. Levine re: tax issue (.1)			
Director	Paul N. Heath	0.80 hrs.	525.00	\$420.00
05/27/10	Review of draft objection to tax stay motion (.9); Review of W. Rosoff comments to objection to tax stay motion (.1); Email with R. Lemons re: tax motion objection (.2); Review of emails from W. Rosoff and S. Goldring re: tax motion objection (.2)			
Director	Paul N. Heath	1.40 hrs.	525.00	\$735.00
05/28/10	Review revised objection to stay motion and e-mail from D. Griffiths re: same (.4); E-mail correspondence (x2) with R. Lemons re: tax objection (.2); Review preliminary objection to tax motion for filing (.3); Conference with C. Jang and Z. Shapiro re: same (.2); Review committee joinder to tax objection (.4)			
Director	Paul N. Heath	1.50 hrs.	525.00	\$787.50

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
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Welsh and McKean Roads
P.O. Box 844
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June 29, 2010
Invoice 358794
Page 38
Client # 707765

Matter # 167839

Total Fees for Professional Services	<u>\$6,032.00</u>
TOTAL DUE FOR THIS INVOICE	<u>\$6,032.00</u>
	\$2,032.80
TOTAL DUE FOR THIS MATTER	<u>\$8,064.80</u>

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
Advanta Corp.
Welsh and McKean Roads
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June 29, 2010
Invoice 358794
Page 39
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Litigation/Adversary Proceedings

05/04/10	Efile declaration of P. Browne in support of objection to Advanta Bank Corp.'s motion for declaratory and injunctive relief (.1); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
05/04/10	Review Browne declaration re: injunction motion (.2); E-mail correspondence with Z. Shapiro re: same (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
05/04/10	Correspondence with D. Hoehne re: Browne declaration in support of tax objection (.1); Review, revise and finalize same for filing (.2); Correspondence with J. Schairer re: service and filing of same (.2)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
05/14/10	Attention to scheduling stipulation with FDIC			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
05/14/10	Retrieve and circulate FDIC's opening brief, motion for relief from automatic stay, and reply brief			
Paralegal	Janel Gates	0.40 hrs.	195.00	\$78.00
05/14/10	Review reply brief re: tax complaint (.8); Review supplemental scheduling order (.1)			
Director	Paul N. Heath	0.90 hrs.	525.00	\$472.50
05/18/10	Retrieve supplemental scheduling order (.1); Serve same (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
05/18/10	Review of supplemental scheduling order			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
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Welsh and McKean Roads
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June 29, 2010
Invoice 358794
Page 40
Client # 707765

Matter # 167839

05/20/10	Review emails re: tax litigation strategy call and email P. Heath re: same			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
05/20/10	Circulate correspondence to distribution from Platzner, Swergold, Karlin, Levine, Goldberg & Jaslow, LLP re: judgment entered against Niamehr in Advanta Bank v. Hershel Niamehr			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
05/20/10	Review of correspondence from E. Salan re: litigation matter			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/21/10	Discussion with Z. Shapiro re scheduling of FDIC matters (x2)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
05/22/10	Review emails from co-counsel re: scheduling of FDIC matters			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
05/23/10	Review emails (x7) from co-counsel and Committee counsel re: adversary scheduling issues			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
05/26/10	Prepare for and attend and participate in, emergency status conference re: scheduling issues in connection with adversary proceeding motions			
Associate	Zachary I. Shapiro	0.60 hrs.	290.00	\$174.00
05/28/10	Efile preliminary objection to FDIC's motion seeking declaration that automatic stay does not apply (.2); Serve same (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
05/28/10	Call with Z. Shapiro re: briefing issues			
Associate	Lee Kaufman	0.10 hrs.	315.00	\$31.50

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June 29, 2010
Invoice 358794
Page 41
Client # 707765

Matter # 167839

05/28/10	Conference with C. Jang re: objection to FDIC's stay relief motion (.1); Conference with P. Heath re: same (.1); Correspondence with D. Griffiths re: same (.1); Review, revise and finalize for filing objection to FDIC's stay relief motion (.2); Conference with J. Schairer re: filing and service of same (.2); Correspondence with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.80 hrs.	290.00	\$232.00

Total Fees for Professional Services \$1,848.00

TOTAL DUE FOR THIS INVOICE \$1,848.00

\$1,538.40

TOTAL DUE FOR THIS MATTER \$3,386.40

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

June 29, 2010
Invoice 358794
Page 42
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Retention of Others

05/05/10	Draft certification of no objection re: retention application of Great American Group (.2); Circulate same to Z. Shapiro for review (.1); Efile same (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
05/05/10	Correspondence with V. Vron re: Great American retention application (.1); Draft, revise and finalize order approving same (.1); Revise and finalize for filing certification of no objection re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
05/06/10	File Supplemental Affidavit of Duane Morris (.1); Serve same (.1); File Corrected Affidavit and Disclosure of James R. Meyer (.1); Serve same (.1)			
Paralegal	Robyn K. Sinclair	0.40 hrs.	195.00	\$78.00
05/06/10	Correspondence with D. Griffiths re: OCP affidavits (.1); Review and finalize for filing Duane Morris supplemental affidavit (.2); Review and finalize for filing corrected Schnader Harrison affidavit (.2); Correspondence with R. Sinclair re: filing and service of the above (.1)			
Associate	Zachary I. Shapiro	0.60 hrs.	290.00	\$174.00
05/10/10	Serve entered order regarding retention of Great American Group (.1); Email (x2) Z. Shapiro regarding same (.1)			
Paralegal	Marisa C. DeCarli	0.20 hrs.	195.00	\$39.00
05/11/10	Conference with Z. Shapiro re: retention of art gallery (.1); Call with Z. Shapiro and J. Madron re: same (.2)			
Associate	Lee Kaufman	0.30 hrs.	315.00	\$94.50
05/11/10	Correspondence with D. Griffiths re: retaining art dealer (.2); Conference with L. Kaufman and J. Madron re: same (.2)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
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June 29, 2010
Invoice 358794
Page 43
Client # 707765

Matter # 167839

05/12/10	Calls with D. Griffiths re: motion to retain art dealer (.3); Legal research re: same (.2); Correspondence with D. Griffiths re: same (.1)			
Associate	Zachary I. Shapiro	0.60 hrs.	290.00	\$174.00
05/14/10	Review consultant retention application (.3); E-mail correspondence with Z. Shapiro re: consultant issue (.2)			
Director	Paul N. Heath	0.50 hrs.	525.00	\$262.50
05/14/10	Correspondence with V. Vron re: retention of art dealer (.6); Call with C. Samis re: same (.1); Correspondence with C. Jang and P. Heath re: same (.1)			
Associate	Zachary I. Shapiro	0.80 hrs.	290.00	\$232.00
05/18/10	Finalize and efile motion to employ Vara Global Fine Arts (.2); Coordinate service of motion (.1)			
Paralegal	Janel Gates	0.30 hrs.	195.00	\$58.50
05/18/10	Review of motion to employ Art Consultant for filing			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
05/18/10	Correspondence with D. Griffiths re: motion to retain art consultant (.1); Correspondence with D. Griffiths and V. Vron re: service issues in connection with same (.3); Draft, revise and finalize for filing motion to retain art consultant (.6); Draft, revise and finalize notice of filing of same (.2); Correspondence with J. Gates re: service instructions re: same (.1)			
Associate	Zachary I. Shapiro	1.30 hrs.	290.00	\$377.00
05/25/10	Review of email from E. Schnabel re: retention issue			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/25/10	Correspondence with D. Griffiths re: retaining auction house under 327 (.2); Correspondence with A. Sagat re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00

Total Fees for Professional Services

\$2,015.00

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
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Welsh and McKean Roads
P.O. Box 844
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June 29, 2010
Invoice 358794
Page 44
Client # 707765

Matter # 167839

TOTAL DUE FOR THIS INVOICE

\$2,015.00

\$3,179.30

TOTAL DUE FOR THIS MATTER

\$5,194.30

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
Advanta Corp.
Welsh and McKean Roads
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June 29, 2010
Invoice 358794
Page 45
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to RLF Fee Applications

05/05/10	Calls with M. White re: fee auditor process (.2); Correspondence and conferences with J. Schairer re: same (.1); Conference with J. Madron re: same (.1); Conference with L. Kaufman re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
05/06/10	E-mail correspondence with Z. Shapiro re: RLF fee estimates			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
05/06/10	Correspondence with C. Dale re: fee auditor process			
Associate	Zachary I. Shapiro	0.10 hrs.	290.00	\$29.00
05/07/10	Meet with Z. Shapiro re: first interim fee application of RLF (.1); Email Accounting re: first interim fee application of RLF (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
05/07/10	E-mail correspondence with Z. Shapiro re: fee issue (.1); Telephone call with Z. Shapiro re: same (.1); E-mail correspondence with Z. Shapiro and M. Eisenberg re: same (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
05/11/10	Revise RLF's first interim fee application (.1); Update meal chart (.2)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
05/12/10	Review bill memorandum			
Paralegal	Jamie E. Schairer	1.10 hrs.	195.00	\$214.50
05/13/10	Finalize RLF's first interim fee application (.1); Circulate same to Z. Shapiro for review (.1); Efile same (.1); Serve same (.1); Email Accounting re: Word version of RLF's first interim fee application needed by W. Smith (.1)			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50

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June 29, 2010
Invoice 358794
Page 46
Client # 707765

Matter # 167839

05/13/10	Review of interim application for filing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/13/10	Review, revise and finalize for filing RLF's first interim fee application (.2); Conference with J. Schairer re: service and filing of same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
05/14/10	Correspondence with C. McGlothlin re: RLF's interim fee application			
Associate	Zachary I. Shapiro	0.10 hrs.	290.00	\$29.00
05/19/10	Review docket re: objections to March fee application of RLF (.1); Email M. Collins, P. Heath, C. Jang and Z. Shapiro re: informal objections to same (.1); Circulate certification of no objection re: March fee application of RLF to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
05/19/10	Email with J. Schairer re: fee application			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/19/10	Review, revise and finalize RLF bill memorandum for April fee application			
Associate	Zachary I. Shapiro	0.90 hrs.	290.00	\$261.00
05/20/10	Update meal chart (.4); Email March fee application of RLF and certification of no objection re: same to G. Hewitt for payment (.2)			
Paralegal	Jamie E. Schairer	0.60 hrs.	195.00	\$117.00
05/24/10	Email G. Hewitt certification of no objection re: March fee application of RLF			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
05/24/10	Correspondence with G. Hewitt re: CNO for RLF's March fee application (.1); Correspondence with J. Schairer re: same (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00

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

June 29, 2010
Invoice 358794
Page 47
Client # 707765

Matter # 167839

05/26/10	Review April fee application of RLF (.4); Draft notice of same (.1); Circulate same to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	0.60 hrs.	195.00	\$117.00
05/26/10	Review of fee application			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
05/26/10	Review, revise and finalize RLF's April monthly fee application for filing (.2); Revise and finalize notice of filing of same (.1); Conference with J. Schairer re: service and filing of same (.1); Correspondence with B. Witters re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00

Total Fees for Professional Services **\$1,853.50**

TOTAL DUE FOR THIS INVOICE **\$1,853.50**

\$1,272.80

TOTAL DUE FOR THIS MATTER \$3,126.30

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
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June 29, 2010
Invoice 358794
Page 48
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Fee Applications of Others

05/03/10	Update fee application chart (.1); Draft certification of no objection re: March fee application of KPMG (.2)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
05/05/10	Meeting with Z. Shapiro concerning fee auditor issues			
Associate	Jason M. Madron	0.20 hrs.	390.00	\$78.00
05/05/10	Conference with Z. Shapiro re: fee auditor issues			
Associate	L. Katherine Good	0.20 hrs.	340.00	\$68.00
05/05/10	Correspondence with P. Tatum re: first interim fee application for KPMG (.2); Factual investigation re: same (.2); Calls with V. Vron and D. Hoehne re: fee auditor process (.3); Correspondence with A. Sagat re: same (.1); Correspondence with M. Napoliello re: same (.1); Correspondence with H. Cohen re: same (.1)			
Associate	Zachary I. Shapiro	1.00 hrs.	290.00	\$290.00
05/06/10	Correspondence with P. Tatum re: monthly fee applications			
Associate	Zachary I. Shapiro	0.10 hrs.	290.00	\$29.00
05/07/10	Email M. Napoliello re: deadline to file first interim fee application and form for same			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
05/07/10	Correspondence with J. Schairer re: interim fee applications and form thereof (.2); Conference with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00

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June 29, 2010
Invoice 358794
Page 49
Client # 707765

Matter # 167839

05/12/10	Prepare February fee application of WGM for filing (.1); Draft notice for same (.2); Circulate notice of and February fee application of WGM to Z. Shapiro for review (.1); Efile same (.2); Serve same (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.80 hrs.	195.00	\$156.00
05/12/10	Correspondence with J. Ganesh re: WGM's February fee application (.1); Review, revise and finalize same for filing (.2); Review, revise and finalize notice of filing of same (.1); Correspondence with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
05/13/10	Prepare March fee application of Alvarez & Marsal for filing (.2); Draft notice of same (.2); Circulate same to Z. Shapiro for review (.1); Efile first interim fee application of KPMG (.1); Serve same (.1); Revise notice of March fee application of Alvarez & Marsal (.1); Efile same (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	1.10 hrs.	195.00	\$214.50
05/13/10	Review, revise and finalize for filing Alvarez's March fee statement (.1); Review, revise and finalize for filing notice of filing of same (.1); Conference with J. Schairer re: same (.1); Correspondence with P. Tatum re: KPMG's first interim fee application (.2); Review, revise and finalize same for filing (.1)			
Associate	Zachary I. Shapiro	0.60 hrs.	290.00	\$174.00
05/17/10	Finalize and efile Weil Gotshal's interim fee application (.1); Coordinate service of same (.1)			
Paralegal	Ann Jerominski	0.20 hrs.	195.00	\$39.00
05/17/10	Revise first interim fee application of Alvarez & Marsal (.4); Efile same (.1); Serve same (.1); Draft notice of March fee application of WGM (.1); Circulate same to Z. Shapiro for review (.1); Prepare March fee application of WGM for filing and circulate to Z. Shapiro for review (.1); Efile March fee application of WGM (.2); Serve same (.1); Circulate as filed version of same to WGM (.1)			
Paralegal	Jamie E. Schairer	1.30 hrs.	195.00	\$253.50

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June 29, 2010
Invoice 358794
Page 50
Client # 707765

Matter # 167839

05/17/10	Correspondence with J. Ganesh re: Weil's March monthly fee application (.2); Review, revise and finalize same for filing (.2); Review, revise and finalize Weil's first interim fee application for filing (.2); Correspondence with A. Jerominski re: service and filing of same (.1); Correspondence with M. Eisenberg and M. Napoliello re: comments to A&M's first interim fee application (.2); Correspondence with J. Schairer re: filing and service of same (.1)			
Associate	Zachary I. Shapiro	1.00 hrs.	290.00	\$290.00
05/19/10	Review docket for objections to February fee application of Alvarez & Marsal (.1); Email certification of no objection re: February fee application of Alvarez & Marsal to M. Napoliello and A. Sagat for review (.1); Efile amended first interim fee application of WGM (.1); Serve same (.1); Circulate same to WGM (.1)			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
05/19/10	File CNO re: third monthly fee application of Alvarez & Marsal (.2); File fourth monthly fee application of RLF (.2);			
Paralegal	Tracy A. Cameron	0.40 hrs.	195.00	\$78.00
05/19/10	Review and finalize for filing amended interim fee application for WGM (.2); Correspondence with J. Ganesh re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
05/20/10	Review docket re: objections to WGM's January fee application (.1); Circulate certification of no objection re: WGM's January fee application to J. Ganesh for review (.1); Email February fee application of Alvarez & Marsal and certification of no objection re: same to G. Hewitt for payment (.2)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00

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June 29, 2010
Invoice 358794
Page 51
Client # 707765

Matter # 167839

05/21/10	Draft notice of April fee application of KPMG (.1); Prepare same for filing (.1); Circulate certification of no objection re: March fee application of KPMG to P. Tatum for review (.1); Revise certification of no objection re: January fee application of WGM and circulate same to Z. Shapiro for review (.1); Efile April fee application of KPMG (.2); Serve same (.1); Efile certification of no objection re: January fee application of WGM (.1); Email January fee application of WGM and certification of no objection re: same to G. Hewitt for payment (.1)			
Paralegal	Jamie E. Schairer	0.90 hrs.	195.00	\$175.50
05/21/10	Correspondence with P. Tatum re: KPMG's April fee application (.1); Review, revise and finalize same for filing (.2); Review, revise and finalize notice of filing of same (.1); Correspondence with J. Schairer re: filing and service of same (.1); Correspondence with P. Tatum re: CNO re: KPMG's March fee application (.1); Correspondence with J. Schairer re: same (.1); Correspondence with J. Ganesh re: CNO re: WGM's January fee application (.1); Review, revise and finalize same for filing (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	290.00	\$261.00
05/24/10	Finalize and circulate certification of no objection re: March fee application of KPMG to Z. Shapiro for review (.1); Efile same (.1); Email March fee application of KPMG and certification of no objection re: same to G. Hewitt for payment (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
05/24/10	Review, revise and finalize CNO for KPMG's March fee application (.1); Conferences with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
05/26/10	Finalize and file re: RLF April fee application (.2); E-mail to Garden City re: service of same (.1)			
Paralegal	Barbara J. Witters	0.30 hrs.	195.00	\$58.50
05/27/10	Correspondence with J. Deeney re: Cozen O'Connor's fee application (.1); Review interim compensation and OCP order re: same (.2); Conference with A. Irgens re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00

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June 29, 2010
Invoice 358794
Page 52
Client # 707765

Matter # 167839

Total Fees for Professional Services	\$2,970.00
TOTAL DUE FOR THIS INVOICE	\$2,970.00
	\$1,778.50
TOTAL DUE FOR THIS MATTER	\$4,748.50

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Welsh and McKean Roads
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June 29, 2010
Invoice 358794
Page 53
Client # 707765

Matter # 167839

For services through May 31, 2010
relating to Vendors/Suppliers

05/07/10	Conference with Z. Shapiro re: FDR agreement re: receivables			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
05/11/10	Attention to email from D. Hoehne re: credit card vendor contract (.1); Discussion with P. Heath re: same (.1); Call with D. Hoehne re: same (.1)			
Associate	Chun I. Jang	0.30 hrs.	340.00	\$102.00
05/12/10	Telephone call with V. Vron and company re: FDR contract (.4); Email to V. Vron re: same (.1)			
Associate	Chun I. Jang	0.50 hrs.	340.00	\$170.00

Total Fees for Professional Services \$306.00

TOTAL DUE FOR THIS INVOICE \$306.00

TOTAL DUE FOR THIS MATTER \$306.00

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June 29, 2010
Invoice 358794
Page 54
Client # 707765

Summary of Hours

	Hours	Rate/Hr	Dollars
Amy B. Anderson	0.90	100.00	90.00
Ann Jerominski	0.50	195.00	97.50
Barbara J. Witters	0.30	195.00	58.50
Brenda D. Tobin	0.50	100.00	50.00
Christopher M. Samis	0.30	315.00	94.50
Chun I. Jang	16.60	340.00	5,644.00
Jamie E. Schairer	40.30	195.00	7,858.50
Janel Gates	1.60	195.00	312.00
Jason M. Madron	0.20	390.00	78.00
L. Katherine Good	0.20	340.00	68.00
Lee Kaufman	1.10	315.00	346.50
Marisa C. DeCarli	3.00	195.00	585.00
Mark D. Collins	0.10	675.00	67.50
Paul N. Heath	34.90	525.00	18,322.50
Robyn K. Sinclair	0.40	195.00	78.00
Tracy A. Cameron	1.20	195.00	234.00
Tyler Semmelman	0.90	240.00	216.00
Zachary I. Shapiro	59.40	290.00	17,226.00
TOTAL	162.40	\$316.67	51,426.50

TOTAL DUE FOR THIS INVOICE

\$53,073.74

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

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

PAYABLE WHEN RENDERED

Jay A. Dubor, Esq.
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June 29, 2010
Invoice 358794
Page 55
Client # 707765

707765

Exhibit B

Jay A. Dubor, Esq.
Vice President, General Counsel and Chief Administrative Officer
Advanta Corp.
Welsh and McKean Roads
P.O. Box 844
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Tax I.D. No.: 51-0226371

June 29, 2010
Invoice 358794

Page 1
Client # 707765
Matter # 167839

For disbursements incurred through May 31, 2010
relating to Advanta - Restructuring Advice

OTHER CHARGES:

Binding	\$4.00
Business Meals	\$365.68
Court Reporter Services	\$588.85
Document Retrieval	\$174.88
Long distance telephone charges	\$198.77
Messenger and delivery service	\$62.56
Photocopying/Printing 744 @ \$.10 pg./ 1,781 @ \$.10/pg.	\$252.50
Other Charges	\$1,647.24

TOTAL DUE FOR THIS INVOICE **\$1,647.24**

TOTAL DUE FOR THIS MATTER **\$1,647.24**



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June 29, 2010
 Invoice 358794
 Page 56
 Client # 707765

Client: Advanta Corp.

Matter: Advanta - Restructuring Advice

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

Date	Description	Summary Phrase
05/03/10	2123108614 Long Distance Amount = \$13.90	LD
05/03/10	ALL PACER Amount = \$16.80	DOCRETRI
05/03/10	Printing Amount = \$0.20	DUP.10CC
05/03/10	Printing Amount = \$0.30	DUP.10CC
05/03/10	Printing Amount = \$0.20	DUP.10CC

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June 29, 2010
Invoice 358794
Page 57
Client # 707765

05/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/03/10	Printing		DUP.10CC
		Amount = \$0.20	~
05/04/10	Photocopies		DUP.10CC
		Amount = \$1.70	~
05/04/10	2123108924 Long Distance		LD
		Amount = \$25.02	
05/04/10	2123108078 Long Distance		LD
		Amount = \$1.39	
05/04/10	ALL PACER		DOCRETRI
		Amount = \$9.52	---
05/04/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/04/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/04/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/04/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/04/10	Printing		DUP.10CC
		Amount = \$0.20	~
05/04/10	Printing		DUP.10CC
		Amount = \$0.30	~
05/04/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/04/10	Printing		DUP.10CC
		Amount = \$0.10	~

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June 29, 2010
 Invoice 358794
 Page 58
 Client # 707765

05/04/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/05/10	2146983868 Long Distance		LD
		Amount = \$6.95	
05/05/10	6314706827 Long Distance		LD
		Amount = \$6.95	
05/05/10	2123108614 Long Distance		LD
		Amount = \$2.78	
05/05/10	2123108924 Long Distance		LD
		Amount = \$1.39	
05/05/10	2123108924 Long Distance		LD
		Amount = \$13.90	
05/05/10	2123108078 Long Distance		LD
		Amount = \$5.56	
05/05/10	Messenger and delivery 5/4/2010, From Joe's Crab Shack, JZS		MEALSCL
		Amount = \$20.52	
05/05/10	ALL PACER		DOCRETRI
		Amount = \$8.56	----
05/05/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/05/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/05/10	Printing		DUP.10CC
		Amount = \$1.40	~
05/05/10	Printing		DUP.10CC
		Amount = \$1.20	~
05/05/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/05/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/05/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/05/10	Printing		DUP.10CC
		Amount = \$0.10	~

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June 29, 2010
 Invoice 358794
 Page 59
 Client # 707765

05/05/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/05/10	Printing		DUP.10CC
		Amount = \$0.20	~
05/05/10	Printing		DUP.10CC
		Amount = \$1.20	~
05/06/10	Photocopies		DUP.10CC
		Amount = \$44.40	~
05/06/10	2123108924 Long Distance		LD
		Amount = \$2.78	
05/06/10	2123108078 Long Distance		LD
		Amount = \$9.73	
05/06/10	2123108078 Long Distance		LD
		Amount = \$11.12	
05/06/10	ALL PACER		DOCRETRI
		Amount = \$4.64	----
05/06/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/06/10	Printing		DUP.10CC
		Amount = \$1.80	~
05/06/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/06/10	Printing		DUP.10CC
		Amount = \$0.20	~
05/06/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/06/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/06/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/06/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/06/10	Printing		DUP.10CC
		Amount = \$0.20	~

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June 29, 2010
 Invoice 358794
 Page 60
 Client # 707765

05/07/10	Binding 4/30-5/6		BIND
		Amount = \$4.00	
05/07/10	2123108078 Long Distance		LD
		Amount = \$5.56	
05/07/10	4435534138 Long Distance		LD
		Amount = \$4.17	
05/07/10	2123108614 Long Distance		LD
		Amount = \$2.78	
05/07/10	Messenger and delivery 5/6/2010, Bankruptcy Court, JZS		MESS
		Amount = \$4.50	
05/07/10	Messenger and delivery 5/6/2010, Bankruptcy Court, ZIS/JZS		MESS
		Amount = \$4.50	
05/07/10	ALL PACER		DOCRETRI
		Amount = \$0.48	
05/07/10	Printing		DUP.10CC
		Amount = \$0.10	
05/07/10	Printing		DUP.10CC
		Amount = \$0.10	
05/07/10	Printing		DUP.10CC
		Amount = \$0.20	
05/10/10	RODNEY GRILLE		MEALSCL
		Amount = \$117.29	
05/10/10	WRITER'S CRAMP, INC.		CTRPT
		Amount = \$488.75	
05/10/10	Photocopies		DUP.10CC
		Amount = \$22.00	
05/10/10	Photocopies		DUP.10CC
		Amount = \$3.00	
05/10/10	Photocopies		DUP.10CC
		Amount = \$2.10	
05/10/10	2123108078 Long Distance		LD
		Amount = \$6.95	
05/10/10	2123108078 Long Distance		LD
		Amount = \$2.78	

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June 29, 2010
Invoice 358794
Page 61
Client # 707765

05/10/10	ALL PACER		DOCRETRI
		Amount = \$0.32	----
05/10/10	ALL PACER		DOCRETRI
		Amount = \$83.28	----
05/10/10	Printing		DUP.10CC
		Amount = \$2.00	~
05/10/10	Printing		DUP.10CC
		Amount = \$5.00	~
05/10/10	Printing		DUP.10CC
		Amount = \$22.00	~
05/10/10	Printing		DUP.10CC
		Amount = \$16.00	~
05/10/10	Printing		DUP.10CC
		Amount = \$6.00	~
05/10/10	Printing		DUP.10CC
		Amount = \$1.60	~
05/10/10	Printing		DUP.10CC
		Amount = \$4.00	~
05/10/10	Printing		DUP.10CC
		Amount = \$2.00	~
05/10/10	Printing		DUP.10CC
		Amount = \$3.50	~
05/10/10	Printing		DUP.10CC
		Amount = \$10.70	~
05/10/10	Printing		DUP.10CC
		Amount = \$7.20	~
05/10/10	Printing		DUP.10CC
		Amount = \$1.80	~
05/10/10	Printing		DUP.10CC
		Amount = \$7.40	~
05/10/10	Printing		DUP.10CC
		Amount = \$2.40	~
05/10/10	Printing		DUP.10CC
		Amount = \$7.20	~

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June 29, 2010
 Invoice 358794
 Page 62
 Client # 707765

05/10/10	Printing		DUP.10CC
		Amount = \$2.00	~
05/10/10	Printing		DUP.10CC
		Amount = \$2.50	~
05/10/10	Printing		DUP.10CC
		Amount = \$2.40	~
05/10/10	Printing		DUP.10CC
		Amount = \$13.10	~
05/11/10	Photocopies		DUP.10CC
		Amount = \$1.20	~
05/11/10	2123108614 Long Distance		LD
		Amount = \$15.29	
05/11/10	Delivery expense 5/10/2010		MESS
		Amount = \$7.70	
05/11/10	Messenger and delivery 5/10/2010, From Purebread, LXM		MEALSCL
		Amount = \$215.62	
05/11/10	ALL PACER		DOCRETRI
		Amount = \$1.52	---
05/11/10	Printing		DUP.10CC
		Amount = \$1.30	~
05/11/10	Printing		DUP.10CC
		Amount = \$1.90	~
05/12/10	2123108729 Long Distance		LD
		Amount = \$6.95	
05/12/10	2123108078 Long Distance		LD
		Amount = \$43.09	
05/12/10	ALL PACER		DOCRETRI
		Amount = \$0.64	---
05/13/10	6092678798 Long Distance		LD
		Amount = \$1.39	
05/13/10	05/12/10 - TO BANKRUPTCY COURT - TAC		MESS
		Amount = \$4.50	
05/13/10	ALL PACER		DOCRETRI
		Amount = \$1.20	---

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

June 29, 2010
 Invoice 358794
 Page 63
 Client # 707765

05/13/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/14/10	ALL PACER		DOCRETRI
		Amount = \$5.84	---
05/15/10	Printing		DUP.10CC
		Amount = \$1.40	~
05/17/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/18/10	Messenger and delivery 5/17/2010, Bankruptcy Court, ZIS		MESS
		Amount = \$4.50	
05/18/10	ALL PACER		DOCRETRI
		Amount = \$1.92	---
05/18/10	Printing		DUP.10CC
		Amount = \$1.30	~
05/18/10	Printing		DUP.10CC
		Amount = \$1.20	~
05/18/10	Printing		DUP.10CC
		Amount = \$1.40	~
05/18/10	Printing		DUP.10CC
		Amount = \$2.80	~
05/18/10	Printing		DUP.10CC
		Amount = \$3.30	~
05/18/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/18/10	Printing		DUP.10CC
		Amount = \$1.40	~
05/19/10	ALL PACER		DOCRETRI
		Amount = \$6.56	---
05/20/10	2123108644 Long Distance		LD
		Amount = \$8.34	
05/20/10	ALL PACER		DOCRETRI
		Amount = \$15.12	---
05/21/10	ALL PACER		DOCRETRI
		Amount = \$7.12	---

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June 29, 2010
 Invoice 358794
 Page 64
 Client # 707765

05/21/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/21/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/21/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/21/10	Printing		DUP.10CC
		Amount = \$7.20	~
05/21/10	Printing		DUP.10CC
		Amount = \$19.80	~
05/21/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/24/10	Messenger and delivery 5/21/2010, Bankruptcy Court, ZIS/JZS		MESS
		Amount = \$4.50	
05/24/10	ALL PACER		DOCRETRI
		Amount = \$2.24	---
05/25/10	Messenger and delivery 5/17/2010, From Writer's Cramp, JZS		MESS
		Amount = \$9.26	
05/25/10	ALL PACER		DOCRETRI
		Amount = \$4.32	---
05/25/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/26/10	VERITEXT/NY REPORTING CO./Transcript of 5/26/2010		CTRPT
		Amount = \$100.10	
05/26/10	Delivery expense 5/25/2010		MESS
		Amount = \$3.20	
05/26/10	Delivery expense 5/25/2010		MESS
		Amount = \$7.70	
05/26/10	Messenger and delivery 5/25/2010, From Washington Street Ale House JZS		MEALSCL
		Amount = \$12.25	
05/26/10	ALL PACER		DOCRETRI
		Amount = \$4.80	---

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June 29, 2010
Invoice 358794
Page 65
Client # 707765

05/26/10	Printing		DUP.10CC
		Amount = \$2.10	~
05/26/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/26/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/27/10	Delivery expense 5/26/2010		MESS
		Amount = \$7.70	
05/27/10	Messenger and delivery 5/26/2010, US Trustee, CIJ/JZS		MESS
		Amount = \$4.50	
05/27/10	Printing		DUP.10CC
		Amount = \$2.60	~
05/28/10	Printing		DUP.10CC
		Amount = \$0.10	~
05/28/10	Printing		DUP.10CC
		Amount = \$0.10	~

TOTALS FOR 707765

Advanta Corp.

Expenses \$1,647.24