

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

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

**NINTH MONTHLY FEE STATEMENT OF ALVAREZ & MARSAL NORTH  
AMERICA, LLC IN THEIR CAPACITY AS FINANCIAL ADVISORS TO THE  
DEBTORS AND DEBTORS-IN-POSSESSION, FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES INCURRED FOR THE  
PERIOD AUGUST 1, 2010 THROUGH AUGUST 31, 2010**

Name of Applicant:	Alvarez & Marsal North America, LLC
Authorized to provide professional services to:	Debtors and Debtors-in-Possession
Date of Retention:	December 17, 2009 <i>Nunc pro Tunc</i> to Petition Date
Period for which compensation and reimbursement are sought:	August 1, 2010 through August 31, 2010
Amount of compensation sought as actual, reasonable, and necessary:	\$ 223,917.00
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$ 5,411.69
Unapplied Retainer	\$ 221,449.34
This is an: <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), BizEquity Corp (8960), Ideablob Corp (0786), Advanta Credit Card Receivables Corp (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp (3326), and Great Expectations Management Corp (3328). Information regarding the Debtors' businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009, the date the majority of Debtors filed their petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp., Ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases. The debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors' cases are being jointly administered pursuant to Rule 10159(b) of the Federal Rules of Bankruptcy Procedure.

Requested Payment Amount:

Fees at 80%	\$179,133.60
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Expenses at 100%	<u>\$ 5,411.69</u>
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Total:	<u><u>\$185,545.29</u></u>
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Prior Applications							
Date & Docket No.	Filing Period	Requested Fees	Requested Expenses	CNO Date & Docket No.	Approved Fees	Approved Expenses	Unapproved Holdback
2/1/10 [227]	11/9/09 through 12/31/09	\$354,725.50	\$15,337.15	2/24/10 [287]	\$283,780.40	\$15,337.15	\$70,945.10
3/15/10 [338]	1/1/10 through 1/31/10	\$292,362.50	\$6,017.66	4/7/10 [402]	\$233,890.00	\$6,017.66	\$58,472.50
4/26/10 [444]	2/1/10 through 2/28/10	\$255,967.50	\$840.27	5/19/10 [535]	\$204,774.00	\$840.27	\$51,193.50
5/13/10 [508]	3/1/10 through 3/31/10	\$278,095.50	\$2,824.71	6/7/10 [593]	\$224,476.40	\$2,824.71	\$55,619.10
6/10/10 [508]	4/1/10 through 4/30/10	\$225,602.50	\$7,655.88	7/7/10 [649]	\$180,482.00	\$7,655.88	\$45,120.50
7/22/10 [670]	5/1/10 through 5/31/10	\$234,259.50	\$3,524.26	8/16/10 [734]	\$187,407.60	\$3,524.26	\$46,851.90
8/20/10 [741]	6/1/10 through 6/30/10	\$235,070.50	\$4,608.21	9/13/10 [790]	\$188,056.40	\$4,608.21	\$47,014.10
9/2/10 [766]	7/1/10 through 7/31/10	\$161,127.50	\$2,593.67	Obj due 9/27/10 [825]	\$128,902.00	\$2,593.67	\$32,225.50
<b>Totals</b>		<b>\$2,037,211.00</b>	<b>\$43,401.81</b>		<b>\$1,631,768.80</b>	<b>\$40,401.81</b>	<b>\$407,442.20</b>

**ATTACHMENT TO MONTHLY FEE APPLICATION**

*AUGUST 1, 2010 THROUGH AUGUST 31, 2010*

**SUMMARY OF TIME & FEES BY PROFESSIONAL**

<b>Name of Professional</b>	<b>Position</b>	<b>Rate</b>	<b>Total Hours</b>	<b>Total Fees (Prior to Holdback)</b>
Kevin Gregson	Managing Director	\$815	7.3	\$5,949.50
Joseph Bondi	Managing Director	\$775	12.7	\$9,842.50
Julie Hertzberg	Managing Director	\$625	1.9	\$1,187.50
Andrew Sagat	Director	\$500	202.2	\$101,100.00
Uri Horowitz	Senior Associate	\$410	5.3	\$2,173.00
Michael Eisenberg	Associate	\$400	180.6	\$71,680.00
Doug Lewandowski	Consultant	\$375	68.2	\$25,575.00
Betty Croft	Consultant	\$325	9.6	\$3,120.00
Mary Napoliello	Paraprofessional	\$200	9.9	\$1,980.00
Debra Mosley	Paraprofessional	\$135	9.7	\$1,309.50
<b>Total</b>			<b>506.0</b>	<b><u>\$223,917.00</u></b>
	<b>Blended Rate \$442.52</b>			

## SUMMARY OF TIME & FEES BY MATTER CODE

Matter Code	Description	Total Hours	Total Fees Requested
Bankruptcy Support	Advise and assist the company on matters concerning operating the business under Chapter 11.	6.4	\$3,647.50
Business Planning/Operations	Advise and assist the company with the planning, development, evaluation and implementation of the company's strategic, business and operating plans.	14.4	\$6,390.00
Cash Management	Advise and assist management in treasury matters including the development of weekly cash forecasts, reporting on cash activity and management of letters of credit and bonding matters.	2.2	\$1,030.00
Chapter 11 Plan	Assist the Debtors with supporting and seeking approval of the Plan of Reorganization and Disclosure Statement, overall restructuring actions, case management, identification and evaluation of strategic initiatives and meetings to discuss overall reorganization plan.	269.3	\$122,787.50
Claims	Assist the company with the review and analysis of claims filed against the Debtors.	117.7	\$47,362.50
Coordination & Communication with Stakeholders	Coordinate and fulfill information requests, prepare for and attend meetings and participate in negotiations with the prepetition lenders, other interested parties and their advisors.	1.7	\$987.50
Fee Applications	Preparation of monthly and interim fee applications in accordance with court guidelines	27.0	\$6,987.00
Restructuring Actions	Assist the Debtors with overall restructuring actions, including the sale or disposition of assets, and identification and evaluation of strategic initiatives.	21.6	\$12,532.50
Tax	Advise and assist the company on tax matters.	21.6	\$11,212.50
Travel Time	Billable travel time (reflects 50% of time incurred).	24.1	\$10,980.00
	<b>Total</b>	<b><u>506.0</u></b>	<b><u>\$223,917.00</u></b>
	<b>Blended Rate \$442.52</b>		

### SUMMARY OF EXPENSES BY CATEGORY

Expense Category	Service Provider (if applicable)	Expense Amount
Airfare	Various	\$230.00
Lodging	Various	\$2,778.93
Meals	Various	\$278.95
Miscellaneous	Various	\$71.27
Transportation	Various	\$2,052.54
Total		<b>\$5,411.69</b>

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

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

In re:

ADVANTA CORP., *et al.*,<sup>1</sup>

Debtors.

) Chapter 11  
)  
) Case No. 09- 13931 (KJC)  
)  
) (Jointly Administered)  
) **Objection Deadline:**  
) **October 19, 2010**  
) **4:00 p.m.**  
) **Hearing Date: N/A**

**NINTH MONTHLY FEE STATEMENT OF ALVAREZ & MARSAL NORTH  
AMERICA, LLC IN ITS CAPACITY AS FINANCIAL ADVISORS TO THE DEBTORS  
AND DEBTORS-IN-POSSESSION, FOR COMPENSATION AND REIMBURSEMENT  
OF EXPENSES INCURRED FOR THE  
PERIOD AUGUST 1, 2010 THROUGH AUGUST 31, 2010**

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

## A. BACKGROUND

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

1 The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0786), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Information regarding the Debtors' businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009, the date the majority of Debtors filed their petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp., Ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases. The debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors' cases are being jointly administered pursuant to Rule 10159(b) of the Federal Rules of Bankruptcy Procedure.

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

3. Applicant has rendered services on behalf of the Debtors from August 1, 2010 through August 31, 2010 (the "Application Period") totaling 506.0 hours, and in connection therewith requests allowance of monthly compensation in the amount of \$223,917.00, and reimbursement of expenses in the amount of \$5,411.69.

4. The Debtors to date have paid Applicant \$1,349,010.23 for services rendered and expenses incurred from the commencement of this case through June 30, 2010. Applicant is holding an unapplied retainer in the amount of \$221,449.34.

5. Applicant maintains contemporaneous records of the time expended for the professional services and expenses related thereto performed in connection with these Chapter 11 cases and such records are maintained in the ordinary course of its business. These records provide a detailed description of the services rendered and expenses incurred during the period for which this Application is being made. Applicant's time records in the sum of \$223,777.00 regarding the Chapter 11 proceedings are annexed hereto as Exhibit D.

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

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

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

a. Bankruptcy Support. This category contains time advising and assisting the company on matters concerning operating the business under Chapter 11. During



the Application Period, the Applicant participated in various calls and meetings with the Debtors and counsel regarding the Debtor's case status and planning. The total fees sought under this category for the period August 1, 2010 through August 31, 2010 are \$3,647.50 (6.4 hours).

b. Business Planning/Operations. This category contains time advising and assisting the company with the planning, development and implementation of the Company's business and liquidation forecasts. During the Application Period, the Applicant assisted in the preparation of the monthly cash forecast and related support schedules, reviewed cost allocations by entity and assisted with other miscellaneous matters. The Applicant also participated in meetings and conference calls to review the monthly forecast with the Debtors. The total fees sought under this category for the period August 1, 2010 through August 31, 2010 are \$6,390.00 (14.4 hours).

c. Cash Management. This category includes time spent assisting the Debtors with preparation of cash flow forecasts and budget vs. actual reporting on cash results, and addressing treasury management issues. During the Application Period, the Applicant assisted the Debtors in reviewing the 13-week cash flow forecast and variances, and participated in bi-weekly meetings with Debtor employees and management to review the weekly cash forecast. The total fees sought under this category for the period August 1, 2010 through August 31, 2010 are \$1,030.00 (2.2 hours).

d. Chapter 11 Plan. This category includes time assisting the Debtors with preparing the Chapter 11 Plan and Disclosure Statement. During the Application period, the Applicant prepared and analyzed a liquidation recovery model which includes the treatment of inter-company balances, 3<sup>rd</sup> party claims, recoverable assets to the Debtors and a forecast of wind-down activity. In addition, the Applicant prepared, analyzed and reviewed a Best Interest Test for the Debtor's Disclosure Statement. The Applicant also assisted the Debtors by reviewing, discussing and evaluating possible plan structures and participated in meetings and

conference calls with the Debtors and counsel to discuss the Chapter 11 Plan and Disclosure Statement. The total fees sought under this category for the period August 1, 2010 through August 31, 2010 are \$122,787.50 (269.3 hours).

e. Claims. This category includes time spent assisting the Debtors with the claims review process. During the Application Period, the Applicant assisted the Debtors in the review, analysis and classification of filed claims, including type, entity, priority level, and amount of claim. In addition, the Applicant reviewed and prepared a weekly claim data summary and tracking database detailing all reconciled claims, claims subject to further review, and claims subject to objection and prepared Omnibus, substantive, and non-substantive objections for disputed claims. The Applicant assisted the Debtors in reviewing and analyzing newly filed claims, retail note claims, employee severance claims, mortgage litigation claims and other claims. The Applicant also reviewed and prepared a claim range analysis for purposes of the disclosure statement and liquidation models and participated in various meetings and conference calls regarding the claims process. The total fees sought under this category for the period August 1, 2010 through August 31, 2010 are \$47,362.50 (117.7 hours).

f. Coordination and Communication With Stakeholders. This category includes time coordinating and fulfilling information requests and preparing for discussions with the Official Committee of Unsecured Creditors (the "UCC") and its advisors. During the Application Period, the Applicant participated in conference calls with the advisors to the UCC on various topics. The total fees for the period August 1, 2010 through August 31, 2010 are \$987.50 (1.7 hours).

g. Fee Application. This category includes time preparing monthly fee statements in compliance with court guidelines. During the Application Period, the Applicant prepared and reviewed a fee statement. The total fees sought under this category for the period August 1, 2010 through August 31, 2010 are \$6,987.00 (27.0 hours).

h. Restructuring Actions. This category includes time assisting the Debtors with overall restructuring actions, including the sale or disposition of assets and identification and evaluation of strategic alternatives. During the Application Period, the Applicant advised the Debtors with regards to recovering value from various employee insurance programs and other corporate assets. In addition, the Applicant participated in bi-weekly meetings and conference calls regarding the status of all the Debtor's asset sales. The total fees sought under this category for the period August 1, 2010 through August 31, 2010 are \$12,532.50 (21.6 hours).

i. Tax. This category includes time advising and assisting the company on tax and FDIC related matters. During the Application Period, the Applicant reviewed and addressed matters relating to the FDIC litigation and prepared documents and participated in meetings with counsel regarding the mediation between the Debtors and the FDIC. The total fees sought under this category for the period August 1, 2010 through August 31, 2010 are \$11,212.50 (21.6 hours).

j. Travel. This category contains non-working travel time on behalf of the Debtor. This time was billed at ½ the time incurred. The total fees sought under this category for the period August 1, 2010 through August 31, 2010 are \$10,980.00 (24.1 hours).

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

8. Applicant believes that the post-petition services rendered during the period August 1, 2010 through August 31, 2010 on behalf of the Debtors are reasonably worth the sum of \$223,917.00, and Applicant requests the allowance of such sum. The blended hourly rate for all services post-petition rendered by Applicant is \$442.52.

9. Applicant further requests reimbursement of costs expended on behalf of the Debtors for the period August 1, 2010 through August 31, 2010 in connection with these Chapter 11 proceedings in the sum of \$5,411.69 as set forth in the summary attached as Exhibit E. The detailed expense items incurred by professional is attached and outlined as Exhibit F.

10. The expenses incurred by Applicant may include wireless and long distance telephone calls, over-night delivery, travel expenses, local messenger service, meals, postage and duplicating charges, all of which Applicant normally bills to its non-bankruptcy clients at rates calculated to compensate Applicant for only the actual cost of the expense. Applicant does not charge for facsimiles.

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

WHEREFORE, Applicant prays this Court enter an Order allowing Applicant monthly compensation in the sum of \$223,917.00 and reimbursement of costs expended August 1, 2010 through August 31, 2010 in the sum of \$5,411.69, directing prompt payment of the same by the Debtors to the extent not previously paid, approval to draw down the unapplied retainer, and granting such other and further relief as may be just.

Dated: September 28, 2010  
New York, NY

Respectfully submitted,

**ALVAREZ & MARSAL NORTH  
AMERICA, LLC**

/s/ Joseph A. Bondi

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

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

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

	-X		
	:		
<i>In re</i>	:		Chapter 11
	:		
ADVANTA CORP., <i>et al.</i> ,	:		Case No. 09-13931 (KJC)
	:		
Debtors. <sup>1</sup>	:		(Jointly Administered)
	:		
	:		Obj. Deadline: 10/19/2010 at 4:00 p.m. (EDT)
	-X		

**NOTICE OF FEE APPLICATION**

PLEASE TAKE NOTICE that Alvarez & Marsal North America, LLC (the “Applicant”) has today filed the attached **Ninth Monthly Fee Statement of Alvarez & Marsal North America, LLC in Their Capacity as Financial Advisors to the Debtors and Debtors-in-Possession, for Compensation and Reimbursement of Expenses Incurred for the Period August 1, 2010 through August 31, 2010** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with the *Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 Implementing Certain Procedures for the Interim Compensation and Reimbursement of Professionals* [Docket No. 102] (the “Administrative Order”) and must be filed with the Clerk of the Bankruptcy Court, and be served upon and

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

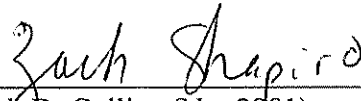
received by (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons); (iii) local counsel to the Debtors, Richards Finger & 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 October 19, 2010** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if a response or objection to the Application is timely filed, served and received in accordance with this notice and the Administrative Order, and such objection cannot be resolved, a hearing on the Application and such objection 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 is filed by the Objection Deadline, the Applicant will be paid 80 percent of the fees and 100 percent of expenses requested in the Application and, if an objection is filed by the Objection Deadline, the Applicant will be paid 80 percent of the fees and 100 percent of the expenses not subject to such objection, each without the need for further order of the Bankruptcy Court.

Dated: September 29, 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



*Advanta Corp., et al.,  
Summary of Time Detail by Task  
August 1, 2010 through August 31, 2010*

<i>Task Description</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Bankruptcy Support	6.4	\$3,647.50
Business Planning / Operations	14.4	\$6,390.00
Cash Management	2.2	\$1,030.00
Chapter 11 Plan	269.3	\$122,787.50
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Coordination & Communication with Stakeholders	1.7	\$987.50
Fee Applications	27.0	\$6,987.00
Restructuring Actions	21.6	\$12,532.50
Tax	21.6	\$11,212.50
Travel Time	24.1	\$10,980.00
<i>Total</i>	<i>506.0</i>	<i>\$223,917.00</i>

*Exhibit B*

*Advanta Corp., et al.,  
Summary of Time Detail by Professional  
August 1, 2010 through August 31, 2010*

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Kevin Gregson	Managing Director	\$815 00	7 3	\$5,949 50
Joseph Bondi	Managing Director	\$775 00	12 7	\$9,842 50
Julie Hertzberg	Managing Director	\$625 00	1 9	\$1,187 50
Andrew Sagat	Director	\$500 00	202 2	\$101,100 00
Uri Horowitz	Senior Associate	\$410 00	5 3	\$2,173 00
Michael Eisenberg	Associate	\$400 00	179 2	\$71,680 00
Doug Lewandowski	Consultant	\$375 00	68 2	\$25,575 00
Betty Croft	Consultant	\$325 00	9 6	\$3,120 00
Mary Napoliello	Paraprofessional	\$200 00	9 9	\$1,980 00
Debra Mosley	Paraprofessional	\$135 00	9 7	\$1,309 50
		<i>Total</i>	506 0	\$223,917 00

*Advanta Corp., et al.,  
Summary of Time Detail by Professional  
August 1, 2010 through August 31, 2010*

Bankruptcy Support

Advise and assist the company on matters concerning operating the business under Chapter 11.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	2.1	\$1,627.50
Andrew Sagat	Director	\$500	3.0	\$1,500.00
Michael Eisenberg	Associate	\$400	1.3	\$520.00
			6.4	\$3,647.50
<i>Average Billing Rate</i>				\$569.92

*Advanta Corp., et al.,  
Summary of Time Detail by Professional  
August 1, 2010 through August 31, 2010*

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	6.3	\$3,150.00
Michael Eisenberg	Associate	\$400	8.1	\$3,240.00
			14.4	\$6,390.00
		<i>Average Billing Rate</i>		\$443.75

*Exhibit C*

*Advanta Corp., et al.,  
Summary of Time Detail by Professional  
August 1, 2010 through August 31, 2010*

**Cash Management**

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	1.5	\$750.00
Michael Eisenberg	Associate	\$400	0.7	\$280.00
			2.2	\$1,030.00
<i>Average Billing Rate</i>				\$468.18

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## Chapter 11 Plan

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	7 3	\$5,657 50
Andrew Sagat	Director	\$500	123 3	\$61,650 00
Michael Eisenberg	Associate	\$400	138 7	\$55,480 00
			269 3	\$122,787 50
	<i>Average Billing Rate</i>			\$455 95

Advise and assist the company with the review of claims filed against the Debtors.

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Coordination & Communication  
with Stakeholders

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	0.5	\$387.50
Andrew Sagat	Director	\$500	1.2	\$600.00
			1.7	\$987.50
	<i>Average Billing Rate</i>			\$580.88



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**Fee Applications**

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	1 3	\$1,007 50
Andrew Sagat	Director	\$500	2 5	\$1,250 00
Michael Eisenberg	Associate	\$400	3 6	\$1,440 00
Debra Mosley	Paraprofessional	\$135	9 7	\$1,309 50
Mary Napoliello	Paraprofessional	\$200	9 9	\$1,980 00
			27 0	\$6,987 00
<i>Average Billing Rate</i>				\$258 78

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**Restructuring Actions**

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Kevin Gregson	Managing Director	\$815	7.3	\$5,949.50
Andrew Sagat	Director	\$500	8.1	\$4,050.00
Michael Eisenberg	Associate	\$400	0.9	\$360.00
Uri Horowitz	Senior Associate	\$410	5.3	\$2,173.00
			<u>21.6</u>	<u>\$12,532.50</u>
	<i>Average Billing Rate</i>			<u>\$580.21</u>

*Exhibit C*

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Tax

Advise and assist the company on tax matters.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	1.5	\$1,162.50
Andrew Sagat	Director	\$500	20.1	\$10,050.00
			21.6	\$11,212.50
<i>Average Billing Rate</i>				\$519.10

*Exhibit C*

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Travel Time

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	13.4	\$6,700.00
Michael Eisenberg	Associate	\$400	10.7	\$4,280.00
			24.1	\$10,980.00
		<i>Average Billing Rate</i>		\$455.60

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***Exhibit D***

**Bankruptcy Support**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Joseph Bondi	8/2/2010	0.4	Review status of pending issues in the case.
Andrew Sagat	8/3/2010	0.8	Prepare for and participate in meetings with Advanta re: case updates and liquidation analysis
Andrew Sagat	8/5/2010	0.2	Prepare for and participate in weekly update call
Joseph Bondi	8/9/2010	1.7	Conference with company and WGM re Ch 11 timeline and process
Andrew Sagat	8/12/2010	0.5	Prepare for and participate in weekly update meeting
Michael Eisenberg	8/12/2010	0.5	Prepare for and participate in weekly update meeting
Andrew Sagat	8/19/2010	0.6	Prepare open items listing and email correspondence related thereto
Andrew Sagat	8/26/2010	0.3	Prepare for and participate in in weekly update call.
Michael Eisenberg	8/26/2010	0.3	Prepare for and participate in in weekly update call.
Andrew Sagat	8/31/2010	0.6	Prepare for and participate in meeting with A. Holderer (Advanta) re: post-confirmation costs and related follow-up
Michael Eisenberg	8/31/2010	0.5	Prepare for and participate in meeting with A. Holderer (Advanta)
<b>Subtotal</b>		<b>6.4</b>	

**Business Planning / Operations**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	8/2/2010	0.6	Review of cash management order regarding custodian change for Class D Notes and related discussions with Weil and L. Preston (Advanta).
Andrew Sagat	8/2/2010	0.3	Review of severance files to respond to question from Advanta
Andrew Sagat	8/3/2010	0.5	Prepare for and participate in meeting with L. Preston (Advanta) re: custodian to Class D notes
Andrew Sagat	8/6/2010	0.6	Review of and revisions to Reliance custodial services summary
Andrew Sagat	8/24/2010	0.9	Review of August monthly forecast draft
Michael Eisenberg	8/24/2010	3.1	Prepare August monthly forecast draft schedules
Andrew Sagat	8/25/2010	0.6	Review of revised forecast data for servicing cost adjustment
Andrew Sagat	8/25/2010	1.0	Review of forecast bridge vs. prior distributed version
Michael Eisenberg	8/25/2010	1.0	Prepare forecast bridge vs. prior distributed version
Michael Eisenberg	8/25/2010	3.1	Continue preparing August monthly forecast draft schedules

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***Exhibit D***

**Business Planning / Operations**

Professional	Date	Hours	Activity
Michael Eisenberg	8/25/2010	0 9	Review of revised forecast data for servicing cost adjustments and related model updates
Andrew Sagat	8/30/2010	0 4	Review of receivable servicing impact to receivables and adjust cost reserve
Andrew Sagat	8/31/2010	0 6	Review of Cardworks servicing cost detailed forecast
Andrew Sagat	8/31/2010	0 8	Review and respond to correspondence related to monthly forecast process, and sale of fixed assets in storage and participate in related discussions
<b>Subtotal</b>		<b>14.4</b>	

**Cash Management**

Professional	Date	Hours	Activity
Andrew Sagat	8/2/2010	0 4	Review of cash forecast
Andrew Sagat	8/4/2010	0 3	Review of cash forecast package
Andrew Sagat	8/18/2010	0 4	Prepare for and participate in cash forecast meeting
Michael Eisenberg	8/18/2010	0 4	Prepare for and participate in cash forecast meeting
Andrew Sagat	8/31/2010	0 4	Review of cash forecast and related emails
Michael Eisenberg	8/31/2010	0 3	Review of cash forecast
<b>Subtotal</b>		<b>2.2</b>	

**Chapter 11 Plan**

Professional	Date	Hours	Activity
Andrew Sagat	8/2/2010	4 3	Review of and revisions to June liquidation model subcon scenarios and intercompany treatment
Andrew Sagat	8/3/2010	3 1	Review of and revisions to June liquidation model for scenario comparisons, semi-consolidation scenarios and June wind-down cost information
Andrew Sagat	8/3/2010	1 8	Review of and revisions to June liquidation model for presentation of June intercompany balances and reconciliation of claims data
Andrew Sagat	8/4/2010	2 0	Preparation of June liquidation distribution package for internal review and overall review prior to distribution and update of notes and key assumptions tabs

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***Exhibit D***

**Chapter 11 Plan**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	8/4/2010	3 1	Continue review of and revisions to June liquidation model for assumptions toggles page, review of intercompany balances, allocation of professional fees and wind-down costs, asset and recovery balances in all scenarios and flow of value by legal entity.
Andrew Sagat	8/5/2010	0 6	Review of comments to June liquidation notes and assumptions and revise file.
Andrew Sagat	8/5/2010	0 6	Provide comments to intercompany balance analysis.
Andrew Sagat	8/5/2010	1 1	Prepare for and participate in call with V. Vron (Weil) re: intercompany balance review.
Andrew Sagat	8/5/2010	1 1	Review of preliminary intercompany balance analysis and prepare for and participate in call with C. Wilson (Advanta) regarding the same.
Andrew Sagat	8/5/2010	1 2	Adjustments to June liquidation model for preliminary intercompany loan analysis adjustments.
Andrew Sagat	8/6/2010	0 4	Prepare for and participate in call with C. Wilson (Advanta) re: intercompany loans.
Andrew Sagat	8/6/2010	0 5	Review of intercompany loan explanations for legal entities provided.
Andrew Sagat	8/6/2010	2 0	Update June liquidation model for intercompany comments from Advanta.
Andrew Sagat	8/9/2010	1 9	Prepare for and participate in meeting with V. Vron (Weil) re: intercompany claim analysis.
Andrew Sagat	8/9/2010	0 6	Review of intercompany balance analysis and related follow up.
Andrew Sagat	8/9/2010	1 5	Prepare for and participate in meeting with Weil and Advanta re: plan timing.
Michael Eisenberg	8/9/2010	1 5	Prepare for and participate in meeting with V. Vron (Weil) re: intercompany claim analysis.
Michael Eisenberg	8/9/2010	3 5	Calculate liquidation recovery model with updated intercompanies treatment.
Michael Eisenberg	8/9/2010	3 2	Meeting with C. Wilson (Advanta) to discuss intercompany edits to liquidation model.
Andrew Sagat	8/10/2010	0 7	Update of intercompany balance analysis and review.
Andrew Sagat	8/10/2010	0 6	Status review of liquidation model and open items.
Michael Eisenberg	8/10/2010	1 2	Update of intercompany balance analysis and review.
Michael Eisenberg	8/10/2010	3 2	Update to liquidation recovery model.
Michael Eisenberg	8/10/2010	1 4	Prepare and present liquidation model and open items.
Andrew Sagat	8/11/2010	3 2	Review of revised June liquidation model and revisions to semi-consolidated analysis, intercompany section and notes.

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*Exhibit D*

**Chapter 11 Plan**

Professional	Date	Hours	Activity
Andrew Sagat	8/11/2010	0.6	Review of next steps and open items for June liquidation model
Andrew Sagat	8/11/2010	1.8	Prepare for and participate in meeting with Advanta and Weil re: intercompany balance review
Andrew Sagat	8/11/2010	0.8	Update to intercompany balance review summary based on meetings
Michael Eisenberg	8/11/2010	2.0	Prepare for and participate in meeting with Advanta and Weil re: intercompany balance review
Michael Eisenberg	8/11/2010	1.1	Prepare and review June liquidation model
Michael Eisenberg	8/11/2010	3.3	Review and include intercompany balance review summary based on meetings
Michael Eisenberg	8/11/2010	3.5	Revise June liquidation analysis, notes, and model
Andrew Sagat	8/12/2010	1.0	Prepare for and participate in meeting with V. Vron (Weil) re: substantive consolidation options
Andrew Sagat	8/12/2010	1.0	Prepare for and participate in meeting with P. Browne (Advanta) re: substantive consolidation options and plan discussions
Michael Eisenberg	8/12/2010	1.0	Prepare for and participate in meeting with P. Browne (Advanta) re: substantive consolidation options and plan discussions
Andrew Sagat	8/13/2010	2.2	Review of and discussions related to revised plan structure options per liquidation analysis
Andrew Sagat	8/13/2010	3.0	Preparation of draft claims reserve analysis and update of liquidation model
Andrew Sagat	8/13/2010	1.2	Prepare for and participate in meeting with P. Browne (Advanta) re: liquidation model and consolidation scenarios
Andrew Sagat	8/13/2010	1.2	Call with V. Vron (Weil) re: substantive consolidation scenarios
Michael Eisenberg	8/13/2010	1.3	Prepare for and participate in meeting with P. Browne (Advanta) re: liquidation model and consolidation scenarios
Michael Eisenberg	8/13/2010	1.5	Prepare and participate in call with V. Vron (Weil) re: substantive consolidation scenarios
Michael Eisenberg	8/13/2010	3.2	Review and include claims reserve analysis for update of liquidation model
Michael Eisenberg	8/13/2010	2.2	Review of and discussions related to revised plan structure options per liquidation analysis
Andrew Sagat	8/14/2010	1.4	Preparation of consolidation scenario summary and review of analysis based on revised assumptions
Michael Eisenberg	8/14/2010	3.3	Update to liquidation recovery model
Andrew Sagat	8/16/2010	1.0	Internal discussion related to update of liquidation model
Andrew Sagat	8/16/2010	0.5	Correspondence with P. Browne (Advanta) re: plan timing



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*Exhibit D*

**Chapter 11 Plan**

Professional	Date	Hours	Activity
Andrew Sagat	8/16/2010	0 4	Prepare for and participate in call with V Vron (Weil) re: plan updates
Andrew Sagat	8/16/2010	2 5	Review of liquidation model updated scenario based on scenario update from Advanta and Weil, provide comments and participate in review discussion internally
Andrew Sagat	8/16/2010	0 5	Update of inter-debtor balance summary
Andrew Sagat	8/16/2010	0 5	Prepare for and participate in call with A Holderer (Advanta) re: plan timing and other updates
Michael Eisenberg	8/16/2010	0 5	Update of inter-debtor balance summary
Michael Eisenberg	8/16/2010	2 8	Prepare liquidation model claims data recovery page
Michael Eisenberg	8/16/2010	0 4	Prepare for and participate in call with V Vron (Weil) re: plan updates
Michael Eisenberg	8/16/2010	1 1	Prepare for internal discussion related to update of liquidation model
Michael Eisenberg	8/16/2010	3 4	Continue to prepare liquidation model with scenarios
Andrew Sagat	8/17/2010	1 8	Prepare for and participate in calls with Weil re: liquidation plan scenarios, plan timing, reserve analysis and other plan topics and related follow-up
Andrew Sagat	8/17/2010	0 5	Prepare for and participate in meeting with A Holder (Advanta) re: plan timing
Andrew Sagat	8/17/2010	2 8	Review and update of liquidation model scenarios based on latest information
Andrew Sagat	8/17/2010	1 0	Prepare for and participate in meeting with Advanta and Weil re: plan timing and open items
Michael Eisenberg	8/17/2010	3 5	Continue making updates to liquidation model
Michael Eisenberg	8/17/2010	3 1	Review and update of liquidation model scenarios based on latest information
Michael Eisenberg	8/17/2010	2 6	Include updated claim reserve analysis in liquidation analysis
Andrew Sagat	8/18/2010	0 6	Prepare for and participate in meeting with Advanta re: plan timing and open items
Andrew Sagat	8/18/2010	0 5	Prepare revisions to intercompany balance summary based on discussions with Advanta
Andrew Sagat	8/18/2010	0 9	Prepare for and participate in meetings with C Wilson (Advanta) and D Albert (Advanta) re: intercompany balances
Andrew Sagat	8/18/2010	3 1	Review of revised liquidation model scenarios based on intercompany loan and claims treatment
Andrew Sagat	8/18/2010	2 9	Prepare for and participate in calls with V Vron (Weil) re: liquidation model scenarios and plan timing

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***Exhibit D***

**Chapter 11 Plan**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Michael Eisenberg	8/18/2010	1.5	Include update to claims reserve analysis and review
Michael Eisenberg	8/18/2010	2.5	Review and prepare revisions to intercompany balance summary based on discussions with Advanta.
Michael Eisenberg	8/18/2010	0.9	Prepare for and participate in meetings with C. Wilson (Advanta) and D. Albert (Advanta) re: intercompany balances.
Michael Eisenberg	8/18/2010	1.2	Prepare for and participate in calls with V. Vron (Weil) re: liquidation model scenarios and plan timing
Michael Eisenberg	8/18/2010	3.1	Review and update of liquidation model scenarios based on latest information
Andrew Sagat	8/19/2010	1.0	Update and review consolidation scenarios in liquidation model.
Andrew Sagat	8/19/2010	0.8	Update liquidation model notes.
Andrew Sagat	8/19/2010	0.4	Review professional fee forecast
Andrew Sagat	8/19/2010	1.5	Review of revised June liquidation model
Andrew Sagat	8/19/2010	0.3	Discussions related to intercompany balances and related updates
Andrew Sagat	8/19/2010	0.4	Review of update cost reserve file.
Andrew Sagat	8/19/2010	1.0	Review materials for comparable best interest test analyses
Joseph Bondi	8/19/2010	0.7	Review issues re: proposed Plan of reorganization
Michael Eisenberg	8/19/2010	0.4	Prepare professional fee forecast
Michael Eisenberg	8/19/2010	1.3	Review materials for comparable best interest test analyses
Michael Eisenberg	8/19/2010	3.7	Revise June liquidation model
Michael Eisenberg	8/19/2010	1.4	Update and review consolidation scenarios in liquidation model
Michael Eisenberg	8/19/2010	0.3	Discussions related to intercompany balances and related updates.
Michael Eisenberg	8/19/2010	3.2	Update liquidation model
Andrew Sagat	8/20/2010	1.8	Update and review of scenario summary and preparation of package for review.
Andrew Sagat	8/20/2010	0.7	Prepare for and participate in meeting with Advanta re: professional fee allocations
Andrew Sagat	8/20/2010	2.9	Review of legal entity recoveries and flow of proceeds to claims for deconsolidated and semiconsolidated scenarios.
Andrew Sagat	8/20/2010	0.6	Review of scheduled intercompany claims and prepare schedule for review by Advanta
Andrew Sagat	8/20/2010	1.1	Review of professional fee forecast and allocation methodology summary.

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*Exhibit D*

**Chapter 11 Plan**

Professional	Date	Hours	Activity
Michael Eisenberg	8/20/2010	1 5	Prepare professional fee forecast and allocation methodology summary
Michael Eisenberg	8/20/2010	3 2	Prepare scheduled intercompany claims and prepare schedule for review by Advanta
Michael Eisenberg	8/20/2010	0 7	Prepare for and participate in meeting with Advanta re: professional fee allocations
Michael Eisenberg	8/20/2010	3 2	Update liquidation model
Michael Eisenberg	8/20/2010	3 3	Prepare scenario summary and preparation of package for review
Andrew Sagat	8/22/2010	0 6	Review of professional fee allocation analysis
Andrew Sagat	8/22/2010	3 0	Prepare and review draft of Best Interests Test analysis write-up.
Michael Eisenberg	8/22/2010	3 1	Prepare professional fee allocation analysis
Michael Eisenberg	8/22/2010	3 2	Prepare draft of Best Interests Test analysis.
Andrew Sagat	8/23/2010	0 4	Prepare for and participate in call with A. Holderer (Advanta) re: model package and other related materials for the disclosure statement
Andrew Sagat	8/23/2010	2 8	Review of draft Chapter 11 Plan
Andrew Sagat	8/23/2010	2 5	Preparation of liquidation analysis notes section to Best Interests Test analysis and revisions to overview and other sections
Andrew Sagat	8/23/2010	0 6	Correspondence with Advanta re: disclosure statement analyses and forecasts
Andrew Sagat	8/23/2010	0 7	Review of comments to draft Chapter 11 Plan
Andrew Sagat	8/23/2010	0 8	Review of draft schedules for Best Interest Test analysis and related discussions
Joseph Bondi	8/23/2010	1 4	Review draft of Debtor's Plan of Reorganization.
Michael Eisenberg	8/23/2010	3 3	Prepare Best Interest Test analysis and related discussions.
Michael Eisenberg	8/23/2010	1 3	Review of draft Chapter 11 Plan from Weil.
Andrew Sagat	8/24/2010	2 7	Review of edits to liquidation model from Advanta and update of summary schedules and notes and related internal discussions
Andrew Sagat	8/24/2010	2 1	Review of Best Interests Test model scenario for treatment of receivables portfolio, professional fees and format and related discussions
Andrew Sagat	8/24/2010	1 7	Review of and revisions to Best Interests Test analysis
Andrew Sagat	8/24/2010	0 4	Prepare for and participate in meeting with A. Holderer (Advanta) re: Best Interest Test assumptions
Michael Eisenberg	8/24/2010	3 3	Continue preparing Best Interest Test analysis and model inputs

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*Exhibit D*

**Chapter 11 Plan**

Professional	Date	Hours	Activity
Michael Eisenberg	8/24/2010	2 7	Review of edits to liquidation model from Advanta
Michael Eisenberg	8/24/2010	0 5	Prepare for and participate in meeting with A. Holderer (Advanta) re: Best Interest Test assumptions
Michael Eisenberg	8/24/2010	2 9	Prepare revisions to Best Interests Test analysis
Andrew Sagat	8/25/2010	1 5	Review of liquidation forecast package and other materials in advance of distribution
Andrew Sagat	8/25/2010	0 3	Update of intercompany summary analysis
Andrew Sagat	8/25/2010	1 0	Review of scenario summary and provide comments
Joseph Bondi	8/25/2010	1 7	Review and comment on liquidation analysis draft
Michael Eisenberg	8/25/2010	1 1	Prepare and review of scenario summary and provide comments
Andrew Sagat	8/26/2010	0 6	Review of updated Chapter 11 Plan draft
Andrew Sagat	8/26/2010	3 3	Revisions to Best Interests Test write-up
Andrew Sagat	8/26/2010	0 5	Prepare for and participate in call with A. Holderer (Advanta) re: Best Interests Test
Andrew Sagat	8/26/2010	0 5	Prepare for and participate in call with V. Vron (Weil) re: disclosure statement
Andrew Sagat	8/26/2010	1 1	Review of revised liquidation model package
Andrew Sagat	8/26/2010	0 7	Internal review discussion regarding Best Interests Test
Andrew Sagat	8/26/2010	0 8	Review of Best Interests test proceeds bridge
Joseph Bondi	8/26/2010	0 9	Conference re: changes to draft liquidation analysis
Michael Eisenberg	8/26/2010	2 3	Prepare and review revised liquidation model package
Michael Eisenberg	8/26/2010	0 7	Internal review discussion regarding Best Interests Test
Michael Eisenberg	8/26/2010	3 1	Revisions to Best Interests Test analysis and scenarios
Michael Eisenberg	8/26/2010	2 1	Prepare Best Interests test proceeds bridge
Andrew Sagat	8/27/2010	1 8	Review of revised draft of Plan and provide comments to Weil
Andrew Sagat	8/27/2010	1 3	Prepare for and participate in meeting with Advanta re: liquidation models, substantive consolidation and best interests test bridge
Andrew Sagat	8/27/2010	0 5	Review of handouts and support files for meeting with Advanta re: liquidation model
Andrew Sagat	8/27/2010	1 5	Review of Best Interests test analysis and internal discussion related thereto
Andrew Sagat	8/27/2010	0 4	Prepare for and participate in call with Weil re: Plan and disclosure statement

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**Chapter 11 Plan**

Professional	Date	Hours	Activity
Andrew Sagat	8/27/2010	0.4	Review of revised Best Interests Test bridge.
Joseph Bondi	8/27/2010	0.7	Review revision to liquidation analysis and related conference.
Michael Eisenberg	8/27/2010	1.2	Prepare handouts and support files for meeting with Advanta re: liquidation model.
Michael Eisenberg	8/27/2010	1.5	Review of Best Interests test analysis and internal discussion related thereto.
Michael Eisenberg	8/27/2010	3.0	Prepare and run Best Interests Test analysis and scenarios.
Andrew Sagat	8/30/2010	0.6	Prepare for and participate in call with Weil and Advanta re: Chapter 11 Plan review.
Andrew Sagat	8/30/2010	0.8	Review of entity level recoveries in response to questions from Weil.
Andrew Sagat	8/30/2010	1.0	Review of and response to various email correspondence re: insurance policies, Chapter 11 plan review, payment of professional fees and other miscellaneous items.
Andrew Sagat	8/30/2010	1.4	Review of revised draft of the Chapter 11 Plan.
Andrew Sagat	8/30/2010	3.0	Review of Best Interests Test analysis and write-up and make various revisions.
Andrew Sagat	8/30/2010	0.8	Prepare for and participate in call with V. Vron (Weil) re: Best Interests Test analysis.
Michael Eisenberg	8/30/2010	2.9	Prepare and revise Best Interests Test analysis, review write-up.
Michael Eisenberg	8/30/2010	0.8	Prepare for and participate in call with V. Vron (Weil) re: Best Interests Test analysis.
Michael Eisenberg	8/30/2010	1.2	Include receivable servicing costs in liquidation model and adjust cost reserve.
Michael Eisenberg	8/30/2010	0.6	Review revised draft of the Chapter 11 Plan.
Andrew Sagat	8/31/2010	1.8	Prepare bridge between the liquidation model forecast and prior forecasts and participate in related discussions with Advanta.
Andrew Sagat	8/31/2010	1.3	Review of Best Interests test revised analysis.
Andrew Sagat	8/31/2010	1.6	Review of and prepare responses to disclosure statement questions from Weil.
Joseph Bondi	8/31/2010	0.6	Review of issues re: intercompany payables under Plan of Reorganization.
Joseph Bondi	8/31/2010	1.3	Review draft of disclosure Statement.
Michael Eisenberg	8/31/2010	2.3	Include Cardworks servicing cost detailed forecast in liquidation model.
Michael Eisenberg	8/31/2010	3.5	Prepare and review Best Interests test revised analysis.

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*Exhibit D*

**Chapter 11 Plan**

Professional	Date	Hours	Activity
Michael Eisenberg	8/31/2010	2 4	Prepare high-level convenience claims analysis for liquidation model
Michael Eisenberg	8/31/2010	1 3	Review of and prepare responses to disclosure statement questions from Weil - analysis updates to model
Michael Eisenberg	8/31/2010	3 2	Update liquidation model for revised costs and updates
<b>Subtotal</b>		<b>269.3</b>	

**Claims**

Professional	Date	Hours	Activity
Julie Hertzberg	4/27/2010	0 3	Conference with A. Sagat re: claims reconciliation summary
Julie Hertzberg	4/30/2010	0 1	Correspondence with D. Lewandowski re: claims summary report
Doug Lewandowski	8/2/2010	1 5	Create duplicative claim exhibits
Doug Lewandowski	8/2/2010	0 9	Update duplicate claim matches for employee claims
Doug Lewandowski	8/2/2010	0 7	Correspond with Weil regarding the books & records exhibit
Doug Lewandowski	8/2/2010	0 8	Update Advanta omnibus events in BART
Doug Lewandowski	8/2/2010	0 4	Correspond with Weil regarding duplicative tax claims
Doug Lewandowski	8/3/2010	1 5	Add HR claims to the dupe/amend objection
Doug Lewandowski	8/3/2010	0 4	Load new claims into BART
Doug Lewandowski	8/3/2010	0 4	Correspond with N. Gordon (Adv) regarding newly filed claims
Doug Lewandowski	8/3/2010	1 1	Create and review Dupe/Amend objection exhibits
Doug Lewandowski	8/4/2010	0 9	Review tax support and match up to tax claims reconciliation
Doug Lewandowski	8/4/2010	1 5	Research no documentation claims
Doug Lewandowski	8/4/2010	1 7	Create no liability claim objection for Weil review
Doug Lewandowski	8/4/2010	2 1	Update reasons for modification for the books & records claims
Doug Lewandowski	8/5/2010	1 8	Create objection exhibits to modify claim classes
Doug Lewandowski	8/5/2010	1 5	Review substantive objection exhibits and make changes as necessary in BART
Doug Lewandowski	8/5/2010	1 5	Create objection exhibits to change Debtors and amounts
Doug Lewandowski	8/5/2010	1 3	Create draft exhibits of the substantive and non-substantive objections

*Advanta Corp., et al.,  
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*Exhibit D*

**Claims**

Professional	Date	Hours	Activity
Doug Lewandowski	8/5/2010	0 3	Correspond with J. Ganesh regarding the omnibus objections to claims
Doug Lewandowski	8/6/2010	0 4	Discussion with J. Ganesh (Weil) on substantive objections to claims
Doug Lewandowski	8/6/2010	0 4	Correspond with J. Ganesh regarding the omnibus objections to claims
Andrew Sagat	8/9/2010	0 3	Prepare for and participate in call with A&M claims management re: calculation of claims reserve
Doug Lewandowski	8/9/2010	2 1	Categorize claims for the reserves calculation.
Doug Lewandowski	8/9/2010	0 4	Discussion with A. Sagat, M. Eisenberg, and J. Hertzberg regarding plan reserves.
Doug Lewandowski	8/9/2010	0 5	Identify subordinated claims in BART
Doug Lewandowski	8/9/2010	0 3	Follow-up with N. Gordon (Adv) regarding outstanding claim issues
Doug Lewandowski	8/9/2010	1 8	Create weekly summary report
Julie Hertzberg	8/9/2010	0 3	Conference call with A. Sagat and D. Lewandowski re: plan class estimation
Michael Eisenberg	8/9/2010	0 3	Prepare for and participate in call with A&M claims management re: calculation of claims reserve
Doug Lewandowski	8/10/2010	1 4	Create summary of no liability and disputed claims for reserve calculation
Doug Lewandowski	8/10/2010	1 4	Categorize claims for the reserves calculation.
Doug Lewandowski	8/10/2010	0 7	Create a claim amount detail summary by Debtor.
Doug Lewandowski	8/10/2010	0 8	Update the weekly claims summary with changes from A. Sagat (AM).
Doug Lewandowski	8/10/2010	0 6	Correspond with D. Hoehne (Weil) regarding tax claims
Doug Lewandowski	8/10/2010	0 9	Create summary of dupe/amend claims for reserve calculation
Doug Lewandowski	8/10/2010	1 2	Create summary of completed claims for reserve calculation
Andrew Sagat	8/11/2010	0 5	Review of claims summary
Andrew Sagat	8/11/2010	0 8	Prepare for and participate in meeting with P. Browne (Advanta) re: claims data.
Andrew Sagat	8/11/2010	0 6	Prepare for and participate in claims review meeting
Andrew Sagat	8/11/2010	1 0	Prepare for and participate in call with D. Lewandowski (A&M) re: claims reserve and summary questions
Andrew Sagat	8/11/2010	0 5	Review of draft claims reserve analysis.

*Advanta Corp., et al.,  
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*Exhibit D*

**Claims**

Professional	Date	Hours	Activity
Doug Lewandowski	8/11/2010	0 6	Update weekly claims report summary with changes from the weekly claim discussion
Doug Lewandowski	8/11/2010	2 3	Create summary by Debtor of categorized claims.
Doug Lewandowski	8/11/2010	0 4	Correspond with M. Eisenberg (AM) regarding plan reserves.
Doug Lewandowski	8/11/2010	0 5	Claims discussion with Advanta, Weil, and A. Sagat (AM).
Doug Lewandowski	8/11/2010	1 1	Update reserve analysis with additional changes per A. Sagat (AM)
Doug Lewandowski	8/11/2010	0 9	Discussion with M. Eisenberg (AM) and A. Sagat (AM) regarding plan reserves
Doug Lewandowski	8/11/2010	1 2	Refresh reserve analysis
Doug Lewandowski	8/11/2010	0 7	Load Omni 2 objection reasons into BART
Michael Eisenberg	8/11/2010	0 5	Review of draft claims reserve analysis
Michael Eisenberg	8/11/2010	0 5	Prepare for and participate in claims review meeting
Michael Eisenberg	8/11/2010	1 0	Prepare for and participate in call with D. Lewandowski (A&M) re: claims reserve and summary questions
Michael Eisenberg	8/11/2010	0 4	Review of claims summary
Andrew Sagat	8/12/2010	0 9	Prepare for and participate in various calls re: claims data and claims reserve.
Andrew Sagat	8/12/2010	1 0	Review of revised claims summaries
Andrew Sagat	8/12/2010	1 3	Preparation of draft claims reserve analysis.
Andrew Sagat	8/12/2010	3 1	Review of June liquidation model by legal entity and for updated claims information
Michael Eisenberg	8/12/2010	0 9	Review of revised claims summaries
Michael Eisenberg	8/12/2010	0 6	Prepare for and participate in various calls re: claims data and claims reserve
Michael Eisenberg	8/12/2010	1 4	Preparation of draft claims reserve analysis
Michael Eisenberg	8/12/2010	3 1	Prepare and review June liquidation model for updated claims information.
Andrew Sagat	8/13/2010	0 6	Prepare for and participate in call with D. Lewandowski (A&M) re: claims reserve analysis
Doug Lewandowski	8/13/2010	1 3	Update the reserve summary with the changes for the ordered equity claims
Doug Lewandowski	8/13/2010	1 4	Update BART with the Omni 1 order
Doug Lewandowski	8/13/2010	0 8	Update the reserve summary with changes from A. Sagat (AM)



*Advanta Corp., et al.,  
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*Exhibit D*

**Claims**

Professional	Date	Hours	Activity
Doug Lewandowski	8/13/2010	0 3	Discussion with A. Sagat (AM) regarding changes to the reserve analysis report
Michael Eisenberg	8/13/2010	0 6	Prepare for and participate in call with D. Lewandowski (A&M) re: claims reserve analysis
Andrew Sagat	8/16/2010	0 9	Review of liquidation model claims data recovery page
Andrew Sagat	8/16/2010	0 9	Review of draft claims reserve analysis and updates
Andrew Sagat	8/16/2010	0 4	Prepare for and participate in call with D. Lewandowski (A&M) re: claims reserve
Doug Lewandowski	8/16/2010	0 4	Identify unliquidated claims for B. Croft (AM) review
Doug Lewandowski	8/16/2010	0 4	Discussion with A. Sagat (AM) regarding the plan reserves
Doug Lewandowski	8/16/2010	0 5	Discussion with A. Sagat (AM) regarding the plan reserves
Doug Lewandowski	8/16/2010	0 4	Correspond with L. Preston (Adv) regarding retail note claims
Julie Hertzberg	8/16/2010	0 4	Review reserve estimates for POR
Michael Eisenberg	8/16/2010	0 4	Prepare for and participate in call with D. Lewandowski (A&M) re: claims reserve
Michael Eisenberg	8/16/2010	0 9	Review of draft claims reserve analysis and updates
Andrew Sagat	8/17/2010	0 5	Prepare for and participate in call with A&M claims management re: claims reserve analysis
Andrew Sagat	8/17/2010	1 9	Update claim reserve analysis for reconciled and claim review
Andrew Sagat	8/17/2010	0 7	Prepare notes to claim reserve analysis
Andrew Sagat	8/17/2010	0 5	Review of mortgage litigation claims summary
Doug Lewandowski	8/17/2010	0 5	Discussion with J. Hertzberg (AM) and A. Sagat (AM) regarding plan reserves
Doug Lewandowski	8/17/2010	0 5	Discussion with J. Hertzberg (AM) on plan reserves
Julie Hertzberg	8/17/2010	0 4	Conference with A. Sagat and D. Lewandowski re: review of reserve estimates for POR
Julie Hertzberg	8/17/2010	0 4	Telephone conference with D. Lewandowski re: review of reserve estimates for POR
Michael Eisenberg	8/17/2010	0 6	Prepare for and participate in call with A&M claims management re: claims reserve analysis
Michael Eisenberg	8/17/2010	0 7	Review notes to claim reserve analysis
Andrew Sagat	8/18/2010	0 8	Prepare update to claims reserve analysis and review
Andrew Sagat	8/19/2010	0 5	Update claims scenarios for revised claims information

*Advanta Corp., et al.,  
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*Exhibit D*

**Claims**

Professional	Date	Hours	Activity
Andrew Sagat	8/19/2010	1 0	Prepare claims scenario bridge
Betty Croft	8/19/2010	2 7	Review of support given for 40 Claims to identify the potential amount of what the claim could be vs stating only unliquidated
Betty Croft	8/19/2010	1 6	Continue - review of support given for 40 Claims to identify the potential amount of what the claim could be vs stating only unliquidated
Betty Croft	8/19/2010	1 7	Continue review of support given for 40 Claims to identify the potential amount of what the claim could be vs stating only unliquidated
Michael Eisenberg	8/19/2010	1 6	Prepare claims scenarios for revised claims information
Michael Eisenberg	8/19/2010	0 6	Review claims scenario bridge
Andrew Sagat	8/20/2010	1 2	Update and reconcile claims data file to liquidation model
Andrew Sagat	8/20/2010	0 6	Prepare for and participate in call with D Lewandowski (A&M) re: claims report and reserve analysis
Doug Lewandowski	8/20/2010	0 5	Discussion with A Sagat (AM) on plan reserves and claims reconciliation issues
Doug Lewandowski	8/20/2010	0 2	Correspond with N Gordon (ADV) regarding rejection claims
Doug Lewandowski	8/20/2010	0 8	Identify docketing errors on duplicative claims
Doug Lewandowski	8/20/2010	1 1	Create review dupe/amend exhibits for Weil review
Doug Lewandowski	8/20/2010	0 3	Correspond with GCG regarding withdrawn claims
Doug Lewandowski	8/20/2010	0 6	Discussion with J. Ganesh (Weil) and D Hoehne (Weil) regarding omnibus claims objections
Doug Lewandowski	8/20/2010	1 4	Create objection exhibits for Omni 4
Doug Lewandowski	8/20/2010	2 1	Review Duplicative, Amended, and Cross Debtor Duplicative claim objections to add additional claims
Michael Eisenberg	8/20/2010	0 6	Prepare for and participate in call with D Lewandowski (A&M) re: claims report and reserve analysis
Andrew Sagat	8/23/2010	0 4	Review of mortgage litigation claims analysis
Doug Lewandowski	8/23/2010	1 5	Create weekly claims summary report
Doug Lewandowski	8/23/2010	2 1	Review certain litigation claims against the Cozen schedule
Doug Lewandowski	8/23/2010	0 3	Correspond with A Sagat (AM) and J. Ganesh (Weil) regarding the weekly report
Doug Lewandowski	8/23/2010	1 1	Create weekly claims summary report
Andrew Sagat	8/24/2010	0 5	Prepare for and participate in call with D Lewandowski (A&M) and Weil re: employee claims

***Advanta Corp., et al.,  
Time Detail by Activity by Professional  
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***Exhibit D***

**Claims**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Doug Lewandowski	8/24/2010	0.4	Correspond with A. Sagat (AM) and D. Hohene (Weil) and J. Ganesh (Weil) regarding weekly reporting
Doug Lewandowski	8/24/2010	0.2	Discussion with D. Hoehne (Weil) and A. Sagat (AM) regarding claims objections
Doug Lewandowski	8/24/2010	0.2	Discussion with A. Sagat (AM) regarding employee claims
Andrew Sagat	8/25/2010	0.5	Prepare for and participate in bi-weekly claims call
Betty Croft	8/25/2010	2.1	Prepare the Omnibus Objection for Duplicate, Amended and Cross Debtor Duplicate in Excel. Follow up with D. Lewandowski (A&M).
Betty Croft	8/25/2010	1.5	Prepare the Omnibus Objection for Duplicate, Amended and Cross Debtor Duplicate in Excel. Follow up with D. Lewandowski (A&M).
Doug Lewandowski	8/25/2010	0.3	Weekly claims status call with A. Sagat (AM), Advanta, and J. Ganesh (Weil).
Doug Lewandowski	8/25/2010	0.2	Discussion with B. Croft (AM) regarding Omni 3
Doug Lewandowski	8/25/2010	0.4	Discussion with J. Ganesh (Weil) regarding omnibus objections
Michael Eisenberg	8/25/2010	0.5	Prepare for and participate in bi-weekly claims call
Doug Lewandowski	8/26/2010	0.7	Correspond with J. Ganesh (Weil) regarding Omni 3/4
Doug Lewandowski	8/26/2010	1.4	Update omni 3/4 with changes from J. Ganesh (Weil)
Doug Lewandowski	8/27/2010	0.4	Add asserted debtor to the duplicate and amended claims objections
Doug Lewandowski	8/27/2010	0.4	Discussion with J. Ganesh (Weil) regarding changes to Omnibus exhibits.
Andrew Sagat	8/29/2010	0.4	Review of draft omnibus objections
Doug Lewandowski	8/29/2010	0.4	Update BART to reflect certain claim agreements
Doug Lewandowski	8/30/2010	0.3	Correspond with GCG regarding plan estimates
Doug Lewandowski	8/30/2010	2.1	Update omnibus exhibits with changes from J. Ganesh (Weil)
Andrew Sagat	8/31/2010	0.5	Review of high-level convenience claims analysis
Doug Lewandowski	8/31/2010	1.4	Update Omni 2/3 objection exhibits with changes from Weil
<b>Subtotal</b>		<b>117.7</b>	

**Coordination & Communication with Stakeholders**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
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***Advanta Corp., et al.,  
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***Exhibit D***

**Coordination & Communication with Stakeholders**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Andrew Sagat	8/3/2010	0.7	Prepare for and participate in meeting with FTI. Latham and Advanta re: credit card receivables update
Joseph Bondi	8/4/2010	0.5	Review additional FTI due diligence request
Andrew Sagat	8/17/2010	0.2	Prepare for and participate in call with L. Park (FTI) re: COLI policy
Andrew Sagat	8/23/2010	0.3	Prepare for and participate in call with A. Singer (Latham) re: COLI policies
<b>Subtotal</b>		<b>1.7</b>	

**Fee Applications**

<b>Professional</b>	<b>Date</b>	<b>Hours</b>	<b>Activity</b>
Debra Mosley	8/4/2010	2.9	Review and edit detailed time records for June statement
Debra Mosley	8/4/2010	1.1	Prepare reconciliation of June statement
Debra Mosley	8/4/2010	2.1	Review and edit detailed expense records for June statement
Joseph Bondi	8/9/2010	0.2	Respond to questions raised by fee examiner
Mary Napoliello	8/9/2010	0.8	Review case docket for cno data; begin review of June data
Joseph Bondi	8/10/2010	0.4	Review Fee Examiner's report
Mary Napoliello	8/10/2010	1.3	Review June time detail; prepare draft of cover sheet/application and forward to M. Eisenberg
Andrew Sagat	8/14/2010	1.8	Review of draft June fee statement
Michael Eisenberg	8/14/2010	2.1	Prepare and revise draft June fee statement
Mary Napoliello	8/17/2010	0.3	Review case docket for cno data for May
Mary Napoliello	8/17/2010	0.7	Prepare additional edits to exhibits, application, cover sheet and send to M. Eisenberg
Mary Napoliello	8/17/2010	0.8	Finalize edits to exhibits; update cover sheet and application and forward to M. Eisenberg for review
Joseph Bondi	8/20/2010	0.7	Review draft of Seventh Monthly fee application
Debra Mosley	8/24/2010	1.1	Review and edit detailed expense records for July statement
Debra Mosley	8/24/2010	0.7	Prepare reconciliation of July statement
Debra Mosley	8/24/2010	1.8	Review and edit detailed time records for July statement
Mary Napoliello	8/26/2010	0.3	Review case docket for cno data

*Advanta Corp., et al.,  
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*Exhibit D*

**Fee Applications**

Professional	Date	Hours	Activity
Mary Napoliello	8/26/2010	1.7	Review and prepare edits to July data
Mary Napoliello	8/26/2010	2.4	Prepare first draft of exhibits, cover sheet and app and forward to M. Eisenberg.
Andrew Sagat	8/31/2010	0.7	Review of July fee statement and participate in discussions and correspondence regarding timing of fee hearing and payments.
Mary Napoliello	8/31/2010	1.6	Incorporate edits to July exhibits and forward new version to M. Eisenberg.
Michael Eisenberg	8/31/2010	1.5	Revise July Fee statement.
<b>Subtotal</b>		<b>27.0</b>	

**Restructuring Actions**

Professional	Date	Hours	Activity
Andrew Sagat	8/2/2010	0.3	Preparation of agenda for receivables update call
Andrew Sagat	8/4/2010	0.5	Email correspondence with VGFA and associated research regarding sale of Tobin artwork alternatives
Andrew Sagat	8/11/2010	0.4	Prepare for and participate in meeting with D. Epstein (Advanta) re: art diligence questions.
Andrew Sagat	8/12/2010	0.4	Prepare for and participate in meeting with D. Epstein (Advanta) re: fixed asset sales.
Andrew Sagat	8/12/2010	0.4	Prepare for and participate in meeting with J. Plavner (Advanta) re: COLI diligence and related follow-up.
Andrew Sagat	8/16/2010	0.5	Review of key man insurance policy information.
Andrew Sagat	8/17/2010	0.3	Prepare for and participate in meeting with D. Albert (Advanta) re: COLI policies.
Andrew Sagat	8/17/2010	0.5	Prepare for and participate in call with K. Gregson (A&M) re: COLI and other life policies.
Kevin Gregson	8/17/2010	1.5	Review of and discussions regarding Advanta HR policies.
Andrew Sagat	8/18/2010	0.5	Prepare for and participate in asset realization meeting.
Andrew Sagat	8/18/2010	0.5	Prepare for and participate in call with K. Gregson (A&M) re: COLI policy.
Andrew Sagat	8/18/2010	0.4	Coordination of payment form for Christie's wire.
Kevin Gregson	8/18/2010	1.5	Review of and discussions regarding Advanta HR policies.
Michael Eisenberg	8/18/2010	0.5	Prepare for and participate in asset realization meeting.

*Advanta Corp., et al.,  
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*Exhibit D*

**Restructuring Actions**

Professional	Date	Hours	Activity
Uri Horowitz	8/18/2010	1.8	Perform research re: perfection of security interests in life insurance policies used as collateral for loans from the policy
Uri Horowitz	8/19/2010	1.2	Perform research re: perfection of security interests in life insurance policies used as collateral for loans from the policy
Uri Horowitz	8/20/2010	0.5	Perform research re: perfection of security interests in life insurance policies used as collateral for loans from the policy
Uri Horowitz	8/23/2010	1.2	Perform research re: perfection of security interests in life insurance policies used as collateral for loans from the policy
Andrew Sagat	8/24/2010	0.4	Prepare for and participate in call with K. Gregson (A&M) re: Transamerica and COLI policies
Andrew Sagat	8/24/2010	0.5	Prepare for and participate in meeting with D. Epstein (Advanta) re: sale of fixed assets at Draper facility
Uri Horowitz	8/24/2010	0.6	Perform research re: perfection of security interests in life insurance policies used as collateral for loans from the policy
Andrew Sagat	8/25/2010	0.4	Prepare for and participate in asset realization call
Michael Eisenberg	8/25/2010	0.4	Prepare for and participate in asset realization call
Kevin Gregson	8/26/2010	1.5	Employee contract review of COLI
Andrew Sagat	8/27/2010	0.3	Prepare for and participate in meeting with E. Stone (Advanta) re: Ideablob sale and credit card receivables
Kevin Gregson	8/27/2010	1.0	Conference call and preparation with A. Sagat (A&M) on COLI
Andrew Sagat	8/30/2010	0.3	Prepare for and participate in call with D. Epstein (Advanta) and Weil re: sale of fixed assets in storage
Andrew Sagat	8/30/2010	0.5	Review of Transamerica policy documentation and prepare email for distribution internally and to FTI
Kevin Gregson	8/30/2010	0.8	Call with A. Sagat (A&M) re: COLI
Andrew Sagat	8/31/2010	1.0	Review of diligence questions regarding draft motion to dissolve AIC and prepare responses
Kevin Gregson	8/31/2010	1.0	Follow-up on COLI issues
<b>Subtotal</b>		<b>21.6</b>	

**Tax**

Professional	Date	Hours	Activity
Andrew Sagat	8/5/2010	0.9	Prepare revised litigation settlement analysis
Joseph Bondi	8/5/2010	1.2	Conference re: mediation of litigation with FASB and related preparation.

***Advanta Corp., et al.,  
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***Exhibit D***

**Tax**

Professional	Date	Hours	Activity
Andrew Sagat	8/6/2010	0.9	Prepare for and participate in meeting with Weil and Advanta re: mediation with FDIC
Andrew Sagat	8/9/2010	0.8	Prepare for and participate in call with Advanta and FTI re: litigation probability analysis
Andrew Sagat	8/9/2010	3.1	Prepare litigation probability analysis and review with Advanta
Andrew Sagat	8/9/2010	2.0	Prepare for and participate in meeting with Advanta, Weil, Latham and FTI re: preparation for mediation with FDIC
Andrew Sagat	8/10/2010	0.4	Follow-up update call regarding mediation and other updates
Andrew Sagat	8/10/2010	0.9	Prepare for and participate in call with Advanta and FTI re: litigation probabilities
Andrew Sagat	8/10/2010	9.0	Prepare for and participate in mediation with FDIC and follow-up.
Joseph Bondi	8/10/2010	0.3	Review issues re: mediation of FDIC litigation
Andrew Sagat	8/13/2010	1.6	Prepare for and participate in meeting with Advanta, Weil and Latham re: FDIC litigation.
Andrew Sagat	8/13/2010	0.5	Prepare for and participate in call with L. Park (FTI) re: settlement discussion and other case updates
<b>Subtotal</b>		<b>21.6</b>	

**Travel Time**

Professional	Date	Hours	Activity
Andrew Sagat	8/3/2010	2.3	Non-working travel roundtrip from New York to Advanta @ 50%.
Michael Eisenberg	8/10/2010	1.1	Non-working travel from New York to Advanta @ 50%
Andrew Sagat	8/11/2010	1.1	Non-working travel from New York to Advanta @ 50%
Michael Eisenberg	8/13/2010	2.0	Non-working travel from New York to Advanta @ 50%
Andrew Sagat	8/17/2010	1.1	Non-working travel from New York to Advanta @ 50%.
Michael Eisenberg	8/17/2010	1.1	Non-working travel from New York to Advanta @ 50%.
Andrew Sagat	8/18/2010	1.1	Non-working travel from Advanta to New York @ 50%.
Michael Eisenberg	8/18/2010	1.1	Non-working travel from Advanta to New York @ 50%.
Andrew Sagat	8/24/2010	2.5	Non-working roundtrip travel from New York to Advanta at 50%
Michael Eisenberg	8/24/2010	1.5	Non-working travel from New York to Advanta at 50%
Andrew Sagat	8/26/2010	1.4	Non-working travel from New York to Advanta at 50%

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*Exhibit D*

**Travel Time**

Professional	Date	Hours	Activity
Andrew Sagat	8/27/2010	1.6	Non-working travel from Advanta to New York @ 50%
Michael Eisenberg	8/27/2010	1.6	Non-working travel from Advanta to New York @ 50%
Andrew Sagat	8/30/2010	1.2	Non-working travel from New York to Advanta at 50%
Michael Eisenberg	8/30/2010	1.2	Non-working travel from New York to Advanta at 50%
Andrew Sagat	8/31/2010	1.1	Non-working travel from New York to Advanta @ 50%
Michael Eisenberg	8/31/2010	1.1	Non-working travel from New York to Advanta @ 50%
<b>Subtotal</b>		<b>24.1</b>	
<b>Grand Total</b>		<b>506.0</b>	



*Advanta Corp., et al.,  
Summary of Expense Detail by Category  
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<i>Expense Category</i>	<i>Sum of Expenses</i>
Lodging	\$2,778 93
Meals	\$278 95
Miscellaneous	\$71 27
Transportation	\$2,282 54
<i>Total</i>	<i>\$5,411.69</i>

*Advanta Corp., et al.,  
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*Lodging*

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	8/13/2010	\$346 44	Hotel at Hyatt Summerfield - 2 nights
Andrew Sagat	8/18/2010	\$249 39	Marriott Philadelphia West - 1 night
Andrew Sagat	8/27/2010	\$202 39	Marriott Philadelphia West - 1 night
Andrew Sagat	8/31/2010	\$202 39	Marriott Philadelphia West - 1 night
Michael Eisenberg	8/12/2010	\$484 83	Hotel in Conshohocken. PA - 2 nights
Michael Eisenberg	8/13/2010	\$202 39	Hotel in Conshohocken. PA - 1 night
Michael Eisenberg	8/18/2010	\$252 39	Hotel in Conshohocken. PA - 1 night
Michael Eisenberg	8/24/2010	\$636 32	Hotel in Conshohocken, PA - 3 nights
Michael Eisenberg	8/31/2010	\$202 39	Hotel in Conshohocken. PA - 1 night
<b>Expense Category Total</b>		<b>\$2,778.93</b>	

*Meals*

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	8/12/2010	\$50 00	Out of town dinner - Sagat
Andrew Sagat	8/26/2010	\$60 01	Out of town dinner - Sagat. Eisenberg
Andrew Sagat	8/30/2010	\$79 67	Out of town dinner - Sagat. Eisenberg
Michael Eisenberg	8/10/2010	\$8 16	Out of town dinner - Eisenberg
Michael Eisenberg	8/18/2010	\$14 93	Out of town dinner - Eisenberg
Michael Eisenberg	8/24/2010	\$8 16	Out of town dinner - Eisenberg
Michael Eisenberg	8/25/2010	\$47 00	Out of town dinner - Eisenberg
Michael Eisenberg	8/30/2010	\$11 02	Out of town dinner - Eisenberg
<b>Expense Category Total</b>		<b>\$278.95</b>	

*Miscellaneous*

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	8/12/2010	\$5 00	Tips at hotel
Andrew Sagat	8/18/2010	\$3 00	Tips at hotel

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*Miscellaneous*

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	8/25/2010	\$13 14	Wireless usage charges (7/23/10 - 8/23/10)
Andrew Sagat	8/27/2010	\$3 00	Tips at hotel.
Andrew Sagat	8/31/2010	\$3 00	Tips at hotel.
Betty Croft	8/16/2010	\$7 17	Wireless usage charges - 7/23/10 - 8/23/10
Doug Lewandowski	8/25/2010	\$19 03	Wireless usage charges - 7/23/10 - 8/23/10
Julie Hertzberg	8/25/2010	\$2 82	Wireless usage charges - 7/23/10 - 8/23/10
Michael Eisenberg	8/25/2010	\$15 11	Wireless usage charges (7/23/10 - 8/23/10)
Expense Category Total		\$71.27	

*Transportation*

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	8/3/2010	\$22 82	Fuel for (8/3 trip) from New York to Advanta
Andrew Sagat	8/3/2010	\$115 00	Roundtrip mileage New York/Conshohocken
Andrew Sagat	8/9/2010	\$9 00	Taxi from Weil office to home
Andrew Sagat	8/10/2010	\$12 00	Taxi from home to Weil office
Andrew Sagat	8/10/2010	\$10 00	Taxi from Weil office to home
Andrew Sagat	8/11/2010	\$25 66	Fuel for car (8/11 -8/14 trip) from New York to Advanta
Andrew Sagat	8/14/2010	\$115 00	Roundtrip mileage New York/Conshohocken
Andrew Sagat	8/14/2010	\$49 28	EZ-pass toll charges.
Andrew Sagat	8/17/2010	\$10 00	Taxi from home to Hertz.
Andrew Sagat	8/19/2010	\$13 00	Taxi from Hertz to home.
Andrew Sagat	8/24/2010	\$13 00	Taxi from Hertz to home.
Andrew Sagat	8/24/2010	\$114 60	Rental car - 1 day.
Andrew Sagat	8/24/2010	\$30 90	PlatePass charges at Hertz
Andrew Sagat	8/27/2010	\$237 66	Rental car - 2 days
Andrew Sagat	8/27/2010	\$33 40	PlatePass charges (Hertz)
Andrew Sagat	8/30/2010	\$10 00	Taxi from home to Hertz
Andrew Sagat	8/31/2010	\$11 00	Taxi from Hertz to home

*Advanta Corp., et al.,  
Expense Detail by Category  
August 1, 2010 through August 31, 2010*

*Transportation*

Professional/Service	Date	Expense	Expense Description
Michael Eisenberg	8/10/2010	\$391 67	Rental car from Manhattan to Conshohocken, PA
Michael Eisenberg	8/13/2010	\$6 00	Taxi from Hertz office to home
Michael Eisenberg	8/17/2010	\$223 57	Rental car from Manhattan to Conshohocken, PA
Michael Eisenberg	8/18/2010	\$15 00	Fuel for travel to/from Manhattan
Michael Eisenberg	8/19/2010	\$37 90	Tolls for rental car (Manhattan - Conshohocken)
Michael Eisenberg	8/24/2010	\$430 62	Rental Car from Manhattan to Conshohocken, PA
Michael Eisenberg	8/24/2010	\$29 00	Tolls for rental car (Manhattan - Conshohocken)
Michael Eisenberg	8/27/2010	\$7 00	Taxi from Hertz office to home
Michael Eisenberg	8/31/2010	\$302 96	Rental car from Manhattan to Conshohocken, PA
Michael Eisenberg	8/31/2010	\$6 50	Taxi from Hertz office to home
Expense Category Total		\$2,282.54	
Grand Total		<u>\$5,411.69</u>	