UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

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

TWELFTH 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 NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010

Name of Applicant:	Alvarez & Marsal North America, LLC
Authorized to provide professional services to:	Debtors and Debtors-in-Possession
Date of Retention:	December 17, 2009 Nunc pro Tunc to Petition Date
Period for which compensation and reimbursement are sought:	November 1, 2010 through November 30, 2010
Amount of compensation sought as actual, reasonable, and necessary:	\$ 68,037.50
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$ 291.29
Unapplied Retainer	\$ 221,449.34
This is an: $X = M$ monthly interim	final application.

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

Requested Payment Amount:

Fees at 80% \$54,430.00

Expenses at 100% <u>\$ 291.29</u>

Total: <u>\$54,721.29</u>

	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]	\$354,725.50	\$15,337.15	\$ -0-
3/15/10 [338]	1/1/10 through 1/31/10 2/1/10	\$292,362.50	\$6,017.66	4/7/10 [402]	\$292,362.50	\$6,017.66	\$ -0-
4/26/10 [444]	through 2/28/10 3/1/10	\$255,967.50	\$840.27	5/19/10 [535]	\$255,967.50	\$840.27	\$ -0-
5/13/10 [508]	through 3/31/10 4/1/10	\$278,095.50	\$2,824.71	6/7/10 [593]	\$278,095.50	\$2,824.71	\$ -0-
6/10/10 [508]	through 4/30/10 5/1/10	\$225,602.50	\$7,655.88	7/7/10 [649]	\$180,482.00	\$7,655.88	\$45,120.50
7/22/10 [670]	through 5/31/10 6/1/10	\$234,259.50	\$3,524.26	8/16/10 [734]	\$187,407.60	\$3,524.26	\$46,851.90
8/20/10 [741]	through 6/30/10 7/1/10	\$235,070.50	\$4,608.21	9/13/10 [790]	\$188,056.40	\$4,608.21	\$47,014.10
9/2/10 [766]	through 7/31/10 8/1/10	\$161,127.50	\$2,593.67	9/24/10 [825]	\$128,902.00	\$2,593.67	\$32,225.50
9/29/10 [832]	through 8/31/10 9/1/10	\$223,917.00	\$5,411.69	10/21/10 [869]	\$179,133.60	\$5,411.69	\$44,783.40
10/15/10 [861]	through 9/30/10 10/1/10	\$163,745.00	\$4,325.02	11/8/10 [907]	\$130,996.00	\$4,325.02	\$32,749.00
12/6/10 [972] Totals	through 10/31/10	\$84,612.50 \$2,509,485.50	\$660.41 \$53,798.93	1/3/11 [1082]	\$67,690.00 \$2,243,818.60	\$660.41 \$53,798.93	\$16,922.50 \$265,666.90

ATTACHMENT TO MONTHLY FEE APPLICATION

NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010

SUMMARY OF TIME & FEES BY PROFESSIONAL

Name of Professional	Position	Rate	Total Hours	Total Fees (Prior to Holdback)
Joseph Bondi	Managing Director	\$775	3.6	\$2,790.00
Andrew Sagat	Director	\$500	59.7	\$29,850.00
Michael Eisenberg	Associate	\$400	43.4	\$17,360.00
Doug Lewandowski	Consultant	\$375	45.7	\$17,137.50
Mary Napoliello	Paraprofessional	\$200	4.5	\$900.00
Total			156.9	<u>\$68,037.50</u>

Blended Rate \$433.64

SUMMARY OF TIME & FEES BY MATTER CODE

Matter Code	Description	Total Hours	Total Fees Requested	
Bankruptcy Reporting	Preparation or review of financial related disclosures required by the Court, including the MOR and Form 26.	0.9	\$450.00	
Business Planning/Operations	Advise and assist the company with the planning, development, evaluation and implementation of the company's strategic, business and operating plans.	12.1	\$5,340.00	
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.	3.3	\$1,460.00	
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.	42.6	\$20,437.50	
Claims	Assist the company with the review and analysis of claims filed against the Debtors.	73.0	\$29,607.50	
Coordination & Communication with Stakeholders	ommunication with and attend meetings and participate in negotiations with		\$550.00	
Fee Applications	Preparation of monthly and interim fee applications in accordance with court guidelines.		\$2,420.00	
Restructuring Actions	estructuring Actions Assist the Debtors with overall restructuring actions, including the sale or disposition of assets, and identification and evaluation of strategic initiatives.		\$5,792.50	
Travel Time	Billable travel time (reflects 50% of time incurred).	4.4	\$1,980.00	
	Total	<u>156.9</u>	<u>\$68,037.50</u>	
	Blended Rate \$433.64			

SUMMARY OF EXPENSES BY CATEGORY

Expense Category	Service Provider (if applicable)	Expense Amount
Meals	Various	\$9.96
Miscellaneous	Various	\$62.01
Transportation	Various	<u>\$219.32</u>
Total		<u>\$291.29</u>

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
- Exhibit F Expense Detail by Professional which includes a breakdown of the Applicant's expenses incurred.

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

	Hearing Date: N/A
) 4:00 p.m. EST
) February 2, 2011
) Objection Deadline:
Debtors.) (Jointly Administered)
)
ADVANTA CORP., et al.,1) Case No. 09- 13931 (KJC)
In re:) Chapter 11
)

TWELFTH 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 NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010

For its Twelfth 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), Advantanic Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0786), Advanta Credit Card Receivables Corp (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Information regarding the Debtors' businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009, the date the majority of Debtors filed their petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp., Ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases. The debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors' cases are being jointed administered pursuant to Rule 10159(b) of the Federal Rules of Bankruptcy Procedure.

- 2. Pursuant to an order entered on December 3, 2009, the employment of Applicant as financial advisors to the Debtors was authorized effective as of November 8, 2009.
- 3. Applicant has rendered services on behalf of the Debtors from November 1, 2010 through November 30, 2010 (the "Application Period") totaling 156.9 hours, and in connection therewith requests allowance of monthly compensation in the amount of \$68,037.50 and reimbursement of expenses in the amount of \$291.29.
- 4. The Debtors to date have paid Applicant \$2,297,617.53 for services rendered and expenses incurred from the commencement of this case through October 31, 2010. Applicant is holding an unapplied retainer in the amount of \$221,449.34.
- 5. Applicant maintains contemporaneous records of the time expended for the professional services and expenses related thereto performed in connection with these Chapter 11 cases and such records are maintained in the ordinary course of its business. These records provide a detailed description of the services rendered and expenses incurred during the period for which this Application is being made. Applicant's time records in the sum of \$68,037.50 regarding the Chapter 11 proceedings are annexed hereto as Exhibit D.

B. DESCRIPTION OF SERVICES AND EXPENSES AND RELIEF REQUESTED

- 6. Applicant's services on behalf of the Debtors are described in detail in Exhibit D. In general, Applicant assisted the Debtors in bankruptcy matters, business planning and other related business activities, and also represented the Debtors in meetings with creditors, advisors, and others.
- 7. To assist the Court in its review of the fees sought by Applicant, Applicant has separated its time entries in Exhibit D into the following categories:
- a. <u>Bankruptcy Reporting</u>. This category contains time assisting the company with the preparation and review of financial related disclosures required by the Court,

including the MOR. The total fees sought under this category for the period November 1, 2010 through November 30, 2010 are \$450.00 (0.9 hours).

- b. <u>Business Planning/Operations</u>. 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 reviewed a monthly cash forecast and related support schedules, assisted with the preparation of a professional fee forecast, and reviewed business insurance related issues. 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 November 1, 2010 through November 30, 2010 are \$5,340.00 (12.1 hours).
- c. <u>Cash Management</u>. 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 weekly meetings with Debtor employees and management to review the weekly cash forecast. The total fees sought under this category for the period November 1, 2010 through November 30, 2010 are \$1,460.00 (3.3 hours).
- d. <u>Chapter 11 Plan</u>. This category includes time assisting the Debtors with preparing the Chapter 11 Plan and Disclosure Statement. During the Application period, the Applicant reviewed and updated a best interest test analysis for the Disclosure Statement, reviewed contingent claims, reviewed the UCC's 2004 discovery motion and participated in conference calls with the Debtors and counsel to discuss issues related to the Chapter 11 Plan and Disclosure Statement. The Applicant also compiled, reviewed and discussed information requests on various topics relating to the Debtor's Chapter 11 Plan and Disclosure Statement.

The total fees sought under this category for the period November 1, 2010 through November 30, 2010 are \$20,437.50 (42.6 hours).

- e. <u>Claims</u>. This category includes time spent assisting the Debtors with the claims review process. During the Application Period, the Applicant reviewed, revised, and updated intercompany balances to prepare and an amendment to the Schedules of Assets and Liabilities. In addition, the Applicant reviewed and prepared a weekly claim data summary and tracking database detailing un-reconciled and unresolved claims. The Applicant also created and prepared Omni draft filings and participated in various meetings and conference calls regarding the claims process. The total fees sought under this category for the period November 1, 2010 through November 30, 2010 are \$29,607.50 (73.0 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 to discuss Chapter 11 issues. The total fees for the period November 1, 2010 through November 30, 2010 are \$550.00 (1.1 hours).
- g. <u>Fee Application</u>. 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 and an invoice for the first holdback period. The total fees sought under this category for the period November 1, 2010 through November 30, 2010 are \$2,420.00 (8.3 hours).
- h. <u>Restructuring Actions.</u> 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 coordinated and assisted the Debtors' with the sale of the Debtors' artwork and

assisted the Debtors with recovering value from other corporate assets. The Applicant also participated in weekly meetings and conference calls regarding the status of all of the Debtor's asset sales. The total fees sought under this category for the period November 1, 2010 through November 30, 2010 are \$5,792.50 (11.2 hours).

i. <u>Travel</u>. 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 November 1, 2010 through November 30, 2010 are \$1,980.00 (4.4 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 November 1, 2010 through November 30, 2010 on behalf of the Debtors are reasonably worth the sum of \$68,037.50 and Applicant requests the allowance of such sum. The blended hourly rate for all services post-petition rendered by Applicant is \$433.64.
- 9. Applicant further requests reimbursement of costs expended on behalf of the Debtors for the period November 1, 2010 through November 30, 2010 in connection with these Chapter 11 proceedings in the sum of \$291.29 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 \$68,037.50 and reimbursement of costs expended November 1, 2010 through November 30, 2010 in the sum of \$291.29, 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: January 13, 2011 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

Financial Advisors for the Debtors and Debtors-in-Possession

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that Alvarez & Marsal North America, LLC (the "Applicant") has today filed the attached Twelfth 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 November 1, 2010 through November 30, 2010 (the "Application") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court").

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

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), 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, 885 Third Avenue, New York, New York 10022-4834 (Attn: Roger G. Schwartz); (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 Standard Time) on February 2, 2011 (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: January 13, 2011 Wilmington, Delaware Respectfully submitted,

Mark D. Collins (No. 2981) Paul N. Heath (No. 3704)

Chun I. Jang (No. 4790)

Zachary I. Shapiro (No. 5103)

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- and -

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ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION

Task Description		Sum of Hours	Sum of Fees
Bankruptcy Reporting		0.9	\$450.00
Business Planning / Operations		12.1	\$5,340.00
Cash Management		3.3	\$1,460.00
Chapter 11 Plan		42.6	\$20,437.50
Claims		73.0	\$29,607.50
Coordination & Communication with Stakeholders		1.1	\$550.00
Fee Applications		8.3	\$2,420.00
Restructuring Actions		11.2	\$5,792.50
Travel Time		4.4	\$1,980.00
	Total	156.9	\$68,037.50

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Joseph Bondi	Managing Director	\$775.00	3.6	\$2,790.00
Andrew Sagat	Director	\$500.00	59.7	\$29,850.00
Michael Eisenberg	Associate	\$400.00	43.4	\$17,360.00
Doug Lewandowski	Consultant	\$375.00	45.7	\$17,137.50
Mary Napoliello	Paraprofessional	\$200.00	4.5	\$900.00
		Total	156.9	\$68,037.50

Bankruptcy Reporting

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

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Andrew Sagat	Director	\$500	0.9	\$450.00
			0.9	\$450.00
	Avera	ge Billing Rate		\$500.00

Business Planning / Operations

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

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Andrew Sagat	Director	\$500	5.0	\$2,500.00
Michael Eisenberg	Associate	\$400	7.1	\$2,840.00
			12.1	\$5,340.00
	Averag	ge Billing Rate		\$441.32

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.

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Andrew Sagat	Director	\$500	1.4	\$700.00
Michael Eisenberg	Associate	\$400	1.9	\$760.00
			3.3	\$1,460.00
	Averag	ge Billing Rate		\$442.42

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.

Professional	28		Sum of Hours	Sum of Fees	
Joseph Bondi			2.9	\$2,247.50	
Andrew Sagat	Director	\$500	23.1	\$11,550.00	
Michael Eisenberg	Associate	\$400	16.6	\$6,640.00	
			42.6	\$20,437.50	
	Average	Billing Rate	·	\$479.75	

Claims

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

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Andrew Sagat	Director	\$500	15.5	\$7,750.00
Doug Lewandowski	Consultant	\$375	45.7	\$17,137.50
Michael Eisenberg	Associate	\$400	11.8	\$4,720.00
			73.0	\$29,607.50
	Averag	ge Billing Rate		\$405.58

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.

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Andrew Sagat	Director	\$500	1.1	\$550.00
			1.1	\$550.00
	Avera	ge Billing Rate		\$500.00

Fee Applications

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

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Michael Eisenberg	Associate	\$400	3.8	\$1,520.00
Mary Napoliello	Paraprofessional	\$200	4.5	\$900.00
			8.3	\$2,420.00
	Average	Billing Rate		\$291.57

Restructuring Actions

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

Position	Billing Rate	Sum of Hours	Sum of Fees
Managing Director	\$775	0.7	\$542.50
Director	\$500	10.5	\$5,250.00
		11.2	\$5,792.50
Average .	Billing Rate		\$517.19
	Managing Director Director	Managing Director \$775	Managing Director \$775 0.7 Director \$500 10.5 11.2

Travel Time

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

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Andrew Sagat	Director	\$500	2.2	\$1,100.00
Michael Eisenberg	Associate	\$400	2.2	\$880.00
			4.4	\$1,980.00
	Averag	ge Billing Rate		\$450.00

Bankruptcy Reporting

Professional	Date	Hours	Activity
Andrew Sagat	11/17/2010	0.6	Review of October MOR.
Andrew Sagat	11/18/2010	0.3	Prepare for and participate in MOR review call.
Subtotal		0.9	

Business Planning / Operations

Professional	Date	Hours	Activity
Andrew Sagat	11/1/2010	0.5	Response to diligence requests regarding insurance renewals and other requests.
Andrew Sagat	11/2/2010	0.4	Response to diligence request for CSV statements for insurance policies.
Andrew Sagat	11/3/2010	0.5	Prepare for and participate in asset realization call.
Michael Eisenberg	11/3/2010	0.5	Prepare for and participate in asset realization call.
Michael Eisenberg	11/3/2010	2.1	Update professional fee schedule and related discussions with N. Gordon (Advanta).
Michael Eisenberg	11/8/2010	1.3	Email professionals for professional fee schedule and update cash flow forecast.
Andrew Sagat	11/10/2010	0.5	Prepare for and participate in weekly asset realization meeting.
Andrew Sagat	11/10/2010	1.4	Review of professional fees in monthly forecast update and request updated forecasts from professionals.
Michael Eisenberg	11/10/2010	0.4	Prepare for and participate in weekly asset realization meeting.
Andrew Sagat	11/12/2010	1.1	Review of monthly forecast update and provide comments.
Andrew Sagat	11/17/2010	0.4	Prepare for and participate in weekly asset update call.
Michael Eisenberg	11/17/2010	0.3	Prepare for and participate in asset update meeting.
Andrew Sagat	11/23/2010	0.2	Review of Visa 10-k excerpts email from Advanta.
Michael Eisenberg	11/30/2010	2.5	Update professional fee schedule and related cash flow discussions with N. Gordon (Advanta).
		40.4	

Subtotal 12.1

Cash Management

Professional	Date	Hours	Activity
Michael Eisenberg	11/3/2010	0.3	Prepare for and participate in weekly cash call.

Cash Management

Professional	Date	Hours	Activity
Andrew Sagat	11/10/2010	0.3	Prepare for and participate in weekly cash forecast meeting.
Michael Eisenberg	11/10/2010	0.3	Prepare for and participate in weekly cash forecast meeting.
Andrew Sagat	11/22/2010	0.9	Review of weekly cash forecast model detail.
Andrew Sagat	11/23/2010	0.2	Review of weekly cash forecast.
Michael Eisenberg	11/24/2010	1.3	Review cash flow forecast from Company.
Subtotal		3.3	

Chapter 11 Plan

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Professional	Date	Hours	Activity
Andrew Sagat	11/1/2010	0.3	Review of professional fee forecast.
Michael Eisenberg	11/1/2010	2.9	Update Best Interests for Disclosure Statement.
Andrew Sagat	11/2/2010	0.5	Correspondence with L. Preston (Advanta) re: FAQ document and other administrative questions.
Michael Eisenberg	11/2/2010	1.1	Review of Advanta press release for filing of Disclosure Statement and Chapter 11 Plan.
Michael Eisenberg	11/2/2010	3.1	Review updated Disclosure Statement and Chapter 11 Plan.
Andrew Sagat	11/3/2010	0.7	Response to retail noteholder question and correspondence with Weil related thereto.
Andrew Sagat	11/3/2010	0.2	Prepare for and participate in call with Advanta regarding disclosure statement data.
Andrew Sagat	11/3/2010	0.4	Review of updated FAQ document for key Plan items.
Andrew Sagat	11/4/2010	1.5	Responses to creditor questions on filed plan and disclosure statement and related review and internal discussions.
Michael Eisenberg	11/4/2010	1.2	Responding to 3rd party questions in regards to Disclosure Statement.
Michael Eisenberg	11/5/2010	1.0	Review and email with L .Park (FTI) on change in convenience class; update to model.
Joseph Bondi	11/8/2010	0.4	Respond to creditor inquiries re: Disclosure Statement.
Andrew Sagat	11/9/2010	0.4	Prepare for and participate in call with A. Holderer (Advanta) regarding investor questions.
Andrew Sagat	11/9/2010	1.0	Prepare responses to claimants regarding filed Plan and disclosure statement questions.
Michael Eisenberg	11/9/2010	0.6	Call with A Holderer (Advanta) on responses to 3rd Party answers from Disclosure Statement.

Chapter 11 Plan

Professional	Date	Hours	Activity
Andrew Sagat	11/11/2010	2.2	Review of discovery motion filed by the UCC and related follow- up discussions and review of internal documents.
Joseph Bondi	11/11/2010	0.8	Review motion filed by the UCC seeking discovery.
Michael Eisenberg	11/11/2010	0.9	Review of committee's 2004 Motion.
Andrew Sagat	11/12/2010	1.2	Review of potential contingent claim information for AMUSA and related correspondence with Advanta and Weil.
Michael Eisenberg	11/12/2010	0.4	Review AMUSA mortgage obligations.
Andrew Sagat	11/15/2010	3.3	Preparation of diligence response summary schedule.
Andrew Sagat	11/15/2010	0.4	Coordinate review of AMUSA contingent claims with Weil and Advanta.
Andrew Sagat	11/15/2010	0.8	Review of draft objection to UCC discovery motion and provide comments.
Andrew Sagat	11/15/2010	1.1	Review of and revisions to diligence response summary schedule.
Andrew Sagat	11/15/2010	2.1	Prepare for and participate in calls with Advanta and Weil regarding diligence response summary and related follow up correspondence.
Michael Eisenberg	11/15/2010	3.2	Due Diligence response to committee's 2004 motion; preparation for court hearing.
Michael Eisenberg	11/15/2010	1.2	Review Debtor's draft objection to Committee's 2004 Motion.
Andrew Sagat	11/16/2010	0.7	Prepare for and participate in calls with Advanta regarding diligence response summary.
Andrew Sagat	11/16/2010	0.8	Respond to diligence question regarding a past foreclosure of a mortgage property, including related correspondence.
Andrew Sagat	11/16/2010	1.9	Update of diligence response summary schedule for additional information and related correspondence.
Michael Eisenberg	11/16/2010	1.0	Call with J. Ganesh (Weil) and V. Vron (Weil) in regards to updating the intercompany balances on the schedules.
Joseph Bondi	11/17/2010	0.6	Review objections to 2004 discovery motion.
Andrew Sagat	11/22/2010	0.5	Respond to investor questions on Plan and Disclosure Statement.
Andrew Sagat	11/23/2010	0.3	Review of draft stipulation between the Debtors and the FDIC.
Andrew Sagat	11/23/2010	1.6	Review of diligence questions from FTI regarding the FDIC stipulation, participation in call with FTI and L. Browne (Advanta) regarding the same and related follow-up.
Andrew Sagat	11/29/2010	1.2	Prepare for and participate in call with Advanta and Weil regarding Bank of America meeting.
Joseph Bondi	11/29/2010	1.1	Call to discuss strategy for meeting with Bank of America and related preparation.

Chapter 11 Plan

Claims

Professional	Date	Hours	Activity
Doug Lewandowski	11/2/2010	0.4	Correspond with L. Preston (ADV) regarding withdrawn claims.
Andrew Sagat	11/3/2010	0.5	Discussion with D. Lewandowski (A&M), Weil and Advanta regarding unresolved claims.
Doug Lewandowski	11/3/2010	0.5	Update unresolved claims with new withdraws and recently resolved claims.
Doug Lewandowski	11/3/2010	0.5	Discussion with Advanta, Weil and A. Sagat (A&M) regarding unresolved claims.
Michael Eisenberg	11/3/2010	0.5	Prepare for and participate in weekly claims call.
Andrew Sagat	11/12/2010	0.6	Prepare email and to-do list for update of Schedules for intercompany liquidated claim amounts.
Andrew Sagat	11/12/2010	0.3	Discussion with D. Lewandowski (A&M) regarding schedule mortgage claimants.
Doug Lewandowski	11/12/2010	0.3	Discussion with A. Sagat (A&M) regarding schedule mortgage claimants.
Doug Lewandowski	11/12/2010	0.3	Correspond with GCG regarding mortgage insurance issues.
Doug Lewandowski	11/12/2010	0.8	Review scheduled intercompany claims for potential amendment.
Andrew Sagat	11/13/2010	1.0	Review of scheduled claims file for intercompany balance treatment.
Doug Lewandowski	11/13/2010	0.6	Create revised order exhibits for Omni 4.
Andrew Sagat	11/15/2010	0.9	Review of and quality check draft intercompany balance file for Schedule amendment and related correspondence.
Doug Lewandowski	11/15/2010	0.5	Discussion with D. Hoehne (Weil) and J. Ganesh (Weil) regarding certain claim issues.
Doug Lewandowski	11/15/2010	0.5	Correspond with J. Hertzberg (A&M) regarding schedule amendments.
Andrew Sagat	11/16/2010	0.3	Discussion with M. Eisenberg (A&M), D. Lewandowski (A&M), V. Vron (Weil), and J. Ganesh (Weil) regarding amended schedules.
Andrew Sagat	11/16/2010	2.5	Review of revised intercompany balance file for Schedule amendment and related discussions regarding treatment of deferred tax assets and other items.
Andrew Sagat	11/16/2010	0.4	Prepare for and participate in call with Advanta regarding schedule amendment.

Claims

Professional	Date	Hours	Activity
Andrew Sagat	11/16/2010	0.6	Prepare for and participate in call with D. Lewandowski (A&M) and Weil regarding amendment to Schedules for intercompany balances.
Doug Lewandowski	11/16/2010	0.6	Update BART with the current omnibus objection status.
Doug Lewandowski	11/16/2010	0.3	Discussion with A. Sagat (A&M), M. Eisenberg (A&M), V. Vron (Weil), and J. Ganesh (Weil) regarding amended schedules.
Doug Lewandowski	11/16/2010	1.2	Update Omni 6 drafts to include additional claims and circulate drafts to Weil.
Michael Eisenberg	11/16/2010	0.3	Discussion with A. Sagat (A&M), D. Lewandowski (A&M), V. Vron (Weil), and J. Ganesh (Weil) regarding amended schedules.
Michael Eisenberg	11/16/2010	2.6	Update intercompany balances for revised schedules.
Andrew Sagat	11/17/2010	0.5	Prepare for and participate in call with Weil regarding schedule amendment and other updates.
Andrew Sagat	11/17/2010	0.7	Review of comments received on intercompany balance schedule and related follow-up discussions.
Doug Lewandowski	11/17/2010	1.0	Update BART With Omni 2/3 orders
Doug Lewandowski	11/17/2010	0.2	Review newly filed claims and queue for objection.
Doug Lewandowski	11/17/2010	1.3	Create revised Omni 6 drafts for Weil review.
Doug Lewandowski	11/17/2010	0.4	Load new claims into BART.
Michael Eisenberg	11/17/2010	3.1	Update intercompany balances for revised schedules.
Andrew Sagat	11/18/2010	1.9	Review of revised intercompany balance file for schedule amendment and participate in related correspondence with Weil and Advanta.
Andrew Sagat	11/18/2010	0.3	Prepare for and participate in call with C. Wilson (Advanta) regarding intercompany balances.
Doug Lewandowski	11/18/2010	1.0	Extract only schedule b and f from the current advantage schedule listing.
Doug Lewandowski	11/18/2010	1.5	Create original word versions of the schedules for black lining purposes.
Doug Lewandowski	11/18/2010	1.1	Review list of potential schedule amendments.
Doug Lewandowski	11/18/2010	0.3	Correspond with A. Sagat (A&M) regarding amended schedules.
Doug Lewandowski	11/18/2010	1.1	Final review of Omni 6 drafts.
Michael Eisenberg	11/18/2010	1.2	Update intercompany balances for revised schedules after conversation with C. Wilson (Advanta).
Andrew Sagat	11/19/2010	0.8	Correspondence with D. Lewandowski (A&M) regarding schedule amendment format and other related questions.

Claims

Professional	Date	Hours	Activity
Andrew Sagat	11/19/2010	0.5	Review of comments from Advanta regarding intercompany balance schedule and proposed schedule amendment.
Doug Lewandowski	11/19/2010	0.9	Update creditor addresses.
Doug Lewandowski	11/19/2010	1.0	Create exhibits for Schedule B16 response and update in BART.
Doug Lewandowski	11/19/2010	0.7	Identify schedule B16 responses to update.
Doug Lewandowski	11/19/2010	0.7	Identify schedules that need to be updated.
Doug Lewandowski	11/19/2010	2.4	Update Schedule b16 responses with the revised asset numbers.
Doug Lewandowski	11/19/2010	0.5	Correspond with Weil regarding schedule amendment questions.
Doug Lewandowski	11/19/2010	2.5	Update Bart with the revised schedule amounts.
Michael Eisenberg	11/19/2010	2.1	Review and update intercompany balances for schedules.
Doug Lewandowski	11/20/2010	2.1	Review amended schedules for accuracy.
Andrew Sagat	11/22/2010	0.6	Review of draft amended schedule example.
Doug Lewandowski	11/22/2010	1.4	Create PDF packages of Amended Schedules.
Doug Lewandowski	11/22/2010	0.7	Highlight changes in amended schedule B riders.
Doug Lewandowski	11/22/2010	2.1	Extract Word documents and format for Black line.
Doug Lewandowski	11/22/2010	2.5	Create black line versions of the amended schedules for counsel review.
Doug Lewandowski	11/22/2010	1.8	Highlight changes in amended schedules.
Andrew Sagat	11/23/2010	0.5	Review of revised amended schedules.
Andrew Sagat	11/23/2010	0.3	Prepare for and participate in call with D. Lewandowski (Advanta) regarding amended schedules.
Andrew Sagat	11/23/2010	1.7	Review of draft amended schedules.
Doug Lewandowski	11/23/2010	1.7	Review amended schedules for accuracy.
Doug Lewandowski	11/23/2010	2.5	Create Summary schedules for the amended schedules.
Doug Lewandowski	11/23/2010	1.1	Highlight changed values on the summary schedules.
Doug Lewandowski	11/23/2010	0.8	Update schedules to reflect changes from A. Sagat (A&M).
Michael Eisenberg	11/23/2010	2.0	Review updated schedules in regards to intercompany balances.
Doug Lewandowski	11/27/2010	2.1	Update schedule F listings to only extract pages that had changed.
Doug Lewandowski	11/27/2010	1.2	Review amended schedules for accuracy.

Claims

Professional	Date	Hours	Activity
Doug Lewandowski	11/27/2010	1.5	Recreate amended schedule packages for amended Debtors.
Andrew Sagat	11/30/2010	0.6	Review of emails regarding schedules amendment.
Doug Lewandowski	11/30/2010	1.1	Correspond with P. Browne (Adv) and L. Browne (Adv) regarding amended schedules.
Subtotal		73.0	

Coordination & Communication with Stakeholders

Professional	Date	Hours	Activity
Andrew Sagat	11/9/2010	0.6	Prepare for and participate in call with L. Park (FTI) regarding de minimis asset sale notice.
Andrew Sagat	11/12/2010	0.2	Correspondence with FTI regarding art sale results.
Andrew Sagat	11/22/2010	0.3	Response to question from UCC advisors regarding Reliance transition.
Subtotal		1.1	

Fee Applications

Professional	Date	Hours	Activity
Michael Eisenberg	11/12/2010	2.1	Prepare draft October fee statement.
Michael Eisenberg	11/18/2010	0.5	Prepare draft October fee statement.
Mary Napoliello	11/22/2010	0.3	Review docket for cno data.
Mary Napoliello	11/22/2010	2.8	Review October time and expense data; update reconciliation.
Mary Napoliello	11/22/2010	1.4	Prepare draft of exhibits, application and cover sheet.
Michael Eisenberg	11/22/2010	1.2	Review October fee statement and prepare revisions.
Subtotal		8.3	

Restructuring Actions

Professional	Date	Hours	Activity
Andrew Sagat	11/1/2010	0.6	Coordination regarding Paris auction and payment for London auction.

Restructuring Actions

Professional	Date	Hours	Activity
Andrew Sagat	11/2/2010	1.2	Coordination of Mitchell consignment agreement execution and final review.
Andrew Sagat	11/2/2010	0.7	Review of FAQ document and comments from Weil and Advanta and proposal of question response process.
Andrew Sagat	11/4/2010	0.5	Correspondence with VGFA regarding pre-sale reserves and other related matters.
Andrew Sagat	11/9/2010	0.2	Prepare for and participate in call with Advanta regarding insurance diligence.
Andrew Sagat	11/9/2010	0.3	Review Reliance trust write-up and send to FTI.
Andrew Sagat	11/9/2010	0.5	Prepare for and participate in call with D. Epstein (Advanta) regarding de minimis asset sale notice.
Andrew Sagat	11/10/2010	0.5	Review remaining de minimis assets left to be sold and prepare response to FTI.
Andrew Sagat	11/11/2010	1.2	Update of art sale summary schedule and correspond with Advanta regarding art proceeds forecast timing and sales results.
Joseph Bondi	11/11/2010	0.4	Review of results of art auction sales.
Andrew Sagat	11/12/2010	0.3	Review of post-sale advice from Christie's for the September Interiors sale.
Andrew Sagat	11/15/2010	0.2	Review of VGFA invoice for September Interior's sale.
Andrew Sagat	11/18/2010	0.5	Review of VGFA recommendation for sale of Frankenthaler print and coordination of sign off internally and with the UCC.
Joseph Bondi	11/18/2010	0.3	Issues re: disposition of art unsold at auction.
Andrew Sagat	11/19/2010	0.2	Review of after sale advice for Hodkins sale and prepare email to VGFA regarding currency question.
Andrew Sagat	11/22/2010	0.7	Review of after sale advice for the art prints sale and coordination of sale form execution for Frankenthaler print.
Andrew Sagat	11/22/2010	0.4	Prepare for and participate in call with D. Epstein (Advanta) regarding de minimis asset sale notice.
Andrew Sagat	11/23/2010	0.5	Review correspondence regarding cash out of the insurance policies in the deferred compensation trust.
Andrew Sagat	11/29/2010	0.6	Coordination of extension of VGFA contract term with Weil, Advanta and FTI.
Andrew Sagat	11/29/2010	0.4	Review of VGFA invoice for Hodgkins sale and provide comments.
Andrew Sagat	11/30/2010	1.0	Review of draft VGFA term extension notice and related correspondence.

Exhibit D

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

Restructuring Actions

Professional	Date	Hours	Activity	
Subtotal		11.2		

Travel Time

Professional	Date	Hours	Activity
Andrew Sagat	11/2/2010	2.2	Non-working roundtrip travel from New York to Advanta.
Michael Eisenberg	11/2/2010	2.2	Roundtrip travel to Conshohocken from NYC @ 50%.
Subtotal	4.4		
Grand Total		156.9	

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

Expense Category	Sum of Expenses
Meals	\$9.96
Miscellaneous	\$62.01
Transportation	\$219.32
	<i>Total</i> \$291.29

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

Meals

Professional/Service	Date	Expense	Expense Description
Michael Eisenberg	11/2/2010	\$9.96	Out of town breakfast - Eisenberg/Sagat.
Expense Category Total		\$9.96	

Miscellaneous

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	11/1/2010	\$44.12	Verizon conference call charges.
Andrew Sagat	11/29/2010	\$8.11	Wireless usage charges (10/23/10 - 11/23/10).
Doug Lewandowski	11/29/2010	\$9.15	Wireless usage charges (10/23/10 - 11/23/10).
Joseph Bondi	11/29/2010	\$0.63	Wireless usage charges (10/23/10 - 11/23/10).
Expense Category Total		\$62.01	

Transportation

Professional/Service	Date	Expense	Expense Description
Michael Eisenberg	11/2/2010	\$21.65	Tolls from Manhattan to Conshohocken, PA.
Michael Eisenberg	11/2/2010	\$5.60	Taxi from Hertz office to home.
Michael Eisenberg	11/2/2010	\$183.07	Rental car from Manhattan to Conshohocken, PA.
Michael Eisenberg	11/10/2010	\$9.00	Tolls from Manhattan to Conshohocken, PA.
Expense Category Total		\$219.32	
Grand Total		\$291.29	
Grand Total		\$291.29	