

**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. <sup>1</sup>	:	(Jointly Administered)
	:	
	:	Objection Deadline: 8/16/10 at 4:00 p.m. (EDT)
-----X		

**SEVENTH 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 JUNE 1, 2010 THROUGH JUNE 30, 2010**

Name of Applicant:	<u>Richards, Layton &amp; Finger, P.A.</u>
Authorized to Provide Professional Services to:	<u>the above-captioned debtors and debtors-in-possession</u>
Date of Retention:	<u>December 3, 2009, <i>nunc pro tunc</i> to</u> <u>November 8, 2009</u>
Period for which compensation and reimbursement are sought:	<u>June 1, 2010 through June 30, 2010</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$32,412.40      (80% of \$40,515.50)</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$1,674.66</u>
This is a(n): <u> X </u> monthly <u>    </u> interim <u>    </u> final application	

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BE 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:

<b>Date Filed</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>
1/28/10	11/8/09 - 12/31/09	\$97,773.00	\$11,758.14
2/25/10	1/1/10 - 1/31/10	\$22,001.00	\$217.44
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
6/29/10	5/1/10 - 5/31/10	\$51,426.50	\$1,647.24

**COMPENSATION BY PROFESSIONAL  
JUNE 1, 2010 THROUGH JUNE 30, 2010**

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Mark D. Collins	Joined firm as associate in 1993. Director in 1998. Member of DE Bar since 1991.	\$675	0.3	\$202.50
Paul N. Heath	Joined firm as associate in 1999. Director in 2007. Member of DE Bar since 1998.	\$525	30.8	\$16,170.00
Michael J. Merchant	Joined firm as associate in 1999. Director in 2006. Member of DE Bar since 1999.	\$525	0.2	\$105.00
Jason M. Madron	Joined firm as associate in 2003. Member of DE Bar since 2003.	\$390	0.1	\$39.00
Chun I. Jang	Joined firm as associate in 2005. Member of DE Bar since 2006.	\$340	10.0	\$3,400.00
Lee E. Kaufman	Joined firm as associate in 2006. Member of DE Bar since 2006.	\$315	1.7	\$535.50
Zachary I. Shapiro	Joined firm as associate in 2007. Member of DE Bar since 2008.	\$290	42.9	\$12,441.00
Marisa Terranova	Joined firm as associate in 2009. Member of NJ Bar since 2008. Member of DE Bar since 2009.	\$255	0.8	\$204.00
Andrew C. Irgens	Joined firm as associate in 2008. Member of DE Bar since 2008.	\$255	0.5	\$127.50

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Travis A. McRoberts	Joined firm as associate in 2008. Member of DE Bar since 2009.	\$255	0.1	\$25.50
Jamie E. Schairer	Paralegal since 2009. Joined firm in 2009.	\$195	32.8	\$6,396.00
Janel Gates	Paralegal since 2007. Joined firm in 2007.	\$195	0.3	\$58.50
Tracy A. Cameron	Paralegal since 2005. Joined firm in 1992.	\$195	2.8	\$546.00
Ann Jerominski	Paralegal since 1991. Joined firm in 2000.	\$195	0.5	\$97.50
Cathy M. Greer	Paralegal since 1995. Joined firm in 2000.	\$195	0.4	\$78.00
Robyn K. Sinclair	Paralegal since 2010. Joined firm in 2010.	\$195	0.1	\$19.50
Amy B. Anderson	Case Management Assistant.	\$100	0.7	\$70.00
<b>TOTAL</b>			<b>125.0</b>	<b>\$40,515.50</b>

Grand Total	\$40,515.50
Attorney Compensation	\$33,250.00
Total Attorney Hours	87.4
Blended Rate	\$380.43

Dated: July 27, 2010  
Wilmington, Delaware

**COMPENSATION BY PROJECT CATEGORY**  
**JUNE 1, 2010 THROUGH JUNE 30, 2010**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration (A)	2.6	\$517.00
Creditor Inquiries (B)	0.3	\$87.00
Meetings (C)	2.8	\$952.00
Executory Contracts/Unexpired Leases (D)	1.4	\$316.00
Automatic Stay/Adequate Protection (E)	2.6	\$989.00
Plan of Re-Organization/Disclosure Statement (F)	0.7	\$146.00
Use, Sale, Lease of Assets (G)	2.8	\$775.50
Cash Collateral/DIP Financing (H)	0.0	\$0.00
Claims Administration (I)	9.8	\$2,755.50
Court Hearings (J)	39.5	\$13,931.50
General Corporate/Real Estate (K)	0.0	\$0.00
Schedules/SOFA/U.S. Trustee Reports (L)	7.0	\$2,332.50
Employee Issues (M)	3.3	\$1,090.00
Environmental (N)	0.0	\$0.00
Tax Issues (O)	5.7	\$2,893.50
Litigation/Adversary Proceedings (P)	24.6	\$8,238.50
RL&F Retention (Q-1)	0.0	\$0.00
Retention of Others (Q-2)	4.9	\$1,433.00
RL&F Fee Applications (R-1)	7.0	\$1,706.00
Fee Applications of Others (R-2)	10.0	\$2,352.50
Vendor/Supplies (S)	0.0	\$0.00
Non-Working Travel (T)	0.0	\$0.00
Utilities (U)	0.0	\$0.00
Insurance (V)	0.0	\$0.00
<b>TOTAL</b>	<b>125.0</b>	<b>\$40,515.50</b>

**EXPENSE SUMMARY**  
**JUNE 1, 2010 THROUGH JUNE 30, 2010**

Expense Category	Service Provider (if applicable)	Total Expenses
Facsimile		\$0.00
Long Distance Telephone		\$129.27
In-House Reproduction (Duplication/Printing)	Copies - 2,947 @ \$.10/pg. Printing - 379 @ \$.10/pg.	\$332.60
Outside Reproduction		\$0.00
Legal Research		\$0.00
Filing/Court Fees	Courtcall LLC	\$261.00
Court Reporting	Diana Doman Transcribing	\$373.10
Travel Expenses		\$0.00
Inside Courier & Expense Carriers		\$0.00
Outside Courier & Expense Carriers	Blue Marble	\$43.05
Postage		\$0.00
Binding		\$28.00
Business Meals	<i>(See attached chart)</i>	\$431.16
Document Retrieval	Pacer	\$76.48
Record Retrieval		\$0.00
Room Rental		\$0.00
Professional Services		\$0.00
Overtime		\$0.00
<b>TOTAL</b>		<b>\$1,674.66</b>

<b>BUSINESS MEAL DETAIL</b>				
<b>Date</b>	<b>Provider</b>	<b>Meal &amp; # of people</b>	<b>Description</b>	<b>Amount</b>
6/7/10	Kid Shelleen's	Dinner for 1	Preparation for 6/9/10 hearing.	\$18.64
6/8/10	Manhattan Bagel Company	Breakfast for 8	Preparation for 6/8/10 hearing.	\$130.00
6/8/10	Rodney Grille	Beverages and snacks for 12	Preparation for and attendance at 6/8/10 hearing.	\$227.64
6/24/10	Mikimotos	Dinner for 1	Draft confidentiality agreement.	\$54.88
<b>TOTAL</b>				<b><u>\$431.16</u></b>

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ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
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Debtors. <sup>1</sup>	:	(Jointly Administered)
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**SEVENTH 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 JUNE 1, 2010 THROUGH JUNE 30, 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 Seventh 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 June 1, 2010 through June 30, 2010 (the “Application”). By this Application, RL&F seeks a monthly allowance pursuant to the Administrative Order with respect to the sums of \$40,515.50 as compensation and \$1,674.66 for reimbursement of actual and necessary expenses for a total of \$42,190.16 for the period June 1,

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BE 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 June 30, 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, Michael J. Merchant, Jason M. Madron, Chun I. Jang, Lee E. Kaufman, Zachary I. Shapiro, Marisa Terranova, Andrew C. Irgens and Travis A. McRoberts. The paraprofessionals of RL&F who have provided service to these attorneys in these cases are as follows: Jamie E. Schairer, Janel Gates, Tracy A. Cameron, Ann Jerominski, Cathy M. Greer, Robyn K. Sinclair 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: \$517.00: Total Hours: 2.6

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: \$87.00: Total Hours: 0.3

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

C. Meetings

Fees: \$952.00: Total Hours: 2.8

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: \$316.00: Total Hours: 1.4

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: \$989.00: Total Hours: 2.6

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: \$146.00: Total Hours: 0.7

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: \$775.50: Total Hours: 2.8

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

H. Cash Collateral/DIP Financing

Fees: \$0.00: Total Hours: 0.0

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

I. Claims Administration

Fees: \$2,755.50: Total Hours: 9.8

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: \$13,931.50: Total Hours: 39.5

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: \$2,332.50: Total Hours: 7.0

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

M. Employee Issues

Fees: \$1,090.00: Total Hours: 3.3

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

N. Environmental

Fees: \$0.00: Total Hours: 0.0

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

O. Tax Issues

Fees: \$2,893.50: Total Hours: 5.7

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: \$8,238.50: Total Hours: 24.6

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: \$1,433.00: Total Hours: 4.9

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

R-1. RL&F Fee Application

Fees: \$1,706.00: Total Hours: 7.0

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: \$2,352.50: Total Hours: 10.0

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

S. Vendor/Supplies

Fees: \$0.00: Total Hours: 0.0

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

T. Non-Working Travel

Fees: \$0.00: Total Hours: 0.0

This category includes all travel time not otherwise chargeable.

U. Utilities

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to utility issues.

V. Insurance

Fees: \$0.00: Total Hours: 0.0

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

**Valuation of Services**

12. Attorneys and paraprofessionals of RL&F have expended a total of 125.0 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	0.3	\$675
Paul N. Heath	30.8	\$525
Michael J. Merchant	0.2	\$525
Jason M. Madron	0.1	\$390
Chun I. Jang	10.0	\$340
Lee E. Kaufman	1.7	\$315
Zachary I. Shapiro	42.9	\$290
Marisa Terranova	0.8	\$255
Andrew C. Irgens	0.5	\$255
Travis A. McRoberts	0.1	\$255
 <u>PARAPROFESSIONALS</u>	 <u>HOURS</u>	 <u>HOURLY RATE</u>
Jamie E. Schairer	32.8	\$195
Janel Gates	0.3	\$195
Tracy A. Cameron	2.8	\$195
Ann Jerominski	0.5	\$195
Cathy M. Greer	0.4	\$195
Robyn K. Sinclair	0.1	\$195
Amy B. Anderson	0.7	\$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 \$40,515.50.




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 June 1, 2010 through June 30, 2010, an allowance be made to RL&F pursuant to the terms of the Administrative Order, with respect to the sum of \$40,515.50 as compensation for necessary professional services rendered (80% of which equals \$32,412.40), and the sum of \$1,674.66 as 100% reimbursement of actual necessary costs and expenses, for a total of \$42,190.16 and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: July 27, 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**

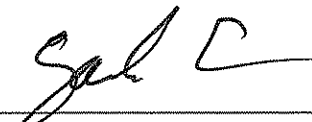
STATE OF DELAWARE                    )  
  ) SS:  
COUNTY OF NEW CASTLE            )

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 27<sup>th</sup> day of July, 2010.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: JANEL R. GATES  
Notary Public - State of Delaware  
My Comm. Expires Feb. 2, 2011

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

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<i>In re</i>	:
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ADVANTA CORP., <i>et al.</i> ,	:
	:
Debtors. <sup>1</sup>	:
	:
	:
-----X	

Chapter 11  
Case No. 09-13931 (KJC)  
(Jointly Administered)  
Objection Deadline: 8/16/10 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 **Seventh 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 June 1, 2010 through June 30, 2010** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3<sup>rd</sup> 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

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BE 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).

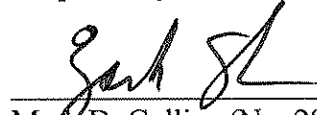
received by (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons); (iii) local counsel to the Debtors, Richards Finger & Layton, P.A. One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Chun I. Jang); (iv) counsel to Official Committee of Unsecured Creditors, Latham & Watkins LLP, One Logan Square, 18<sup>th</sup> and Cherry Streets, Philadelphia, Pennsylvania 19103 (Attn: Andrew C. Kassner); (v) local counsel to the Official Committee of Unsecured Creditors, Drinker Biddle & Reath LLP, 1100 North Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen); and (vi) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Dave Klauder) by no later than **4:00 p.m. (Eastern Daylight Time) on August 16, 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: July 27, 2010  
Wilmington, Delaware

Respectfully submitted,



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

July 26, 2010  
Invoice 360558  
Page 2  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Case Administration

06/03/10	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.20 hrs.	100.00	\$20.00
06/04/10	Update critical dates calendar			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
06/07/10	Update critical dates calendar			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
06/08/10	E-mail correspondence with A. Sagat re: US Trustee status for Integra Bank			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
06/09/10	Review email from US Trustee's office re: US Trustee status for Integra Bank and email to A. Sagat re: same			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
06/16/10	Conference with C. Jang re: case status			
Associate	Zachary I. Shapiro	0.10 hrs.	290.00	\$29.00
06/17/10	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.30 hrs.	100.00	\$30.00
06/22/10	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.20 hrs.	100.00	\$20.00
06/29/10	Update critical dates calendar			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
06/29/10	Correspondence with M. Wasserman re: affidavit of service for docket no. 634 (.1); Review and approve same for filing (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00



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July 26, 2010  
Invoice 360558  
Page 3  
Client # 707765

Matter # 167839

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06/30/10	Review affidavits of service for adv. docket no 60, and docket nos. 636 and 637 (.1); Correspondence with M. Wasserman re: approval of same for filing (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00

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Total Fees for Professional Services	\$517.00
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TOTAL DUE FOR THIS INVOICE	<b>\$517.00</b>
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	\$3,042.50
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<b>TOTAL DUE FOR THIS MATTER</b>	<b>\$3,559.50</b>
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Jay A. Dubow, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
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July 26, 2010  
Invoice 360558  
Page 4  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Creditor Inquiries

06/23/10	Correspondence with R. Janito re: outstanding post-petition invoices with GE Capital (.1); Correspondence with V. Vron re: same (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00

Total Fees for Professional Services	<hr/> \$87.00
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TOTAL DUE FOR THIS INVOICE	<hr/> \$87.00
	\$242.80
TOTAL DUE FOR THIS MATTER	<hr/> \$329.80

Jay A. Dubow, Esq.  
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July 26, 2010  
Invoice 360558  
Page 5  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Meetings

06/08/10	Attend, meet and confer with co-counsel, committee and FDIC re: adversary proceeding			
Associate	Chun I. Jang	2.80 hrs.	340.00	\$952.00

Total Fees for Professional Services	<hr/> \$952.00
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TOTAL DUE FOR THIS INVOICE	<hr/> \$952.00
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\$2,707.90

TOTAL DUE FOR THIS MATTER	<hr/> \$3,659.90
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Jay A. Dubow, Esq.  
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July 26, 2010  
Invoice 360558  
Page 6  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Executory Contracts/Unexpired Leases

06/03/10	Draft certification of no objection re: motion to assume Renaissance lease (.2); Draft certification of no objection re: motion to reject copier leases (.2); Efile certification of no objection re: motion to assume Renaissance lease (.1); Efile certification of no objection re: motion to reject copier leases (.1)			
Paralegal	Jamie E. Schairer	0.60 hrs.	195.00	\$117.00
06/04/10	Retrieve order re: motion to reject copier leases (.1); Retrieve order re: motion to assume Renaissance lease (.1); Serve both (.1); Circulate both to distribution (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
06/04/10	Review order authorizing rejection of copier leases (.2); Review order authorizing assumption of Renaissance lease (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
06/23/10	Review email from M. Collins re: GE Capital leases and email to Z. Shapiro re: same			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00

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Total Fees for Professional Services	\$316.00
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TOTAL DUE FOR THIS INVOICE	<hr/> <b>\$316.00</b>
	\$3,407.30
TOTAL DUE FOR THIS MATTER	<hr/> <b>\$3,723.30</b>

Jay A. Dubow, Esq.  
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July 26, 2010  
Invoice 360558  
Page 7  
Client # 707765

Matter # 167839

---

For services through June 30, 2010  
relating to Automatic Stay/Adequate Protection

06/03/10	Review FDIC reply to stay motion			
Director	Paul N. Heath	0.80 hrs.	525.00	\$420.00
06/07/10	Draft, revise and finalize SHI stipulation (.8); Draft, revise and finalize order approving same (.3); Draft, revise and finalize for filing certification of counsel re: same (.2)			
Associate	Zachary I. Shapiro	1.30 hrs.	290.00	\$377.00
06/11/10	Review Deutsche Bank stay motion			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
06/30/10	Correspondence with A. Hiller re: status of lift stay motions (.2); Correspondence with P. Heath re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00

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Total Fees for Professional Services \$989.00

TOTAL DUE FOR THIS INVOICE **\$989.00**

\$659.90

**TOTAL DUE FOR THIS MATTER \$1,648.90**

Jay A. Dubow, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
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P.O. Box 844  
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July 26, 2010  
Invoice 360558  
Page 8  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Plan of Reorganization/Disclosure Statement

06/03/10	Draft certification of no objection re: exclusivity motion (.2); Efile same (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
06/04/10	Retrieve order extending exclusivity (.1); Serve same (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
06/04/10	Review order extending exclusivity			
Associate	Zachary I. Shapiro	0.10 hrs.	290.00	\$29.00

Total Fees for Professional Services	\$146.00
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TOTAL DUE FOR THIS INVOICE	\$146.00
	\$596.00
TOTAL DUE FOR THIS MATTER	\$742.00

Jay A. Dubow, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
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P.O. Box 844  
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July 26, 2010  
Invoice 360558  
Page 9  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Use, Sale of Assets

06/01/10	E-mail correspondence with R. Lemons and V. Vron re: sale issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
06/02/10	Call with Z. Shapiro re: sale issues re: expense reimbursement			
Associate	Lee Kaufman	0.10 hrs.	315.00	\$31.50
06/02/10	Discussion with Z. Shapiro re: termination fee issue			
Director	Michael J. Merchant	0.10 hrs.	525.00	\$52.50
06/03/10	Draft certification of no objection re: DSHA sale motion (.2); Draft certification of no objection re: BizEquity sale motion (.2); Efile certification of no objection re: DSHA sale motion (.1); Efile declaration in support of BizEquity sale motion (.1); Serve same (.1); Efile certification of no objection re: BizEquity sale motion (.1)			
Paralegal	Jamie E. Schairer	0.80 hrs.	195.00	\$156.00
06/03/10	Review declaration in support of sale motion for filing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
06/03/10	Correspondence with D. Griffiths re: declaration in support of BizEquity sale (.1); Call with D. Griffiths re: same (.1); Review and finalize same for filing (.3); Correspondence with J. Schairer re: same (.2)			
Associate	Zachary I. Shapiro	0.70 hrs.	290.00	\$203.00
06/04/10	Retrieve order re: DSHA sale motion (.1); Serve same (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
06/04/10	Review order approving DSHA sale			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00

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July 26, 2010  
Invoice 360558  
Page 10  
Client # 707765

Matter # 167839

---

06/08/10	Retrieve order re: BizEquity sale motion (.1) Serve same (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50

Total Fees for Professional Services	<hr/> \$775.50
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TOTAL DUE FOR THIS INVOICE	<hr/> \$775.50
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\$3,289.50

TOTAL DUE FOR THIS MATTER	<hr/> \$4,065.00
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Jay A. Dubow, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
Advanta Corp.  
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July 26, 2010  
Invoice 360558  
Page 11  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Claims Administration

06/01/10	Call with Z. Shapiro re: claims issues			
Associate	Lee Kaufman	0.20 hrs.	315.00	\$63.00
06/01/10	Conference with Z. Shapiro re: motion for immediate payment of administrative claim			
Associate	Travis A. McRoberts	0.10 hrs.	255.00	\$25.50
06/07/10	Retrieve certification of counsel re: motion to extend time to file proof of claims (.1); Retrieve order re: same (.1); Circulate order re: same to distribution (.1); Efile certification of counsel re: SHI stipulation (.1); Serve same (.1); Coordinate delivery of same to chambers (.2)			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50
06/07/10	Review order extending time to file proofs of claim (.1); Correspondence with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
06/08/10	Retrieve order re: SHI stipulation (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
06/23/10	Correspondence with J. Ganesh re: claims objection (.2); Conference with J. Madron re: same (.1); Conference with L. Kaufman re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00
06/25/10	Review and comment on first omnibus objection to claims			
Associate	Lee Kaufman	0.90 hrs.	315.00	\$283.50

Jay A. Dubow, Esq.  
Vice President, General Counsel and Chief Administrative Officer  
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P.O. Box 844  
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July 26, 2010  
Invoice 360558  
Page 12  
Client # 707765

Matter # 167839

---

06/25/10	Conference with Z. Shapiro re: claims objection (.1); E-mail correspondence with Z. Shapiro re: same (.1); Review claims objection for filing (.4); E-mail correspondence with Z. Shapiro and J. Ganesh re: same (.2)			
Director	Paul N. Heath	0.80 hrs.	525.00	\$420.00
06/25/10	Correspondence with J. Ganesh re: omnibus claims objection (.2); Calls with J. Ganesh re: same (.1); Correspondence with L. Kaufman re: same (.1); Call with L. Kaufman re: same (.1); Conference with P. Heath re: same (.1); Review, revise and comment on same (.8); Correspondence with J. Ganesh re: comments on same (.2)			
Associate	Zachary I. Shapiro	1.60 hrs.	290.00	\$464.00
06/28/10	Draft personalized notice for first omnibus claim objection (.2); Draft general notice for first omnibus claim objection (.2); Review and revise first omnibus claim objection notices (.1)			
Associate	Andrew C. Irgens	0.50 hrs.	255.00	\$127.50
06/28/10	Review claims objection for filing (.2); Conference with Z. Shapiro re: same (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
06/28/10	Assist attorney with preparation and filing of first omnibus objection to stock ownership claims (non-substantive) (2.7); Coordinate service of same with Garden City (.1)			
Paralegal	Tracy A. Cameron	2.80 hrs.	195.00	\$546.00
06/28/10	Review, revise and finalize for filing first omnibus claim objection (.5); Correspondence with J. Ganesh re: same (.1); Conference with L. Kaufman re: same (.1); Conference with A. Irgens re: same (.1); Correspondence with T. Cameron re: filing and service of same (.1); Call with T. Cameron re: issues in connection with filing of same (.1); Conference with T. Cameron re: same (.1)			
Associate	Zachary I. Shapiro	1.10 hrs.	290.00	\$319.00

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Total Fees for Professional Services

\$2,755.50

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

July 26, 2010  
Invoice 360558  
Page 13  
Client # 707765

Matter # 167839

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TOTAL DUE FOR THIS INVOICE

\$2,755.50

\$1,098.30

**TOTAL DUE FOR THIS MATTER**

**\$3,853.80**

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

July 26, 2010  
Invoice 360558  
Page 14  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Court Hearings

06/01/10	Request transcript from 5/26/10 telephonic hearing (.2); Circulate transcript from 5/26/10 telephonic hearing to distribution (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
06/01/10	Review hearing transcript			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
06/02/10	Review docket re: objections to matters going forward at 6/8/10 hearing (.2); Revise 6/8/10 hearing agenda (.4)			
Paralegal	Jamie E. Schairer	0.60 hrs.	195.00	\$117.00
06/02/10	E-mail correspondence with R. Lemons and C. Jang re: hearing			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
06/02/10	Call with UST and Weil re: UST's issues with motions scheduled for 6/8/10 hearing (.5); Conference with M. Merchant re: same (.2); Conference with C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	0.80 hrs.	290.00	\$232.00
06/03/10	Revise 6/8/10 hearing agenda (.4); Prepare 6/8/10 hearing binder for Judge Carey (.9); Continue updating 6/8/10 hearing agenda (.5); Circulate to Z. Shapiro for review (.1); Revise 6/8/10 hearing agenda per comments from Z. Shapiro (.4); Update 6/8/10 hearing agenda re: recently filed certification of no objections (.4); Prepare certification of no objection binder (.6)			
Paralegal	Jamie E. Schairer	3.30 hrs.	195.00	\$643.50
06/03/10	Conference with Z. Shapiro re: hearing binders			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00

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July 26, 2010  
Invoice 360558  
Page 15  
Client # 707765

Matter # 167839

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06/03/10	E-mail correspondence with V. Vron and R. Lemons re: hearing (.1); E-mail correspondence with Z. Shapiro re: agenda (.1); Review and revise same (.2)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
06/03/10	Draft agenda for 6/8/10 hearing (.6); Correspondence with V. Vron re: same (.3); Correspondence with D. Griffiths re: same (.2); Correspondence with J. Ganesh re: same (.1); Correspondence with D. Hoehne re: same (.1)			
Associate	Zachary I. Shapiro	1.30 hrs.	290.00	\$377.00
06/04/10	Review agenda for 6/8/10 hearing (.1); Conference with Z. Shapiro re: 6/8/10 hearing (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
06/04/10	Review and revise 6/8/10 hearing agenda (.2); Update 6/8/10 hearing binders (.1); Efile 6/8/10 hearing agenda in main and adversary cases (.2); Serve same (.1); Coordinate delivery of same along with 6/8/10 hearing binders to chambers (.2)			
Paralegal	Jamie E. Schairer	0.80 hrs.	195.00	\$156.00
06/04/10	Review agenda for filing (.1); Conference with C. Jang re: same (.1); Review documents for hearing and prepare for same (1.5)			
Director	Paul N. Heath	1.70 hrs.	525.00	\$892.50
06/04/10	Draft, review and finalize for filing agenda for 6/8/10 hearing (.6); Correspondence with J. Schairer re: same (.1); Conference with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.80 hrs.	290.00	\$232.00
06/07/10	Prepare for 6/8/10 hearing including updating hearing binders and preparing orders (1.2); Email N. Hunt re: recently filed certifications of counsel (.1); Continue preparing for 6/8/10 hearing (1.0)			
Paralegal	Jamie E. Schairer	2.30 hrs.	195.00	\$448.50
06/07/10	Call with Z. Shapiro re: 6/8/10 hearing			
Associate	Lee Kaufman	0.20 hrs.	315.00	\$63.00

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July 26, 2010  
Invoice 360558  
Page 16  
Client # 707765

Matter # 167839

06/07/10	Meeting with C. Jang re: status of omnibus hearing			
Director	Mark D. Collins	0.10 hrs.	675.00	\$67.50
06/07/10	E-mail correspondence with R. Lemons re: hearing			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
06/07/10	Correspondence with N. Hunt re: 6/8/10 hearing (.2); Correspondence with V. Vron re: same (.3); Preparations in connection with 6/8/10 hearing, including preparing and finalizing several orders (.5)			
Associate	Zachary I. Shapiro	1.00 hrs.	290.00	\$290.00
06/08/10	Prepare for and attend 6/8/10 hearing (3.1); Conference with Z. Shapiro re: same (.1)			
Associate	Chun I. Jang	3.20 hrs.	340.00	\$1,088.00
06/08/10	Efile notice of telephonic status conference in main and adversary cases (.2); Serve same (.1); Circulate same to distribution (.1); Schedule telephonic appearances for R. Lemons, R. Levine, J. Dubow, B. Meyer, P. Heath and C. Jang (.7); Circulate confirmations (.2); Request 6/8/10 hearing transcript (.2)			
Paralegal	Jamie E. Schairer	1.50 hrs.	195.00	\$292.50
06/08/10	Conference with Z. Shapiro re: telephonic hearing (.1); Conference with R. Lemons re: same (.4); Prepare for same (.6); Hearing (Court appearance) (1.0); Review notice of hearing for filing (.1); E-mail correspondence with J. Schairer re: hearing (.1)			
Director	Paul N. Heath	2.30 hrs.	525.00	\$1,207.50
06/08/10	Draft, revise and finalize notice of telephonic status conference for 6/9/10 re: severance and adversary proceeding scheduling issues (.7); Conferences with P. Heath re: same (.2); Assist in connection with omnibus hearing on, among other items, BizEquity sale motion and Vara retention (.9)			
Associate	Zachary I. Shapiro	1.80 hrs.	290.00	\$522.00
06/09/10	Attend telephonic hearing			
Associate	Chun I. Jang	0.90 hrs.	340.00	\$306.00

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July 26, 2010  
Invoice 360558  
Page 17  
Client # 707765

Matter # 167839

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06/09/10	Request transcript from 6/9/10 telephone status conference			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
06/09/10	Meeting with C. Jang and P. Heath re: results of hearing			
Director	Mark D. Collins	0.20 hrs.	675.00	\$135.00
06/09/10	Conferences (x2) with C. Jang re: hearing (.3); Telephone call to court re: same (.1); Attend telephonic hearing (.9); Conference with M. Collins re: same (.1); E-mail correspondence with R. Lemons and C. Jang re: same (.1); E-mail correspondence with C. Jang re: same (.1)			
Director	Paul N. Heath	1.60 hrs.	525.00	\$840.00
06/09/10	Preparations in connection with, and attend, telephonic status conference on severance motion and scheduling issues in connection with adversary proceeding (1.5); Correspondence with V. Vron re: same (.1)			
Associate	Zachary I. Shapiro	1.60 hrs.	290.00	\$464.00
06/10/10	Telephone call with Diana Doman Transcribing re: status of 6/9/10 hearing transcript (.1); Email Z. Shapiro re: same (.1); Follow up with Diana Doman Transcribing re: status of 6/9/10 hearing transcript (.1); Circulate 6/9/10 hearing transcript to distribution (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
06/10/10	Review hearing transcript			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
06/10/10	Correspondence with D. Griffiths re: hearing dates (.3); Review transcript from 6/8 hearing (.2)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
06/11/10	Update motion chart			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
06/21/10	Review docket and draft 7/6/10 hearing agenda			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00

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July 26, 2010  
Invoice 360558  
Page 18  
Client # 707765

Matter # 167839

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06/22/10	Prepare 7/6/10 hearing binder			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
06/23/10	E-mail correspondence (x2) with court re: hearing (.3); E-mail correspondence (x2) with R. Lemons re: same (.3); E-mail correspondence with R. Lemons and R. Levine re: same (.4); Telephone call to R. Lemons re: same (.1); Conference with Z. Shapiro re: same (.2); Review e-mail from A. Kratenstein re: same (.1); Review e-mail from R. Levine re: same (.1); E-mail correspondence with A. Kratenstein, R. Levine and R. Lemons re: scheduling issues (.2)			
Director	Paul N. Heath	1.70 hrs.	525.00	\$892.50
06/24/10	E-mail correspondence (x3) with court re: hearing (.5); E-mail correspondence with R. Lemons and R. Levine re: hearing scheduling (.3); E-mail correspondence with A. Kratenstein re: same (.2); E-mail correspondence (x2) with R. Lemons re: hearing (.4); E-mail correspondence with R. Lemons and R. Levine re: same (.2); E-mail correspondence with A. Kratenstein, R. Lemons and R. Levine re: scheduling (.2); Telephone call with R. Levine and A. Kratenstein re: hearing (.7); E-mail to court re: same (.1); E-mail correspondence with Z. Shapiro re: same (.1); Conferences (x2) with Z. Shapiro re: hearing scheduling issues (.3); E-mail correspondence with Z. Shapiro and S. Litvinoff re: pretrial order (.2); Legal research re: same (.4)			
Director	Paul N. Heath	3.60 hrs.	525.00	\$1,890.00
06/25/10	Conference with A. Irgens re: hearing (.1); Conferences (x2) with Z. Shapiro re: same (.2); E-mail correspondence with Z. Shapiro and R. Levine re: same (.2); E-mail correspondence with Z. Shapiro and court re: same (.1); E-mail correspondence with A. Kratenstein re: same (.2); E-mail correspondence with Z. Shapiro re: same (.1)			
Director	Paul N. Heath	0.90 hrs.	525.00	\$472.50
06/28/10	Review draft of 7/6/10 hearing agenda (.1); Circulate same to Z. Shapiro for review (.1); Review 7/6/10 hearing binder (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50



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July 26, 2010  
Invoice 360558  
Page 19  
Client # 707765

Matter # 167839

06/29/10	Attend to 7/6/10 hearing binder (.2); Update motion chart (.2)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
06/29/10	E-mail correspondence with Z. Shapiro re: agenda (.1); Review draft agenda (.1); E-mail correspondence with V. Vron and Z. Shapiro re: same (.2)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
06/29/10	Review and revise draft agenda for 7/6/10 hearing (.4); Correspondence with V. Vron re: same (.3); Call with A. Hiller re: status of stay relief motions for agenda purposes (.2)			
Associate	Zachary I. Shapiro	0.90 hrs.	290.00	\$261.00
06/30/10	Email N. Hunt re: cancelling 7/6/10 hearing (.1); Revise 7/6/10 hearing agenda (.2)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
06/30/10	E-mail correspondence with Z. Shapiro re: hearing			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
06/30/10	Review draft agenda for 7/6/10 hearing (.2); Correspondence with J. Schairer re: same (.2); Conference with J. Schairer re: same (.1); Correspondence with P. Heath re: same (.1)			
Associate	Zachary I. Shapiro	0.60 hrs.	290.00	\$174.00

Total Fees for Professional Services	\$13,931.50
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TOTAL DUE FOR THIS INVOICE	\$13,931.50
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\$15,229.60
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TOTAL DUE FOR THIS MATTER	\$29,161.10
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July 26, 2010  
Invoice 360558  
Page 20  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Schedules/SOFA/U.S. Trustee Reports

06/01/10	Email filed 2015.3 reports to C. Jang			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
06/01/10	Conference with C. Jang re: reporting issue (.1); E-mail correspondence with C. Jang re: same (.2); Review form 26 report (.2); E-mail correspondence with C. Wilson re: same (.1)			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00
06/03/10	Preparation of periodic monthly reports for Z. Shapiro			
Paralegal	Janel Gates	0.10 hrs.	195.00	\$19.50
06/03/10	E-mail correspondence with Z. Shapiro and C. Jang re: reporting issue (.2); Review e-mail from C. Wilson re: Rule 2015 report (.1); Review revised Rule 2015 report (.1)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
06/03/10	Correspondence with P. Heath re: 2015.3 reports (.1); Correspondence with C. Jang re: same (.1); Review and comment on draft 2015.3 reports (.6); Participate in call re: same (.4); Conference with C. Jang re: summary of call on same (.1)			
Associate	Zachary I. Shapiro	1.30 hrs.	290.00	\$377.00
06/07/10	Review email from C. Wilson re: Rule 2015 report			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
06/09/10	Review Form 26			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
06/09/10	Review email from C. Wilson re: 2015 report			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00

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July 26, 2010  
Invoice 360558  
Page 21  
Client # 707765

Matter # 167839

---

06/11/10	E-mail correspondence with C. Wilson re: form 26 filing (.1); E-mail correspondence with V. Vron and C. Wilson re: monthly operating report (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
06/11/10	Efile 2015.3 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
06/11/10	Review Rule 2015 report (.1); E-mail correspondence with C. Jang and Z. Shapiro re: same (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
06/11/10	Review and finalize 2015.3 reports for filing (.4); Correspondence with C. Wilson re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
06/14/10	Efile affidavit of service re: 2015.3 report			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
06/15/10	Review draft monthly operating report			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
06/21/10	Teleconference call re: draft monthly operating report			
Associate	Chun I. Jang	0.40 hrs.	340.00	\$136.00
06/21/10	Review draft May monthly operating report (.4); Participate in call re: same (.4)			
Associate	Zachary I. Shapiro	0.80 hrs.	290.00	\$232.00
06/23/10	Correspondence with C. Wilson re: May monthly operating report (.1); Correspondence with J. Sagot re: same (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00

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July 26, 2010  
Invoice 360558  
Page 22  
Client # 707765

Matter # 167839

06/24/10	Efile May 2010 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
06/24/10	Review, revise and finalize for filing May monthly operating report (.3); Correspondence with C. Wilson re: same (.1); Call with C. Wilson re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
06/25/10	Efile affidavit of service re: May 2010 monthly operating report			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
06/25/10	Correspondence with C. Wilson re: May monthly operating report (.2); Correspondence with J. Sagot re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00

Total Fees for Professional Services	\$2,332.50
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TOTAL DUE FOR THIS INVOICE	\$2,332.50
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\$4,692.80

TOTAL DUE FOR THIS MATTER	\$7,025.30
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July 26, 2010  
Invoice 360558  
Page 23  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Employee Issues

06/10/10	Review revised form of severance order			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
06/10/10	Review email from D. Hoehne re: severance order			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
06/11/10	Review revised proposed form of severance order and emails re: same			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
06/11/10	Review e-mail from D. Klauder re: severance issue (.1); Review e-mail from D. Hoehne re: same (.1); Review revised severance order and e-mail from D. Hoehne re: same (.1); E-mail correspondence with D. Hoehne and C. Jang re: same (.1)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
06/14/10	E-mail correspondence with D. Klauder re: severance order			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
06/14/10	Assist with preparation of certification of counsel re: severance motion (.1); Efile same (.1); Serve same (.1); Coordinate delivery of same to chambers (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
06/14/10	Meeting with Z. Shapiro concerning severance issues			
Associate	Jason M. Madron	0.10 hrs.	390.00	\$39.00
06/14/10	E-mail correspondence with C. Jang re: severance issue			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50

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July 26, 2010  
Invoice 360558  
Page 24  
Client # 707765

Matter # 167839

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06/14/10	Correspondence with C. Jang re: appeal of severance ruling (.1); Review, revise and finalize for filing revised severance order consistent with severance order (.4); Draft, revise and finalize for filing certification of counsel re: same (.7); Conference with J. Schairer re: filing and service of same (.1)			
Associate	Zachary I. Shapiro	1.30 hrs.	290.00	\$377.00
06/15/10	Review order approving severance plan			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
06/15/10	Retrieve order re: severance motion (.1); Serve same (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
06/15/10	E-mail correspondence with J. Schairer re: severance order			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50

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Total Fees for Professional Services	\$1,090.00
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TOTAL DUE FOR THIS INVOICE	\$1,090.00
	\$7,356.50
TOTAL DUE FOR THIS MATTER	\$8,446.50

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July 26, 2010  
Invoice 360558  
Page 25  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Tax Issues

06/01/10	Prepare index of tax-related pleadings (.2); Circulate same to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
06/01/10	E-mail correspondence with R. Lemons re: tax issue (.2); E-mail correspondence with R. Lemons and C. Jang re: same (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
06/02/10	E-mail correspondence with R. Lemons and C. Jang re: tax issue (.2); Review draft position paper re: same (.4); Review e-mail from D. Griffiths re: same (.1); Review revised tax position paper (.1)			
Director	Paul N. Heath	0.80 hrs.	525.00	\$420.00
06/03/10	Conference with Z. Shapiro re: tax issue (.1); Review e-mail from B. Rosoff re: tax letter (.1); Review e-mails from S. Goldring and B. Rosoff re: same (.2); E-mail correspondence (x2) with H. Cohen re: same (.3); E-mail correspondence with D. Griffiths re: same (.2); E-mail correspondence (x2) with Z. Shapiro re: same (.3); Review same for filing (.4); E-mail correspondence with Z. Shapiro and D. Griffiths re: same (.1); Review committee tax letter (.3); Review FDIC tax letter (.3)			
Director	Paul N. Heath	2.30 hrs.	525.00	\$1,207.50
06/08/10	Conference with R. Lemons and J. Dubow re: tax litigation issues (1.0); Meeting with FDIC, committee and R. Lemons re: same (1.0)			
Director	Paul N. Heath	2.00 hrs.	525.00	\$1,050.00

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Total Fees for Professional Services \$2,893.50

TOTAL DUE FOR THIS INVOICE

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**\$2,893.50**

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July 26, 2010  
Invoice 360558  
Page 26  
Client # 707765

Matter # 167839

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\$3,239.20

**TOTAL DUE FOR THIS MATTER**

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**\$6,132.70**



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July 26, 2010  
Invoice 360558  
Page 27  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Litigation/Adversary Proceedings

06/01/10	Correspondence with V. Vron re: adversary scheduling issues			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
06/01/10	Call with D. Hoehne re: letter briefing in connection with severance issues (.2); Correspondence with D. Hoehne re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
06/02/10	Prepare binder of FDIC's tax-related pleadings in adversary pleading for Judge Carey			
Paralegal	Jamie E. Schairer	0.80 hrs.	195.00	\$156.00
06/03/10	Review filed position letters re: adversary			
Associate	Chun I. Jang	0.30 hrs.	340.00	\$102.00
06/03/10	Efile debtors' position paper in adversary proceeding (.1); Serve same (.1); Retrieve FDIC's reply to debtors' objection to stay motion (.1); Retrieve FDIC's position paper in adversary proceeding (.1); Update index re: FDIC's tax-related pleadings (.1); Update binder re: FDIC's tax-related pleadings (.2); Circulate FDIC's reply to debtors' objection to stay motion and FDIC's position paper in adversary proceeding to D. Griffith (.1); Retrieve Committee's position paper in adversary proceeding (.1); Continue updating index re: FDIC's tax-related pleadings (.1); Continue update binder re: same (.1)			
Paralegal	Jamie E. Schairer	1.10 hrs.	195.00	\$214.50
06/03/10	Telephone call to R. Lemons re: mediation (.1); Telephone call with R. Lemons re: same (.3)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00

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July 26, 2010  
Invoice 360558  
Page 28  
Client # 707765

Matter # 167839

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06/03/10	Correspondence with A. Hiller re: tax adversary (.1); Correspondence with N. Hunt re: same (.2); Review, revise and finalize position paper re: scheduling in connection with adversary proceeding (.8); Correspondence D. Griffiths re: same (.1); Correspondence with A. Hiller re: same (.1); Review FDIC's position paper (.2); Review FDIC's reply brief (.3); Revise index of tax-related pleadings for submission to Chambers (.3); Conferences with J. Schairer re: same (.2)			
Associate	Zachary I. Shapiro	2.30 hrs.	290.00	\$667.00
06/07/10	Review order authorizing committee to intervene in tax adversary			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
06/09/10	E-mail correspondence with chambers re: trial dates (.1); Conference with Z. Shapiro re: document requests (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
06/09/10	E-mail correspondence with Z. Shapiro and H. Murray re: discovery issue (.2); Review e-mail from Z. Shapiro re: document request (.2)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
06/09/10	Correspondence with H. Murray re: form document requests (.3); Research re: same (.5); Conference with C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	290.00	\$261.00
06/10/10	Review draft document request and email from H. Murray re: same			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
06/10/10	Correspondence from M. Haskell re: document requests (.1); Review and comment on same (.4)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
06/11/10	Review document requests (.1); Conference with Z. Shapiro re: same (.1)			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00

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July 26, 2010  
Invoice 360558  
Page 29  
Client # 707765

Matter # 167839

---

06/11/10	Review emails (x2) from H. Murray re: document requests (.2); Review email from A. Kratenstein re: same (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
06/11/10	Finalize document requests to Advanta Bank Corp in connection with tax adversary (.3); Correspondence with H. Murray re: same (.2)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
06/15/10	Efile notice of service re: defendants' first request for production of documents (.1); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
06/15/10	Review email from J. Schairer re: discovery request			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
06/15/10	Review defendants first set of discovery requests (.3); Prepare notice of service of same (.4); Correspondence with J. Schairer re: service and filing of same (.1); Conference with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	290.00	\$261.00
06/18/10	Review email from A. Kratanstein re: subpoena			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
06/22/10	Review draft scheduling order and e-mail from A. Kratenstein re: same (.2); E-mail correspondence with R. Levine and R. Lemons re: same (.1); E-mail correspondence with Z. Shapiro and C. Jang re: same (.1)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
06/22/10	Review draft scheduling order re: tax motions (.2); Correspondence with R. Levine re: same (.1); Correspondence P. Heath and C. Jang re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00

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July 26, 2010  
Invoice 360558  
Page 30  
Client # 707765

Matter # 167839

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06/23/10	Review and comment on scheduling order re: tax motions (1.1); Correspondence with R. Levine re: same (.1); Conferences with P. Heath re: same (.2); Correspondence with A. Kratenstein re: same (.3); Correspondence with R. Levine re: same (.3)			
Associate	Zachary I. Shapiro	2.00 hrs.	290.00	\$580.00
06/24/10	Email correspondence with Z. Shapiro re: pre-trial memorandum			
Associate	Lee Kaufman	0.20 hrs.	315.00	\$63.00
06/24/10	Conferences (x2) with Z. Shapiro re: confidentiality agreement (.3); E-mail correspondence with S. Litvinoff re: discovery issues (.2); E-mail correspondence with Z. Shapiro re: same (.2)			
Director	Paul N. Heath	0.70 hrs.	525.00	\$367.50
06/24/10	Participate in call with parties to tax adversary re: scheduling issues in connection with trial (1.1); Conferences with P. Heath re: same (.2); Research re: pre-trial memorandum (.7); Email correspondence with S. Litvinoff re: results same (.2); Correspondence with P. Heath re: same (.1); Correspondence with J. Madron re: L. Kaufman re: same (.1); Draft confidentiality agreement (.8)			
Associate	Zachary I. Shapiro	3.20 hrs.	290.00	\$928.00
06/25/10	Retrieve order rescheduling hearing in adversary proceeding (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
06/25/10	Review scheduling order and meeting with Z. Shapiro re: same (.2); Review scheduling order (.1); Conference with Z. Shapiro re: discovery stipulation (.1); Review revised discovery stipulation and email from Z. Shapiro re: same (.2); Review discovery stipulation and email from A. Kratenstein re: same (.2)			
Director	Paul N. Heath	0.80 hrs.	525.00	\$420.00

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July 26, 2010  
Invoice 360558  
Page 31  
Client # 707765

Matter # 167839

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06/25/10	Correspondence with N. Hunt re: trial dates for ABC adversary proceeding (.2); Conference with P. Heath re: same (.1); Correspondence with R. Levine, R. Lemons, et al. re: same (.3)			
Associate	Zachary I. Shapiro	0.60 hrs.	290.00	\$174.00
06/25/10	Review Advanta's objections and responses to FDIC's document request (.4); Correspondence with S. Litvinoff re: same (.2); Review order re: KPMG subpoena (.2); Comment on same (.3); Conference with P. Heath re: same (.1); Call with FDIC re: same (.1); Correspondence with Weil team re: same (.2)			
Associate	Zachary I. Shapiro	1.50 hrs.	290.00	\$435.00
06/28/10	Retrieve certification of counsel re: subpoena served on KPMG (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
06/28/10	E-mail correspondence with A. Kratenstein re: scheduling call (.1); Conference with A. Irgens re: same (.2); E-mail correspondence with Z. Shapiro and R. Levine re: subpoena stipulation (.2); E-mail correspondence with Z. Shapiro re: subpoena order (.1); E-mail correspondence with Z. Shapiro and A. Kratenstein re: same (.1); Review discovery requests and responses to discovery (.7)			
Director	Paul N. Heath	1.40 hrs.	525.00	\$735.00
06/28/10	Review and comment on agreed order resolving KPMG subpoena (.2); Correspondence with R. Levine re: same (.1); Correspondence with FDIC re: same (.2)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
06/29/10	Efile notice of service of objections and responses to FDIC's first set of document requests (.1); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
06/29/10	Review discovery responses			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00

Jay A. Dubow, Esq.  
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July 26, 2010  
Invoice 360558  
Page 32  
Client # 707765

Matter # 167839

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06/30/10	Conference with Z. Shapiro re: trial scheduling			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
06/30/10	E-mail correspondence with Z. Shapiro and A. Kratenstein re: scheduling order			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
06/30/10	Conference with Z. Shapiro re: scheduling order (.1); Review revised scheduling order (.1); E-mail correspondence with Z. Shapiro and R. Levine re: same (.2)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
06/30/10	Draft, revise and finalize proposed scheduling order (.8); Correspondence with Weil and Latham teams re: same (.2); Correspondence with FDIC re: same (.2)			
Associate	Zachary I. Shapiro	1.20 hrs.	290.00	\$348.00

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Total Fees for Professional Services	\$8,238.50
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TOTAL DUE FOR THIS INVOICE	\$8,238.50
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	\$1,908.00
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TOTAL DUE FOR THIS MATTER	\$10,146.50
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Jay A. Dubow, Esq.  
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July 26, 2010  
Invoice 360558  
Page 33  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Retention of Others

06/02/10	Call with Z. Shapiro re: art dealer retention			
Associate	Lee Kaufman	0.10 hrs.	315.00	\$31.50
06/02/10	Discussion with Z. Shapiro re: art dealer retention issue			
Director	Michael J. Merchant	0.10 hrs.	525.00	\$52.50
06/03/10	Correspondence with D. Griffiths re: Vara Global retention issues (.3); Correspondence with D. Klauder re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00
06/04/10	Review US Trustee objection to art consultant retention			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00
06/04/10	Retrieve objection of UST to retention of Vara Global			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
06/04/10	E-mail correspondence with C. Jang re: retention issue (.2); Review e-mail from D. Klauder re: same (.1)			
Director	Paul N. Heath	0.30 hrs.	525.00	\$157.50
06/07/10	File declaration of R. Vara in support of debtors' motion authorizing employment of Vara Global Fine Arts (.2); Coordinate service of same (.1); Coordinate submission to chambers re: same (.1)			
Paralegal	Cathy M. Greer	0.40 hrs.	195.00	\$78.00
06/07/10	Review certification of counsel re: order approving retention of art consultant			
Associate	Chun I. Jang	0.20 hrs.	340.00	\$68.00

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July 26, 2010  
Invoice 360558  
Page 34  
Client # 707765

Matter # 167839

06/07/10	Retrieve declaration in support of retention of Vara Global (.1); Efile certification of counsel re: retention application of Vara Global (.1); Serve same (.1); Coordinate delivery of same to chambers (.2)			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
06/07/10	Draft certification of counsel re: Vara Global retention application (.7); Coordinate filing same (.1)			
Associate	Marisa Terranova	0.80 hrs.	255.00	\$204.00
06/07/10	E-mail correspondence with Z. Shapiro re: Vara Global retention issue (.1); Review retention affidavit (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
06/07/10	Draft, revise and finalize declaration in support of Vara Global retention (.4); Conference with J. Schairer re: filing and service of same (.1); Finalize for filing Vara Global retention order (.4); Correspondence with D. Griffiths re: same (.2); Conferences with M. Terranova re: same (.2)			
Associate	Zachary I. Shapiro	1.30 hrs.	290.00	\$377.00
06/08/10	Retrieve order re: retention application of Vara Global (.1); Circulate same to distribution (.1); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50

Total Fees for Professional Services	\$1,433.00
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TOTAL DUE FOR THIS INVOICE	\$1,433.00
	\$3,582.30
TOTAL DUE FOR THIS MATTER	\$5,015.30



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July 26, 2010  
Invoice 360558  
Page 35  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to RLF Fee Applications

06/08/10	Update meal log for fee application			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
06/14/10	Review bill memorandum (1.1); Update meal log (.1)			
Paralegal	Jamie E. Schairer	1.20 hrs.	195.00	\$234.00
06/16/10	Emails with M. White re: electronic fee details for RLF's fee applications for months November - March (.1); Emails with Accounting re: same (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
06/18/10	Email to M. Collins, P. Heath, C. Jang and Z. Shapiro re: informal objections to RLF's April fee application (.1); Draft certification of no objection re: April fee application of RLF (.2); Circulate same to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
06/18/10	Finalize and efile certificate of no objection for RL&F fifth fee application			
Paralegal	Janel Gates	0.20 hrs.	195.00	\$39.00
06/18/10	E-mail correspondence with J. Schairer re: RLF fee application			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
06/18/10	Correspondence with J. Schairer re: RLF's fifth monthly fee application (.1); Review, revise and finalize CNO re: same for filing (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
06/23/10	Email from/to C. McGlothlin re: RLF's electronic fee details (.1); Email to/from M. White re: same (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00

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July 26, 2010  
Invoice 360558  
Page 36  
Client # 707765

Matter # 167839

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06/23/10	E-mail correspondence with Z. Shapiro re: fee auditor issue			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
06/23/10	Correspondence with G. Hewitt re: outstanding monthly invoices (.1); Correspondence with B. Ruhlander re: fee examiner's initial report (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
06/24/10	Research re: inquiry from fee auditor re: secretarial OT (.5); Email D. Knight re: same (.1)			
Paralegal	Jamie E. Schairer	0.60 hrs.	195.00	\$117.00
06/25/10	Telephone call with D. Knight re: fee auditor inquiry re: secretarial overtime (.1); Circulate information re: secretarial overtime to Z. Shapiro (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
06/25/10	Correspondence with J. Schairer re: fee auditor's initial report to RLF's first interim fee application (.1); Review, revise and finalize billing memorandum re: RLF's first monthly fee application (.8); Conference with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	1.00 hrs.	290.00	\$290.00
06/29/10	Review and revise RLF's May fee application (.5); Draft notice of same (.2); Circulate May fee application of RLF to Z. Shapiro for review (.1); Efile same (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	1.10 hrs.	195.00	\$214.50
06/29/10	Review RLF fee application for filing			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
06/29/10	Review, revise and finalize for filing RLF's May fee application (.3); Conference with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00

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July 26, 2010  
Invoice 360558  
Page 37  
Client # 707765

Matter # 167839

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06/30/10	Correspondence with C. McGlothin re: fee auditor issues (.1); Correspondence with J. Schairer re: same (.1); Correspondence with D. Rigler re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00

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Total Fees for Professional Services	\$1,706.00
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TOTAL DUE FOR THIS INVOICE	\$1,706.00
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	\$1,643.50
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TOTAL DUE FOR THIS MATTER	\$3,349.50
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Jay A. Dubow, Esq.  
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Welsh and McKean Roads  
P.O. Box 844  
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July 26, 2010  
Invoice 360558  
Page 38  
Client # 707765

Matter # 167839

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For services through June 30, 2010  
relating to Fee Applications of Others

06/07/10	Update fee application chart (1.4); Draft certification of no objection re: February fee application of WGM (.2); Circulate same to J. Ganesh for review (.1); Draft certification of no objection re: March fee application of Alvarez & Marsal (.2); Circulate same to M. Napoliello and A. Sagat for review (.1); Efile certification of no objection re: February fee application of WGM (.1); Efile certification of no objection re: March fee application of Alvarez & Marsal (.1)			
Paralegal	Jamie E. Schairer	2.20 hrs.	195.00	\$429.00
06/07/10	Review CNO re: A&M's March fee application for filing (.2); Review CNO re: Weil's February fee application for filing (.2)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00
06/08/10	Update fee application chart (.1); Email February fee application of WGM and certification of no objection re: same to G. Hewitt for payment (.2); Email March fee application of A&M and certification of no objection re: same to G. Hewitt for payment (.2)			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
06/09/10	Review docket re: objections to March fee application of WGM (.1); Draft certification of no objection re: March fee application of WGM (.2); Circulate same to J. Ganesh for review (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
06/09/10	File CNO regarding fourth monthly CNO of Weil, Gotshal & Manges			
Paralegal	Robyn K. Sinclair	0.10 hrs.	195.00	\$19.50
06/09/10	Correspondence with J. Schairer re: CNO re: Weil's March fee application (.1); Review same for filing (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00

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July 26, 2010  
Invoice 360558  
Page 39  
Client # 707765

Matter # 167839

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06/10/10	Draft notice of Alvarez & Marsal's April fee application (.1); Finalize and efile fee application (.2); Coordinate service of same (.2)			
Paralegal	Ann Jerominski	0.50 hrs.	195.00	\$97.50
06/10/10	Circulate March fee application of WGM and certification of no objection re: same to G. Hewitt for payment (.2); Email M. Napoliello re: electronic fee detail for March fee application of Alvarez & Marsal (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
06/14/10	Draft certification of no objection re: April fee application of KPMG (.2); Circulate same to P. Tatum for review (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
06/14/10	Correspondence with J. Schairer re: KPMG's fifth monthly fee application (.1); Correspondence with P. Tatum re: same (.1); Review, revise and finalize certification of no objection re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
06/15/10	Efile certification of no objection re: April fee application of KPMG (.1); Circulate April fee application of KPMG and certification of no objection re: same to G. Hewitt for payment (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
06/15/10	Review, revise and finalize CNO re: KPMG's fifth monthly fee application (.2); Correspondence with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
06/16/10	Prepare April fee application of WGM for filing (.1); Draft notice of same (.2); Circulate April fee application of WGM to Z. Shapiro for review (.1); Efile same (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50

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July 26, 2010  
Invoice 360558  
Page 40  
Client # 707765

Matter # 167839

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06/16/10	Review, revise and finalize for filing WGM's April fee application (.2); Review, revise and finalize for filing notice of filing of same (.1); Correspondence with J. Schairer re: same (.1); Correspondence with J. Ganesh re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
06/18/10	Update fee application chart			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
06/21/10	Circulate April fee application of RLF and certification of no objection re: same to G. Hewitt for payment (.2); Draft certification of no objection re: April fee application of WGM (.2)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
06/24/10	Update fee application chart (.6); Draft certification of no objection re: April fee application of Alvarez & Marsal (.2)			
Paralegal	Jamie E. Schairer	0.80 hrs.	195.00	\$156.00
06/25/10	E-mail correspondence with H. Cohen re: fee issue			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
06/29/10	Draft notice of May fee application of KPMG and prepare same for filing (.2); Efile May fee application of KPMG (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
06/29/10	E-mail to R. Lemons re: fee issue (.1); E-mail correspondence with R. Lemons and V. Vron re: same (.2); E-mail correspondence with V. Vron and H. Cohen re: same (.1)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
06/29/10	Correspondence with P. Tatum re: KPMG's six monthly fee application (.1); Review, revise and finalize for filing same (.3); Correspondence with J. Schairer re: filing and service of same (.1); Correspondence with V. Vron re: fee issues re: Drinker Biddle (.2)			
Associate	Zachary I. Shapiro	0.70 hrs.	290.00	\$203.00

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July 26, 2010  
Invoice 360558  
Page 41  
Client # 707765

Matter # 167839

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Total Fees for Professional Services	\$2,352.50
 TOTAL DUE FOR THIS INVOICE	 <b>\$2,352.50</b>
	<b>\$2,372.50</b>
 TOTAL DUE FOR THIS MATTER	 <b>\$4,725.00</b>

Jay A. Dubow, Esq.  
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July 26, 2010  
Invoice 360558  
Page 42  
Client # 707765

Summary of Hours

	Hours	Rate/Hr	Dollars
Amy B. Anderson	0.70	100.00	70.00
Andrew C. Irgens	0.50	255.00	127.50
Ann Jerominski	0.50	195.00	97.50
Cathy M. Greer	0.40	195.00	78.00
Chun I. Jang	10.00	340.00	3,400.00
Jamie E. Schairer	32.80	195.00	6,396.00
Janel Gates	0.30	195.00	58.50
Jason M. Madron	0.10	390.00	39.00
Lee Kaufman	1.70	315.00	535.50
Marisa Terranova	0.80	255.00	204.00
Mark D. Collins	0.30	675.00	202.50
Michael J. Merchant	0.20	525.00	105.00
Paul N. Heath	30.80	525.00	16,170.00
Robyn K. Sinclair	0.10	195.00	19.50
Tracy A. Cameron	2.80	195.00	546.00
Travis A. McRoberts	0.10	255.00	25.50
Zachary I. Shapiro	42.90	290.00	12,441.00
<b>TOTAL</b>	<b>125.00</b>	<b>\$324.12</b>	<b>40,515.50</b>

**TOTAL DUE FOR THIS INVOICE**

**\$42,190.16**

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. Dubow, Esq.  
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July 26, 2010  
Invoice 360558  
Page 43  
Client # 707765

707765

## **Exhibit B**

# RICHARDS LAYTON & FINGER

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Tax I.D. No.: 51-0226371

July 26, 2010  
Invoice 360558

Page 1  
Client # 707765  
Matter # 167839

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For disbursements incurred through June 30, 2010  
relating to Advanta - Restructuring Advice

## OTHER CHARGES:

Binding	\$28.00
Business Meals	\$431.16
Court Reporter Services	\$373.10
Document Retrieval	\$76.48
Filing Fees	\$261.00
Long distance telephone charges	\$129.27
Messenger and delivery service	\$43.05
Photocopying/Printing	\$332.60
2,947 @ \$.10 pg./ 379 @ \$.10/pg.	
Other Charges	<hr/> \$1,674.66

TOTAL DUE FOR THIS INVOICE	<hr/> \$1,674.66
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TOTAL DUE FOR THIS MATTER	<hr/> \$1,674.66
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■ ■ ■

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

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July 26, 2010  
Invoice 360558  
Page 44  
Client # 707765

Client: Advanta Corp.

Matter: Advanta - Restructuring Advice

Case Administration

Creditor Inquiries

Meetings

Executory Contracts/Unexpired Leases

Automatic Stay/Adequate Protection

Plan of Reorganization/Disclosure Statement

Use, Sale of Assets

Claims Administration

Court Hearings

Schedules/SOFA/U.S. Trustee Reports

Employee Issues

Tax Issues

Litigation/Adversary Proceedings

Retention of Others

RLF Fee Applications

Fee Applications of Others

<b>Date</b>	<b>Description</b>	<b>Summary Phrase</b>
06/01/10	2123108644 Long Distance	LD
	Amount = \$2.78	
06/01/10	2123108644 Long Distance	LD
	Amount = \$8.34	
06/01/10	ALL PACER	DOCRETRI
	Amount = \$2.40	
06/02/10	COURTCALL LLC	FLFEE
	Amount = \$97.00	
06/02/10	Photocopies	DUP.10CC
	Amount = \$42.80	
06/02/10	ALL PACER	DOCRETRI
	Amount = \$8.96	

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July 26, 2010  
Invoice 360558  
Page 45  
Client # 707765

06/02/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/02/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/02/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/02/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/02/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/02/10	Printing		DUP.10CC
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06/02/10	Printing		DUP.10CC
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06/02/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/02/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/02/10	Printing		DUP.10CC
		Amount = \$0.20	~
06/02/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/02/10	Printing		DUP.10CC
		Amount = \$0.30	~
06/03/10	Photocopies		DUP.10CC
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06/03/10	2153853888 Long Distance		LD
		Amount = \$23.63	
06/03/10	2123108729 Long Distance		LD
		Amount = \$2.78	

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July 26, 2010  
Invoice 360558  
Page 46  
Client # 707765

06/03/10	ALL PACER		DOCRETRI
		Amount = \$8.96	---
06/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/03/10	Printing		DUP.10CC
		Amount = \$1.50	~
06/03/10	Printing		DUP.10CC
		Amount = \$0.20	~
06/03/10	Printing		DUP.10CC
		Amount = \$0.20	~
06/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/03/10	Printing		DUP.10CC
		Amount = \$0.20	~
06/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/03/10	Printing		DUP.10CC
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06/03/10	Printing		DUP.10CC
		Amount = \$3.80	~
06/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/03/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/03/10	Printing		DUP.10CC
		Amount = \$0.10	~

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July 26, 2010  
Invoice 360558  
Page 47  
Client # 707765

06/04/10	Binding 6/1-6/3		BIND
		Amount = \$16.00	
06/04/10	Photocopies		DUP.10CC
		Amount = \$114.00	~
06/04/10	Messenger and delivery 6/3/2010, Bankruptcy Court, ZIS/JZS		MESS
		Amount = \$4.50	
06/04/10	ALL PACER		DOCRETRI
		Amount = \$3.60	---
06/04/10	Printing		DUP.10CC
		Amount = \$1.20	~
06/04/10	Printing		DUP.10CC
		Amount = \$1.20	~
06/04/10	Printing		DUP.10CC
		Amount = \$3.60	~
06/04/10	Printing		DUP.10CC
		Amount = \$0.30	~
06/07/10	2123108644 Long Distance		LD
		Amount = \$2.78	
06/07/10	Messenger and delivery 6/4/2010, Bankruptcy Court, ZIS		MESS
		Amount = \$4.50	
06/07/10	ALL PACER		DOCRETRI
		Amount = \$15.92	---
06/07/10	Printing		DUP.10CC
		Amount = \$1.80	~
06/07/10	Printing		DUP.10CC
		Amount = \$1.50	~
06/07/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/07/10	Printing		DUP.10CC
		Amount = \$1.30	~
06/07/10	Printing		DUP.10CC
		Amount = \$1.20	~

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July 26, 2010  
Invoice 360558  
Page 48  
Client # 707765

06/08/10	COURTCALL LLC		FLFEE
		Amount = \$90.00	
06/08/10	RODNEY GRILLE		MEALSCL
		Amount = \$69.24	
06/08/10	RODNEY GRILLE		MEALSCL
		Amount = \$158.40	
06/08/10	DIANA DOMAN TRANSCRIBING/Federal court expedited on 6/8/2010		CTRPT
		Amount = \$203.70	
06/08/10	MANHATTAN BAGEL COMPANY/Breakfast for 7 on 6/8/2010		MEALSCL
		Amount = \$130.00	
06/08/10	2154446420 Long Distance		LD
		Amount = \$20.85	
06/08/10	2129061855 Long Distance		LD
		Amount = \$6.95	
06/08/10	2129063896 Long Distance		LD
		Amount = \$2.78	
06/08/10	Messenger and delivery 6/7/2010, Bankruptcy Court, CXG		MESS
		Amount = \$4.50	
06/08/10	Messenger and delivery 6/7/2010, From Kid Shelleen's, JZS		MEALSCL
		Amount = \$18.64	
06/08/10	ALL PACER		DOCRETRI
		Amount = \$6.56	
06/08/10	Printing		DUP.10CC
		Amount = \$0.10	
06/08/10	Printing		DUP.10CC
		Amount = \$0.10	
06/08/10	Printing		DUP.10CC
		Amount = \$0.10	
06/08/10	Printing		DUP.10CC
		Amount = \$0.10	
06/08/10	Printing		DUP.10CC
		Amount = \$0.10	



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July 26, 2010  
Invoice 360558  
Page 49  
Client # 707765

06/08/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/08/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/08/10	Printing		DUP.10CC
		Amount = \$0.20	~
06/08/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/09/10	DIANA DOMAN TRANSCRIBING/Federal court daily on 6/9/2010		CTRPT
		Amount = \$169.40	
06/09/10	2125543700 Long Distance		LD
		Amount = \$12.51	
06/09/10	Delivery expense 6/8/2010		MESS
		Amount = \$7.70	
06/09/10	ALL PACER		DOCRETRI
		Amount = \$0.96	---
06/10/10	8564357172 Long Distance		LD
		Amount = \$5.56	
06/10/10	8564357172 Long Distance		LD
		Amount = \$2.78	
06/10/10	ALL PACER		DOCRETRI
		Amount = \$0.48	---
06/10/10	Printing		DUP.10CC
		Amount = \$3.80	~
06/11/10	ALL PACER		DOCRETRI
		Amount = \$1.28	---
06/11/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/11/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/14/10	COURTCALL LLC		FLFEE
		Amount = \$74.00	
06/14/10	Delivery expense 6/11-6/13		MESS
		Amount = \$3.20	

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July 26, 2010  
Invoice 360558  
Page 50  
Client # 707765

06/14/10	ALL PACER		DOCRETRI
		Amount = \$1.28	---
06/14/10	Printing		DUP.10CC
		Amount = \$1.50	~
06/15/10	Delivery expense 6/14/2010		MESS
		Amount = \$3.20	
06/15/10	ALL PACER		DOCRETRI
		Amount = \$0.96	---
06/15/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/16/10	ALL PACER		DOCRETRI
		Amount = \$2.80	---
06/16/10	Printing		DUP.10CC
		Amount = \$0.10	~
06/18/10	ALL PACER		DOCRETRI
		Amount = \$1.36	---
06/21/10	2153853888 Long Distance		LD
		Amount = \$15.29	
06/21/10	2153853888 Long Distance		LD
		Amount = \$16.68	
06/21/10	ALL PACER		DOCRETRI
		Amount = \$1.52	---
06/21/10	Printing		DUP.10CC
		Amount = \$2.80	~
06/22/10	ALL PACER		DOCRETRI
		Amount = \$0.16	---
06/24/10	2154445154 Long Distance		LD
		Amount = \$1.39	
06/24/10	ALL PACER		DOCRETRI
		Amount = \$8.80	---
06/24/10	Printing		DUP.10CC
		Amount = \$0.30	~
06/24/10	Printing		DUP.10CC
		Amount = \$0.20	~

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July 26, 2010  
Invoice 360558  
Page 51  
Client # 707765

06/25/10	2125475695 Long Distance	LD
	Amount = \$2.78	
06/25/10	2123108644 Long Distance	LD
	Amount = \$1.39	
06/25/10	ALL PACER	DOCRETRI
	Amount = \$0.64	
06/25/10	Printing	DUP.10CC
	Amount = \$0.10	
06/25/10	Printing	DUP.10CC
	Amount = \$0.20	
06/28/10	Photocopies	DUP.10CC
	Amount = \$41.60	
06/28/10	Delivery expense 6/24-6/27	MESS
	Amount = \$3.20	
06/28/10	Messenger and delivery 6/24/2010, From Mikimotos, ZIS	MEALSCL
	Amount = \$54.88	
06/28/10	ALL PACER	DOCRETRI
	Amount = \$5.12	
06/28/10	Printing	DUP.10CC
	Amount = \$0.10	
06/28/10	Printing	DUP.10CC
	Amount = \$0.10	
06/28/10	Printing	DUP.10CC
	Amount = \$0.10	
06/29/10	Messenger and delivery 6/28/2010, From Kid Shelleen's, TAC	MESS
	Amount = \$12.25	
06/29/10	ALL PACER	DOCRETRI
	Amount = \$3.36	
06/29/10	Printing	DUP.10CC
	Amount = \$0.10	
06/29/10	Printing	DUP.10CC
	Amount = \$2.10	

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July 26, 2010  
Invoice 360558  
Page 52  
Client # 707765

06/30/10 Binding 6/25-6/30

Amount = \$12.00

BIND

06/30/10 ALL PACER

Amount = \$1.36

DOCRETRI

TOTALS FOR 707765

Advanta Corp.

Expenses \$1,674.66