

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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:   
*In re* : Chapter 11  
:   
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)  
:   
Debtors. : Jointly Administered  
:   
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**NOTICE OF THIRD INTERIM VERIFIED FEE APPLICATION OF  
WARREN H. SMITH & ASSOCIATES, P.C. AS FEE AUDITOR FOR ALLOWANCE  
OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant:	Warren H. Smith & Associates, P.C.
Authorized to Provide Services:	As Fee Auditor to the Estates
Date of Retention:	Feb. 4, 2010 <i>nunc pro tunc</i> through Jan. 29, 2010
Period for Which Compensation and Reimbursement is Sought:	August 1, 2010 through November 30, 2010
Amount of Compensation Requested:	\$34,909.00
Amount of Expense Reimbursement Requested:	\$1,049.64
Amount of Compensation Requested Less Holdback:	\$27,927.20
Amount of Compensation Paid For Applicable Period:	\$20,833.40
Amount of Expenses Reimbursed For Applicable Period:	\$667.37
Total Amount of Holdback Fees in Aggregate:	\$18,457.87

**CUMULATIVE SUMMARY OF FEE APPLICATIONS OF WARREN H. SMITH & ASSOCIATES, P.C. FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD AUGUST 1, 2010 THROUGH NOVEMBER 30, 2010:**

Filing Date	Application Period	Fees	Expenses	Fees Paid	Expenses Paid
9/7/10	8/1/2010-8/31/2010	\$4,799.75	\$121.29	\$3,839.80	\$121.29
10/6/10	9/1/2010-9/30/2010	\$15,122.25	\$390.81	\$1,2097.80	\$390.81
11/5/10	10/1/2010-10/31/2010	\$6,119.75	\$155.27	\$4,895.80	\$155.27
12/10/10	11/1/2010-11/30/10	\$8,850.75	\$382.27	\$0.00	\$0.00

**CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY:**

Project Category	Total Hours For The Period 8/1/10 through 11/30/10	Total Fees For The Period 8/1/10 through 11/30/10
Accounting/Auditing	198.9	\$32,544.00
Fee Application	21.4	\$2,365.00
<b>Total</b>	220.30	\$34,909.00

**CUMULATIVE EXPENSE SUMMARY:**

Expense Category	Total Expenses for the Period 8/1/10 through 11/30/10
Long Distance	\$0.00
Third Party Copies & Document Mailing	\$832.84
Travel Expenses	\$0.00
Fed-Ex	\$0.00
Postage	\$0.00
PACER Research	\$26.80
Westlaw	\$190.00
<b>TOTAL</b>	<b>\$1,049.64</b>

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OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, dated December 3, 2009 (the “Administrative Order”), and the Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Allowance of Payment of Compensation and Reimbursement of Expenses of Applicants and Consideration of Fee Applications, dated February 4, 2010 (the “Fee Auditor Order”), the law firm of Warren H. Smith & Associates, P.C. (“WHS”) hereby files this Third Interim Verified Fee Application of Warren H. Smith & Associates, P.C. as Fee Auditor for Allowance of Compensation and for Reimbursement of Expenses (the “Application”). By this Application, WHS seeks that this Honorable Court award it reasonable compensation for professional legal services rendered as fee auditor for the estates of Advanta Corp. *et al.*, (“Debtors”) in the amount of \$34,909.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$1,049.64 for the period commencing August 1, 2010 through November 30, 2010 (the “Interim Period”). In support of its Application, WHS respectfully states as follows:

## **Background**

1. On November 8, 2009 the Debtors filed voluntary petitions in this Court for relief under Chapter 11 of the Bankruptcy Code (the "Code"), 11 U.S.C. §§ 101 *et. seq.*, as amended. The Debtors continued in possession of their assets and were authorized to operate and manage their respective businesses pursuant to Bankruptcy Code §§ 1107 (a) and 1108.

2. On February 4, 2010, this Court signed the Fee Auditor Order, approving the retention of WHS as fee auditor for the Debtors. The Fee Auditor Order authorized WHS to be compensated: "at the ordinary hourly rate of the Auditor for services of this nature."

## **Compensation Paid and its Source**

3. All services for which compensation is requested by WHS were performed for or on behalf of the bankruptcy estate and the Debtors and not on behalf of any committee, creditor or other person.

4. Other than interim payments from the Debtors set forth in the notice, above, WHS has received no payment or promise for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these cases, and there is no agreement or understanding between WHS and any other person other than members of the firm for the sharing of compensation to be received for services rendered in these cases.

## **Summary of Services**

5. Attached hereto as Exhibit B are WHS's billing statements for the Interim Period. These statements contain detailed daily time logs describing the time expended by each attorney and para-professional for the Interim Period.

6. To the best of WHS'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 State Trustee, Local Rule 2016-2 of the Local Rules of the

United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2001, and the Administrative Order.

7. During the Interim Period, WHS spent 21.4 hours of time for \$2,365.00 in fees seeking its own compensation. The professionals of WHS who have rendered professional services to the Debtors in these cases during the Interim Period are Warren Smith and Bobbi Ruhlander. The para-professionals of WHS whom have rendered professional services to the Debtors in this case during the Interim Period are Doreen Williams, Anthony Lopez, James Wehrmann and Melanie White.

#### **Disbursements**

8. WHS has incurred \$1,049.64 in disbursements for the Case Period for copies, postage, long distance, travel expenses, Pacer research and third party copies and document mailing expenses.

#### **Valuation of Services**

9. The rates charged by each professional during the Interim Period are set forth in Exhibit A. These rates are equal to or below WHS's normal hourly rates of compensation for work of this character. Attorneys and para-professionals of WHS have expended a total of 220.3 hours in connection with this matter during the Interim Period. The reasonable value of the services rendered by WHS for the Interim Period in these cases under Chapter 11 is \$34,909.00.

10. In accordance with the factors enumerated in 11 U.S.C. §§ 330, the amount of fees and expenses requested by WHS 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, WHS has reviewed the requirements of Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2001, and

believes that this application complies with that rule.

WHEREFORE, WHS respectfully requests that an allowance be made to it in the amount of \$34,909.00 as compensation for necessary professional services rendered, and the sum of \$1,049.64 as reimbursement of actual necessary costs and expenses, for a total of \$35,958.64 for the period commencing August 1, 2010 through November 30, 2010, that such sums be authorized for payment, and for such other and further relief as this Court may deem just and proper.

Dated: January 12, 2011

WARREN H. SMITH & ASSOCIATES, P.C.



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Warren H. Smith

Republic Center  
325 N. St. Paul, Suite 1250  
Dallas, Texas 75201  
(214) 698-3868  
(214) 722-0081 FAX  
whsmith@whsmithlaw.com

**CERTIFICATE OF SERVICE**

I, Warren H. Smith, caused the preceding report to be served by First Class United States mail on the persons on the service list attached to the original on file, this 12<sup>th</sup> day of January, 2011. Copies of the service list may be obtained by contacting the undersigned.



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Warren H. Smith



**VERIFICATION**

STATE OF TEXAS            '  
  '  
  '  
COUNTY OF DALLAS        '

SS:

Warren H. Smith, after being duly sworn according to law, deposes and says:

1. I am the principal in the applicant firm, Warren H. Smith & Associates, P.C., and have been admitted to the bar of the Supreme Court of Texas since 1987.

2. I have personally performed many of the services rendered by Warren H. Smith & Associates, P.C. as fee auditor in these cases and am thoroughly familiar with all other work performed by the professionals in the firm.

3. 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 Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2001, and submit that the Application substantially complies with such rule.



\_\_\_\_\_  
Warren H. Smith

SWORN TO AND SUBSCRIBED before me, a Notary Public for the State and County aforesaid, on the 12<sup>th</sup> day of January, 2011.





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**ORDER APPROVING THIRD INTERIM VERIFIED FEE  
APPLICATION OF WARREN H. SMITH & ASSOCIATES, P.C.  
FOR ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES**

AND NOW, this \_\_\_\_\_ day of January, 2011, upon the Third Interim Verified Fee Application of Warren H. Smith & Associates, P.C. for Allowance of Compensation and Reimbursement of Expenses (the "Application") dated January 12, 2011, the Court having been satisfied that the interim compensation and reimbursement requested therein is reasonable and justified 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 in cases other than cases under Title 11, and after notice and a hearing;

IT IS HEREBY ORDERED that the Application is approved and that the Debtors, or their successors in interest, are authorized and directed to pay to Warren H. Smith & Associates, P.C. the sum of \$34,909.00 as compensation for necessary professional services rendered for the period August 1, 2010 through November 30, 2010, and the sum of \$1,049.64 for reimbursement of actual and necessary costs and expenses incurred for the same period.

\_\_\_\_\_  
United States Bankruptcy Judge

## Service List

### **United States Trustee**

David L. Buchbinder, Esq.  
Office of the United States Trustee  
844 N. King Street, Room 2207  
Lock Box 35  
Wilmington, DE 19801

### **Counsel to the Debtors**

Mark D. Collins, Esq.  
Paul N. Heath, Esq.  
Richards Layton & Finger, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, DE 19801

### **Counsel to the Debtors**

Marcia L. Goldstein, Esq.  
Debra A. Dandeneau, Esq.  
Robert J. Lemons, Esq.  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153

### **Financial Advisor to the Debtors**

Ari Lefkovits  
Lazard Freres & Co. LLC  
30 Rockefeller Plaza, 61<sup>st</sup> Floor  
New York, NY 10020

### **Independent Auditors and Accountants for the Debtors**

Benjamin Fried  
Deloitte Tax LLP  
Suite 1200  
695 Town Center Drive  
Costa Mesa, CA 92626-7188

### **Special Counsel to the Debtors**

A. Catherine Norian, Esq.  
Gordon Hart, Esq.  
Katherine A. Traxler, Esq.  
Paul, Hastings, Janofsky & Walker LLP  
515 South Flower Street  
25th Floor  
Los Angeles, CA 90071

### **Special Counsel to the Debtors**

R. Dale Ginter, Esq.  
Downey Brand LLP  
621 Capitol Mall, 18<sup>th</sup> Floor  
Sacramento, CA 95814

### **Special Counsel to the Debtors**

Mark J. Dillon, Esq.  
Gatzke Dillon & Ballance LLP  
1525 Faraday Avenue, Suite 150  
Carlsbad, CA 92008

### **Special Litigation Counsel to the Debtors**

Richard B. Sheldon, Esq.  
Mitchell Silberburg & Knupp LLP  
11377 West Olympic Boulevard  
Los Angeles, CA 90064

### **Ordinary Course Professionals to the Debtors**

Bruce Reed Goodmiller, Esq.  
Morrison & Foerster, LLP  
425 Market Street  
San Francisco, CA 94105-2482

### **Special Corporate Counsel to the Debtors**

Jay M. Sakalo, Esq.  
Bilzin Sumberg Baena Price & Axelrod LLP  
2500 Wachovia Financial Center  
200 South Biscayne Blvd.  
Miami, FL 33131-2385

**Corporate Communications Consultants  
to the Debtors**

Michael S. Sitrick  
Sitrick and Company Inc.  
1840 Century Park East  
Suite 800  
Los Angeles, CA 90067

**Counsel to the Official Committee of  
Unsecured Creditors**

Laura Davis Jones, Esq.  
Richard M. Pachulski, Esq.  
Hamid R. Rafatjoo, Esq.  
Timothy P. Cairns, Esq.  
Pachulski Stang Ziehl & Jones LLP  
919 N. Market St., 17<sup>th</sup> Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705

**Co-Financial Advisor to the Official  
Committee of Unsecured Creditors**

Eric Carlson  
Imperial Capital, LLC  
55 Second Street, Suite 1950  
San Francisco, CA 94105

**Co-Financial Advisor to the Official  
Committee of Unsecured Creditors**

Alex Stevenson  
Xroads Solutions Group, LLC  
1821 East Dyer Road, Suite 225  
Santa Ana, CA 92705

**Appraisers for the Official Committee of  
Unsecured Creditors**

Randall Bell  
Bell Anderson & Sanders LLC  
496 Broadway  
Laguna Beach, CA 92651

**Exhibit A**

<b>Timekeeper</b>	<b>Title</b>	<b>Hours</b>	<b>Rate</b>	<b>Total</b>
Anthony Lopez	Clerk since 2002	29.20	\$45.00	\$1,314.00
Bobbi S. Ruhlander	Member of Texas Bar since 1991	41.30	\$265.00	\$10,944.50
Doreen Williams	Legal Assistant since 1982	0.30	\$165.00	\$49.50
James A. Wehrmann	Legal Assistant since 1989	118.80	\$152.50	\$18,117.00
Melanie White	Paralegal since 2005	29.50	\$140.00	\$4,130.00
Warren H Smith	Principal of firm formed in 2001. Member of Texas Bar since 1987, Illinois Bar since 1979	1.20	\$295.00	\$354.00

Total Hours 220.30

Total Fees \$ 34,909.00

**Exhibit B**

**(see attached)**

**Warren H. Smith & Associates, P.C.**

325 North St. Paul Street  
Suite 1250  
Dallas, TX 75201  
Tax Id# 01-0584406

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Invoice submitted to:  
Advanta Corp.  
Attention: Philip M. Browne  
P.O. Box 844  
Springhouse PA 19477

January 10, 2011

In Reference To: Advanta Corp.  
Invoice #10212

Professional Services

		<u>Hours</u>	<u>Amount</u>
8/2/2010	BSR detailed review of expense portions of WGM's Nov-Dec 2009 and March 2010 monthly fee application (2.4); research docket for WGM's quarterly fee application (not rec'd) and review same (.2)	2.60	689.00
	BSR Draft initial report re WGM 1st interim fee application	2.60	689.00
8/3/2010	DTW Review and revise 1st interim initial report for Weil (.1).	0.10	16.50
	BSR Draft final report re KPMG for the 1st interim period	1.60	424.00
	BSR Draft e-mail to Weil Gotshal re initial report for the 1st interim period	0.10	26.50
	AL Receive, review and finalize the IR of Weil's 1Q (.3); draft email to D. Williams re same (.1)	0.40	18.00
	AL Update database with Drinker's June fee application (hard copy)	0.20	9.00
8/4/2010	AL Electronic filing with the court of KPMG's 1Q FR (.3); draft email to B. Ruhlander re same (.1)	0.40	18.00

			<u>Hours</u>	<u>Amount</u>
8/4/2010	MW	Draft monthly invoice of WHSA for July 2010 (1.2); send same to J. Wehrmann for preliminary review (.1); revise per J. Wehrmann's comments (.3).	1.60	224.00
	AL	Update database with KPMG's 1Q FR	0.10	4.50
	BSR	Draft e-mail to KPMG re final report (1Q)	0.10	26.50
8/5/2010	JAW	Proofread WHSA's July 2010 fee detail and notice (0.20); e-mail to M. White re: any revisions needed to same (0.10)	0.30	45.75
8/6/2010	AL	Electronic filing with court of WHSA's July fee application	0.50	22.50
8/9/2010	AL	Update database with A&M's 1Q FR	0.10	4.50
	BSR	Draft final report re A&M for the 1st interim period	1.10	291.50
	BSR	receive, review, and respond to question from Warren Smith concerning A&M final report	0.10	26.50
8/10/2010	AL	Electronic filing with the court of A&M's 1Q FR (.3); draft email to B. Ruhlander re same (.1)	0.40	18.00
	BSR	Draft e-mail to Alvarez & Marsal re final report (1Q)	0.10	26.50
8/14/2010	AL	Update database with LW's 1Q full first interim response	0.10	4.50
	BSR	Receive and review Latham & Watkins' response to initial report (1Q); email to Aaron Singer re same	0.10	26.50
8/16/2010	AL	Update database with Cozen's 1Q fee application (hard copy)	0.20	9.00
8/17/2010	JAW	detailed review of Weil Gotshal April 2010 fee application (4.7)	4.70	716.75



		<u>Hours</u>	<u>Amount</u>
8/18/2010	AL Update database with Weil's April electronic fee detail	0.10	4.50
	AL Draft email to Weil requesting April's electronic fee and expense detail	0.10	4.50
8/19/2010	JAW Draft summary of Weil Gotshal April 2010 fee application (3.10)	3.10	472.75
8/23/2010	AL Update database with A&M's June fee application (hard copy) (.2); Weil's 1Q IR Response (.1)	0.30	13.50
8/24/2010	AL Update database with RLF's July fee application (hard copy)	0.20	9.00
8/26/2010	MW Draft CNO for July 2010 fee application of WHSA (.4).	0.40	56.00
8/27/2010	AL Update database with RLF's July electronic detail	0.10	4.50
	AL Electronic filing with court of WHSA's July CNO	0.30	13.50
8/30/2010	JAW detailed review of Weil Gotshal May 2010 fee application (5.80)	5.80	884.50
9/1/2010	BSR receive, review, and respond to email from Victoria Vron re fee hearing	0.10	26.50
	MW Receive and review multiple emails from B. Ruhlander re 1st interim hearings for KPMG and A&M (.2); calendar same (.1)	0.30	42.00
	BSR review Weil Gotshal's response to initial report (1Q)	0.10	26.50
	BSR review of Latham & Watkins' response to initial report (1Q)	1.80	477.00
9/2/2010	MW draft monthly application for compensation of WHSA for August 2010 (2.1); preliminary review of same (.3).	2.40	336.00

			<u>Hours</u>	<u>Amount</u>
9/2/2010	AL	Receive, review and respond to email from Jennifer Ganesh (Weil Gotshal) re Weil's May electronic detail (.1)	0.10	4.50
	JAW	Draft summary of Weil Gotshal May 2010 fee application (2.70)	2.70	411.75
	AL	Telephone conference with B. Ruhlander re A&M's April through June fee applications (.1)	0.10	4.50
	AL	Update database with Weil's May electronic detail (.1)	0.10	4.50
9/3/2010	AL	Update database with A&M's July fee application (hard copy)	0.20	9.00
	AL	Telephone conference with B. Ruhlander re A&M's June fee application (.1)	0.10	4.50
	AL	Update database with Drinker's July fee application (hard copy)	0.20	9.00
	AL	Research PACER for Cozen O'Connor's filed fee applications (.7); draft email to B. Ruhlander re same (.1); receive review and respond to email from B. Ruhlander re same (.1)	0.90	40.50
	BSR	research database for applications received to date (2Q) (.3); calendar deadlines for application review (.2); telephone conference with Anthony Lopez re applications to be reviewed by James Wehrmann (.1)	0.60	159.00
9/4/2010	BSR	research docket and review pertinent pleadings and orders and calendar deadlines	0.50	132.50
	BSR	Draft e-mails to applicants requesting missing monthly fee applications	0.30	79.50
9/7/2010	JAW	proofread W.H. Smith's August 2010 fee statement and Notice of Filing (0.1); email to M. White regarding any revisions needed to same (0.1)	0.20	30.50
	MW	send monthly invoice to J. Wehrmann for review (.1); finalize for court filing (.2).	0.30	42.00
	AL	Electronic filing with the court of WHSA's July fee application	0.30	13.50

		<u>Hours</u>	<u>Amount</u>
9/7/2010	AL Update database with FTI's April (.1) May (.1) June (.1) and July (.1) electronic detail; Drinker's July fee application (hard copy) (.2)	0.60	27.00
9/9/2010	MW Draft interim fee application of WHSA for April - July 2010 (3.5); send same to J. Wehrmann for review (.1); draft revisions to same (.4); finalize for Court filing (.1)	4.10	574.00
9/10/2010	AL Update database with FTI's April (.2), May (.2), June (.2), and July (.2) fee applications (hard copies)	0.80	36.00
9/13/2010	AL Finalize the Interim Fee Application of WHSA (.2); electronic filing with the court of same (.3)	0.50	22.50
	AL Update database with Weil's June fee application (hard copy) (.2); KPMG's 2Q electronic detail (.1)	0.30	13.50
9/15/2010	AL Update database with L&W's April - July interim electronic detail (.2); Drinker's April (.1) May (.1) June (.1) and July (.1) electronic detail (pdf versions only)	0.60	27.00
9/16/2010	JAW Detailed review of Alvarez & Marsal May 2010 fee application (2.30)	2.30	350.75
	BSR receive, review, and respond to email from Victoria Vron re Cozen O'Connor	0.10	26.50
	JAW Detailed review of Alvarez & Marsal April 2010 fee application (1.90); draft summary of same (1.6)	3.50	533.75
	AL Update database with L&W's April (.2) May (.2) June (.2) and July (.2) fee applications (hard copies)	0.80	36.00
	AL Research PACER for Cozen O'Connor's first interim fee application and exhibits (.5); update database with same (.1); draft email to B. Ruhlander re same (.1)	0.70	31.50
9/17/2010	JAW detailed review of Alvarez & Marsal June 2010 fee application (2.50)	2.50	381.25
	BSR Draft final report re Weil Gotshal for the 1st interim period	1.10	291.50

			<u>Hours</u>	<u>Amount</u>
9/19/2010	BSR	Continue drafting final report re Weil Gotshal's first interim fee application	1.00	265.00
	BSR	Draft omnibus final report for the 1st interim period	0.80	212.00
9/20/2010	BSR	Continue drafting final report re Weil Gotshal (1Q)	0.30	79.50
	MW	Draft assist B. Ruhlander with exhibits for Latham Watkins' Final Report (1.5).	1.50	210.00
	JAW	detailed review of FTI Consulting's April 2010 fee application (1.70); draft summary of same (0.40)	2.10	320.25
	BSR	detailed review of Cozen O'Connor's 1st interim application	1.10	291.50
	BSR	Receive and review OCP Order	0.20	53.00
	BSR	Receive and review final reports for Weil Gotshal and FTI revised by Warren Smith	0.10	26.50
	BSR	Draft final report re Latham & Watkins (1Q)	2.30	609.50
	AL	Update database with Weil's July fee application (hard copy)	0.20	9.00
	BSR	Draft final report re FTI Consulting (1Q)	2.60	689.00
	WHS	detailed review of FR FTI 1Q 11.09-3.10	0.30	88.50
	WHS	detailed review of FR Weil Gotshal 1Q 11.09-3.10.	0.30	88.50
	AL	Update database with FTI's 1Q FR (.1); Weil's 1Q FR (.2)	0.30	13.50

		<u>Hours</u>	<u>Amount</u>
9/20/2010	AL Receive, review and respond to email from J. Wehrmann re A&M May and June (.1); draft email to A&M requesting May & June electronic detail (.1)	0.20	9.00
9/21/2010	BSR receive, review, and respond to email from Drinker Biddle re status of their application review	0.10	26.50
	BSR Draft e-mail to Cozen O'Connor with questions concerning expense issues with 1st interim fee application	0.30	79.50
	BSR Draft e-mails to various applicants regarding final reports (1Q)	0.20	53.00
	BSR Continue reviewing response of Latham & Watkins on the issue of multiple professionals	2.20	583.00
	BSR Draft e-mail to Aaron Singer of Latham & Watkins requesting additional information concerning conference calls and committee meetings	0.60	159.00
	BSR Draft e-mail to Aaron Singer at Latham & Watkins concerning word processing charges	0.30	79.50
	BSR Draft final report re Latham & Watkins' 1st interim fee application	0.50	132.50
	AL Update database with May and June electronic detail (.2); draft email to J. Wehrmann re same (.1)	0.30	13.50
	AL Electronic filing with the court of Weil's 1Q FR (.3); draft email to D. Williams re same (.1); update database with same (.2); Electronic filing with the court of FTI's 1Q FR (.3); draft email to D. Williams re same (.1); update database with same (.1)	1.10	49.50
9/23/2010	JAW Draft summary of Alvarez & Marsal May 2010 fee application (0.70)	0.70	106.75
	JAW Draft summary of Alvarez & Marsal's June 2010 fee application (1.00)	1.00	152.50
	JAW detailed review of FTI Consulting June 2010 fee application (1.70)	1.70	259.25
	AL Receive, review and respond to email from J. Wehrmann re A&M's May & June electronic detail (.1)	0.10	4.50

		<u>Hours</u>	<u>Amount</u>
9/24/2010	AL Update database with A&M's April summary	0.20	9.00
	JAW Draft summary of FTI Consulting June 2010 fee application (0.80)	0.80	122.00
	JAW detailed review of Weil Gotshal June 2010 fee application (6.70)	6.70	1,021.75
9/27/2010	BSR receive, review, and respond to email from John Carroll re Cozen O'Connor response	0.10	26.50
	JAW detailed review of Alvarez & Marsal July 2010 fee application (1.70); draft summary of same (0.80)	2.50	381.25
9/28/2010	AL Research PACER for objections to our August fee application (.3); Draft CNO for WHSA's August Fee Application (.5); electronic filing with the court re same (.4); prepare same for service (.1)	1.30	58.50
	JAW detailed review of Latham & Watkins April 2010 fee application (3.10); draft summary of same (1.70)	4.80	732.00
	JAW detailed review of Latham & Watkins May 2010 fee application (3.40); draft summary of same (1.60)	5.00	762.50
9/29/2010	JAW detailed review of Latham & Watkins June 2010 fee application (3.90)	3.90	594.75
9/30/2010	JAW Draft summary of Latham & Watkins June 2010 fee application (3.50)	3.50	533.75
	JAW detailed review of Latham & Watkins July 2010 fee application (4.10); draft summary of same (1.30)	5.40	823.50
	BSR Draft final report re Cozen O'Connor for the 1st interim period	2.00	530.00
	AL Update database with A&M's August fee application (hard copy) (.2); RLF's August fee application (hard copy) (.2); RLF's August electronic detail (.1)	0.50	22.50
	BSR Draft final report re Latham & Watkins 1st interim fee application (2.2); draft email to Melanie White re same (.1)	2.30	609.50

			<u>Hours</u>	<u>Amount</u>
9/30/2010	BSR	research filing status of final reports for the 1st interim period	0.10	26.50
10/1/2010	MW	Draft monthly application for compensation of WHSA for September (1.5); preliminary review of same (.3); send same to J. Wehrmann for review (.1); revise per J. Wehrmann's comments (.2); finalize for court filing and send to A. Lopez for service (.2).	2.30	322.00
	AL	update database with Cozen's 1Q FR	0.10	4.50
10/2/2010	AL	Update database with Omnibus' 1Q FR (.1); L&W's 1Q FR (.2)	0.30	13.50
	BSR	Draft e-mail forwarding omnibus final report for the 1st interim period	0.10	26.50
	BSR	Draft final report re Latham & Watkins' 1st interim fee application	3.30	874.50
10/4/2010	WHS	detailed review of FR Cozen O'Connor 1Q 11.09-2.10.	0.20	59.00
	BSR	research server for filing status of final reports (1Q)	0.10	26.50
	AL	Draft email to Weil requesting June's electronic detail (.1); left voicemail for Marcia Goldstein (Weil) re same (.1)	0.20	9.00
	AL	Receive and review email from B. Ruhlander re final report of Cozen O'Connor (.1); revise same in preparation for e-filing (.1); Electronic filing with the court of Cozen's 1 Q FR (.3); draft email to B. Ruhlander re same (.1); update database with same (.2)	0.80	36.00
	BSR	Draft e-mail to Cozen O'Connor re final report (1Q)	0.10	26.50
10/5/2010	BSR	Draft e-mail to Drinker Biddle and Richards Layton re omnibus final report (1Q)	0.10	26.50
	BSR	Draft e-mail to Latham & Watkins re final report (1Q)	0.10	26.50

		<u>Hours</u>	<u>Amount</u>
10/5/2010	JAW Proofread September 2010 fee application of W.H. Smith (0.20); e-mail to M. White regarding revisions needed to same (0.10)	0.30	45.75
	BSR Receive and review finalized version of Latham & Watkins final report (1Q) and determine revisions made by Warren Smith	0.10	26.50
	AL Electronic filing with the court of L&W's 1Q FR (.4); draft email to B. Ruhlander re same (.1); update database with same (.2); telephone conference with B. Ruhlander re same (.1); Electronic filing with the court of Omnibus' 1Q FR (.3); draft email to B. Ruhlander re same (.1); update database with same (.1)	1.30	58.50
	MW Receive and review Latham's response from B. Ruhlander (.1); Assist B. Ruhlander with response exhibits for final report (1.0); emails to and from B. Ruhlander re same (.1).	1.20	168.00
	WHS detailed review of omnibus FR 1Q 11.09-3.10	0.20	59.00
	WHS detailed review of FR Latham Watkins 1Q 11.09-3.10r2	0.20	59.00
10/6/2010	JAW detailed review of Weil Gotshal July 2010 fee application (9.40)	9.40	1,433.50
	AL Electronic filing with court of WHSA's September fee application (.3); send same for service (.2)	0.50	22.50
10/7/2010	JAW Draft summary of Weil Gotshal June 2010 fee application (3.40)	3.40	518.50
	AL Update database with Weil's amended April (.1) and May (.1) summaries from M. White and J. Wehrmann.	0.20	9.00
10/8/2010	JAW detailed review of Alvarez & Marsal August 2010 fee application (1.90); draft summary of same (0.90)	2.80	427.00
10/11/2010	AL Telephone conference with J. Wehrmann re Weil's July electronic detail (.1); draft email to Weil re same (.1); update database with same (.2)	0.40	18.00
10/12/2010	JAW Draft summary of Weil Gotshal July 2010 fee application (4.20)	4.20	640.50



		<u>Hours</u>	<u>Amount</u>
10/12/2010	AL Update database with Drinker's August fee application (hard copy)	0.20	9.00
10/14/2010	BSR detailed review of Alvarez & Marsal's April through June 2010 monthly fee applications, as well as fee summary re same (.4); review of fee summary for A&M's July 2010 monthly fee application (.1)	0.50	132.50
	AL Update database with 10.27.10 hearing agenda	0.10	4.50
	BSR research docket for pertinent orders and notices (.3); forward notice of hearing on 10/27 to Anthony Lopez for inclusion in hearing binder (.1)	0.40	106.00
	BSR detailed review of FTI's April and June 2010 monthly fee applications, as well as fee summaries re same	0.30	79.50
	BSR detailed review of Weil Gotshal's April and May 2010 monthly fee applications, as well as fee summaries re same	0.90	238.50
	BSR research server and database for status of review of 2nd interim applications (.4); telephone conference with Anthony Lopez re same (.1)	0.50	132.50
	BSR Draft e-mail to Anthony Lopez re preparation for 2nd interim period applications	0.10	26.50
10/15/2010	AL Update database with Latham's June summary (.1); A&M's July summary (.1); Weil's May summary (.1)	0.30	13.50
10/17/2010	AL Update database with A&M's September fee application (hard copy)	0.20	9.00
10/22/2010	AL Research PACER for objections to September fee application (.4); Draft CNO for WHSA's September fee application (.4).	0.80	36.00
10/25/2010	AL Begin hearing preparation for 10.27 hearing (.8); draft email to W. Smith re same (.1); receive and review email from M. White re 10.27 amended agenda (.1); update database with same (.1)	1.10	49.50
	AL Update database with Cozen's 2Q fee application (hard copy) (.2); Update database with Cozen's 3Q fee application (hard copy) (.2); receive and review email from B. Ruhlander re 10.27.10 hearing proposed order (.1); update database with same (.1)	0.60	27.00

		<u>Hours</u>	<u>Amount</u>
10/25/2010	BSR Receive and review proposed fee order for 1st interim fee applications (.5); receive and review agenda for 1st interim fee hearing (.4)	0.90	238.50
	BSR telephone conference with Anthony Lopez re Cozen O'Connor's second and third interim fee applications	0.10	26.50
10/26/2010	AL Research PACER for signed fee order for the first interim period (.6); receive, review and respond to email from B. Ruhlander re same (.1); update database with signed fee order for the first interim period (.1)	0.80	36.00
10/27/2010	AL Electronic filing with the court of WHSA's September CNO	0.40	18.00
11/1/2010	AL Update database with RLF's September fee application (hard copy) (.2); Weil's September fee application (hard copy) (.2); Weil's August electronic detail (.1)	0.50	22.50
	MW Draft monthly application for compensation of WHSA for October (1.5); preliminary review of same (.3); send same to J. Wehrmann for review (.1); revise per J. Wehrmann's comments (.2); finalize for court filing and send to A. Lopez for service (.2).	2.30	322.00
11/2/2010	AL Update database with RLF's September electronic detail	0.10	4.50
11/4/2010	JAW Proofread W.H. Smith's October 2010 fee application and fee detail (0.30); e-mail to M. White regarding any revisions to same (0.10)	0.40	61.00
	JAW detailed review of Weil Gotshal August 2010 fee application (5.30)	5.30	808.25
11/5/2010	JAW detailed review of Weil Gotshal August 2010 fee application (5.00)	5.00	762.50
	AL Electronic filing with the court of WHSA's October fee application (.3); update database with same (.1); prepare same for service(.1)	0.50	22.50
11/6/2010	JAW continued detailed review of Weil Gotshal August 2010 fee application (2.60)	2.60	396.50
11/8/2010	AL Update database with FTI's September fee application (hard copy)	0.20	9.00

		<u>Hours</u>	<u>Amount</u>
11/9/2010	JAW Draft summary of Weil Gotshal August 2010 fee application (6.30)	6.30	960.75
	JAW detailed review of Alvarez & Marsal September 2010 fee application (0.80)	0.80	122.00
11/10/2010	JAW continued detailed review of Alvarez & Marsal September 2010 fee application (0.90); draft summary of same (0.90)	1.80	274.50
11/11/2010	MW detailed review of Alvarez & Marsal's September expenses (2.9); confer with A. Lopez re spreadsheet exhibits needed for summary (.1).	3.00	420.00
11/12/2010	AL Draft detailed spreadsheet for M. White re A&M's September car issues, meal issues and wireless charges (1.2)	1.20	54.00
11/13/2010	AL Draft detailed spreadsheet for M. White re Weil's August airfare and meal expense issues (1.3); update database with same (.1) telephone conference with M. White re same (.1).	1.40	63.00
	MW detailed review of Weil Gotshal's August expenses (3.4); confer with A. Lopez re assistance needed with exhibits for summaries (.1).	3.50	490.00
11/15/2010	MW Receive and review summary exhibits from A. Lopez re Weil Gotshal's August fee application (.1); draft detailed summary of expense issues (2.1).	2.20	308.00
11/17/2010	JAW detailed review of FTI Consulting's September 2010 fee application (2.20); draft summary of same (0.40)	2.60	396.50
	BSR Draft initial report re Weil Gotshal's 2nd interim fee application	2.00	530.00
	BSR detailed review of Weil Gotshal's 2nd interim fee application, monthly fee applications, and fee summaries re same	1.30	344.50
	MW Begin drafting Weil Gotshal's Summary for August expenses (2.3)	2.30	322.00
11/18/2010	BSR Draft e-mail to Weil Gotshal re initial report (2Q)	0.10	26.50
	BSR telephone conference with representative from FTI Consulting concerning redacting certain items from monthly application	0.10	26.50

			<u>Hours</u>	<u>Amount</u>
11/18/2010	DTW	Review and revise 2nd interim initial report for Weil (.1).	0.10	16.50
	DTW	Review and revise 2nd interim initial report for Weil (.1).	0.10	16.50
	AL	Receive, review and finalize the IR of Weil's 2Q (.2); update database with finalized version (.1); draft email to B. Ruhlander re same (.1); prepare IR of Weil's 2Q for service (.1)	0.50	22.50
11/19/2010	BSR	Conference with James Wehrmann re review of two Cozen O'Connor fee applications	0.10	26.50
	MW	Draft summary re Alvarez & Marsal's September fee application (2.1).	2.10	294.00
11/22/2010	AL	Update database with Drinker's September fee application (hard copy)	0.20	9.00
	JAW	detailed review of Cozen O'Connor's third interim fee application (05-09-10 to 08-08-10) (2.10)	2.10	320.25
	JAW	detailed review of Cozen O'Connor's second interim fee application (02-09-10 to 05-08-10) (3.50)	3.50	533.75
11/23/2010	AL	Research PACER for any objections to WHSA's October fee application (.5); draft Certificate of No Objection to WHSA's October fee application (.8)	1.30	58.50
	AL	Update database with Weil's September fee application (hard copy) (.2); Weil's September electronic detail (.1)	0.30	13.50
11/24/2010	AL	Update database with Weil's July summary	0.10	4.50
11/28/2010	JAW	Draft summary of Cozen O'Connor's 3rd interim fee application (05-09-10 to 08-08-10) (0.10)	0.10	15.25
	JAW	Draft summary of Cozen O'Connor's 2nd interim fee application (02-08-10 to 05-08-10) (0.10)	0.10	15.25
11/29/2010	JAW	detailed review of Weil Gotshal September 2010 fee application (3.00)	3.00	457.50

		<u>Hours</u>	<u>Amount</u>
11/29/2010	AL electronic filing with the court of WHSA's October CNO (.4)	0.40	18.00
11/30/2010	AL Update database with FTI's October fee application (hard copy)	0.20	9.00
	JAW continued detailed review of Weil Gotshal September 2010 fee application (1.20); draft summary of same (0.70)	1.90	289.75
<b>For professional services rendered</b>		<b>220.30</b>	<b>\$34,909.00</b>
Additional Charges :			
8/30/2010	Third party copies & document prep/setup.		106.55
	PACER Charges		6.64
	Copying cost		8.10
9/30/2010	Westlaw Charges		190.00
	Copying cost		18.00
	Third party copies & document prep/setup.		182.81
10/31/2010	Third party copies & document prep/setup.		127.31
	PACER Charges		20.16
	Copying cost		7.80
11/30/2010	Copying cost		1.60

	<u>Amount</u>
11/30/2010 Third party copies & document prep/setup.	380.67
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<b>Total additional charges</b>	<b>\$1,049.64</b>
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<b>Total amount of this bill</b>	<b>\$35,958.64</b>

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Lopez	29.20	45.00	\$1,314.00
Bobbi S. Ruhlander	41.30	265.00	\$10,944.50
Doreen Williams	0.30	165.00	\$49.50
James A. Wehrmann	118.80	152.50	\$18,117.00
Melanie White	8.60	140.00	\$1,204.00
Melanie White	20.90	140.00	\$2,926.00
Warren H Smith	1.20	295.00	\$354.00