

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

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

**THIRTEENTH 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 DECEMBER 1, 2010 THROUGH DECEMBER 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 *Nunc pro Tunc* to Petition Date

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

Amount of compensation sought as actual, reasonable, and necessary: \$ 46,540.00

Amount of expense reimbursement sought as actual, reasonable, and necessary: \$ 28.02

Unapplied Retainer \$ 221,449.34

This is an: X monthly interim final application.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (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%	\$37,232.00
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Expenses at 100%	<u>\$ 28.02</u>
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Total:	<u>\$37,260.02</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]	\$354,725.50	\$15,337.15	\$ -0-
3/15/10 [338]	1/1/10 through 1/31/10	\$292,362.50	\$6,017.66	4/7/10 [402]	\$292,362.50	\$6,017.66	\$ -0-
4/26/10 [444]	2/1/10 through 2/28/10	\$255,967.50	\$840.27	5/19/10 [535]	\$255,967.50	\$840.27	\$ -0-
5/13/10 [508]	3/1/10 through 3/31/10	\$278,095.50	\$2,824.71	6/7/10 [593]	\$278,095.50	\$2,824.71	\$ -0-
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	9/24/10 [825]	\$128,902.00	\$2,593.67	\$32,225.50
9/29/10 [832]	8/1/10 through 8/31/10	\$223,917.00	\$5,411.69	10/21/10 [869]	\$179,133.60	\$5,411.69	\$44,783.40
10/15/10 [861]	9/1/10 through 9/30/10	\$163,745.00	\$4,325.02	11/8/10 [907]	\$130,996.00	\$4,325.02	\$32,749.00
12/6/10 [972]	10/1/10 through 10/31/10	\$84,612.50	\$660.41	1/3/11 [1082]	\$67,690.00	\$660.41	\$16,922.50
1/13/11 [1099]	11/1/10 through 11/30/10	\$68,037.50	\$291.29	2/4/11 [1141]	\$54,430.00	\$291.29	\$13,607.50
Totals		\$2,577,523.00	\$54,090.22		\$2,298,248.60	\$54,090.22	\$279,274.40

ATTACHMENT TO MONTHLY FEE APPLICATION

DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010

SUMMARY OF TIME & FEES BY PROFESSIONAL

Name of Professional	Position	Rate	Total Hours	Total Fees (Prior to Holdback)
Joseph Bondi	Managing Director	\$775	9.8	\$7,595.00
Andrew Sagat	Director	\$500	50.4	\$25,200.00
Michael Eisenberg	Associate	\$400	16.8	\$6,720.00
Doug Lewandowski	Consultant	\$375	17.4	\$6,525.00
Mary Napoliello	Paraprofessional	\$200	2.5	\$500.00
Total			96.9	<u>\$46,540.00</u>
Blended Rate \$480.29				

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.	2.3	\$1,150.00
Bankruptcy Support	Advise and assist the company on matters concerning operating the business under Chapter 11.	1.3	\$650.00
Business Planning/Operations	Advise and assist the company with the planning, development, evaluation and implementation of the company's strategic, business and operating plans.	9.6	\$4,100.00
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.	1.8	\$830.00
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.	30.1	\$16,937.50
Claims	Assist the company with the review and analysis of claims filed against the Debtors.	20.9	\$8,275.00
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.	1.0	\$500.00
Fee Applications	Preparation of monthly and interim fee applications in accordance with court guidelines.	19.2	\$8,747.50
Restructuring Actions	Assist the Debtors with overall restructuring actions, including the sale or disposition of assets, and identification and evaluation of strategic initiatives.	10.7	\$5,350.00
	Total	<u>96.9</u>	<u>\$46,540.00</u>
	Blended Rate \$480.29		

SUMMARY OF EXPENSES BY CATEGORY

Expense Category	Service Provider (if applicable)	Expense Amount
Miscellaneous	Various	<u>\$28.02</u>
Total		<u>\$28.02</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
6. Exhibit F - Expense Detail by Professional which includes a breakdown of the Applicant's expenses incurred.

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

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 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 December 1, 2010 through December 31, 2010 (the "Application Period") totaling 96.9 hours, and in connection therewith requests allowance of monthly compensation in the amount of \$46,540.00 and reimbursement of expenses in the amount of \$28.02.

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 November 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 \$46,540.00 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 Reporting. This category contains time assisting the company with the preparation and review of financial related disclosures required by the Court.

During the Application Period, the Applicants reviewed the November 2010 MOR and Form 26, and participated in review meetings with Debtor employees and counsel. The total fees sought under this category for the period December 1, 2010 through December 31, 2010 are \$1,150.00 (2.3 hours).

b. Bankruptcy Support. This category includes time assisting the company on matters concerning operating the business under Chapter 11. The total fees sought under this category for the period December 1, 2010 through December 31, 2010 are \$650.00 (1.3 hours).

c. 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 reviewed a monthly cash forecast and related support schedules, assisted with the preparation of a professional fee forecast, and discussed payroll 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 December 1, 2010 through December 31, 2010 are \$4,100.00 (9.6 hours).

d. 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 weekly meetings with Debtor employees and management to review the weekly cash forecast. The total fees sought under this category for the period December 1, 2010 through December 31, 2010 are \$830.00 (1.8 hours).

e. Chapter 11 Plan. This category includes time assisting the Debtors with preparing and reviewing the Chapter 11 Plan and Disclosure Statement. During the

Application Period, the Applicant reviewed, revised, and updated intercompany balances, reviewed proposed revisions to Chapter 11 Plan and Disclosure Statement, reviewed the UCC's objection to exclusivity motion, reviewed Liquidating Trustee proposals, 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 December 1, 2010 through December 31, 2010 are \$16,937.50 (30.1 hours).

f. Claims. This category includes time spent assisting the Debtors with the claims review process. During the Application Period, the Applicant prepared and reviewed claims schedules, Omni draft filings and other related schedules. The Applicant also reviewed solicitation procedures and participated in various meetings and conference calls regarding the claims process. The total fees sought under this category for the period December 1, 2010 through December 31, 2010 are \$8,275.00 (20.9 hours).

g. 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 December 1, 2010 through December 31, 2010 are \$500.00 (1.0 hour).

h. 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 and prepared a response to the Fee auditor's initial report on the second interim fee statement. The total fees sought under this category for the period December 1, 2010 through December 31, 2010 are \$8,747.50 (19.2 hours).

i. 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 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 December 1, 2010 through December 31, 2010 are \$5,350.00 (10.7 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 December 1, 2010 through December 31, 2010 on behalf of the Debtors are reasonably worth the sum of \$46,540.00 and Applicant requests the allowance of such sum. The blended hourly rate for all services post-petition rendered by Applicant is \$480.29.

9. Applicant further requests reimbursement of costs expended on behalf of the Debtors for the period December 1, 2010 through December 31, 2010 in connection with these Chapter 11 proceedings in the sum of \$28.02 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 \$46,540.00 and reimbursement of costs expended December 1, 2010 through December 31, 2010 in the sum of \$28.02, 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: February 8, 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**

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<i>In re</i>	: Chapter 11
ADVANTA CORP., <i>et al.</i> ,	: Case No. 09-13931 (KJC)
Debtors. ¹	: (Jointly Administered)
	: Obj. Deadline: 3/1/11 at 4:00 p.m. (EST)
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NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that Alvarez & Marsal North America, LLC (the “*Applicant*”) has today filed the attached **Thirteenth 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 December 1, 2010 through December 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

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).

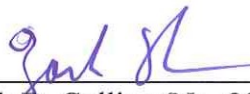
received by (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons); (iii) local counsel to the Debtors, Richards Finger & 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 March 1, 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: February 9, 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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(302) 651-7700 (Telephone)
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- and -

WEIL, GOTSHAL & MANGES LLP
Marcia L. Goldstein
Robert J. Lemons
767 Fifth Avenue
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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
December 1, 2010 through December 31, 2010*

<i>Task Description</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Bankruptcy Reporting	2.3	\$1,150.00
Bankruptcy Support	1.3	\$650.00
Business Planning / Operations	9.6	\$4,100.00
Cash Management	1.8	\$830.00
Chapter 11 Plan	30.1	\$16,937.50
Claims	20.9	\$8,275.00
Coordination & Communication with Stakeholders	1.0	\$500.00
Fee Applications	19.2	\$8,747.50
Restructuring Actions	10.7	\$5,350.00
<i>Total</i>	96.9	\$46,540.00

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775.00	9.8	\$7,595.00
Andrew Sagat	Director	\$500.00	50.4	\$25,200.00
Michael Eisenberg	Associate	\$400.00	16.8	\$6,720.00
Doug Lewandowski	Consultant	\$375.00	17.4	\$6,525.00
Mary Napoliello	Paraprofessional	\$200.00	2.5	\$500.00
<i>Total</i>			96.9	\$46,540.00

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

Page 1 of 9

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

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*Advanta Corp., et al.,
Summary of Time Detail by Professional
December 1, 2010 through December 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	1.1	\$550.00
Michael Eisenberg	Associate	\$400	0.7	\$280.00
			1.8	\$830.00
		<i>Average Billing Rate</i>		\$461.11

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.

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

Claims

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	3.5	\$1,750.00
Doug Lewandowski	Consultant	\$375	17.4	\$6,525.00
			20.9	\$8,275.00
				\$395.93

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

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>
Andrew Sagat	Director	\$500	1.0	\$500.00
			1.0	\$500.00
	<i>Average Billing Rate</i>			\$500.00

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

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	1.7	\$1,317.50
Andrew Sagat	Director	\$500	9.3	\$4,650.00
Michael Eisenberg	Associate	\$400	5.7	\$2,280.00
Mary Napoliello	Paraprofessional	\$200	2.5	\$500.00
			19.2	\$8,747.50
<i>Average Billing Rate</i>				\$455.60

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

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***Advanta Corp., et al.,
Time Detail by Activity by Professional
December 1, 2010 through December 31, 2010***

Exhibit D

Bankruptcy Reporting

Professional	Date	Hours	Activity
Andrew Sagat	12/2/2010	0.4	Review of Form 26 email and attachment.
Andrew Sagat	12/7/2010	0.7	Review of Form 26 draft.
Andrew Sagat	12/9/2010	0.3	Prepare for and participate in call with C. Wilson (Advanta) regarding Form 26 treatment of value.
Andrew Sagat	12/16/2010	0.6	Review of November MOR draft.
Andrew Sagat	12/17/2010	0.3	Prepare for and participate in MOR review call.
Subtotal		2.3	

Bankruptcy Support

Professional	Date	Hours	Activity
Andrew Sagat	12/1/2010	0.3	Prepare for and participate in call with Weil regarding general case update.
Andrew Sagat	12/16/2010	0.5	Prepare for and participate in call with V. Vron (Weil) regarding preparation for hearing and related follow-up.
Andrew Sagat	12/17/2010	0.5	Review of case updates internally.
Subtotal		1.3	

Business Planning / Operations

Professional	Date	Hours	Activity
Andrew Sagat	12/1/2010	0.4	Prepare for and participate in weekly asset meeting.
Michael Eisenberg	12/1/2010	0.4	Prepare for and participate in weekly asset meeting.
Michael Eisenberg	12/1/2010	1.5	Prepare and review professional fee forecast with N. Gordon (Advanta) for weekly cash flow forecast.
Andrew Sagat	12/7/2010	1.0	Prepare for and participate in call with Weil regarding payroll question and prepare reply to Advanta.
Michael Eisenberg	12/8/2010	1.4	Prepare and review professional fee forecast with N. Gordon (Advanta) for weekly cash flow forecast.
Andrew Sagat	12/13/2010	1.0	Review of monthly forecast update.
Michael Eisenberg	12/13/2010	0.5	Analyze and review monthly forecast update.
Michael Eisenberg	12/15/2010	1.4	Prepare and review professional fee forecast with N. Gordon (Advanta) for weekly cash flow forecast.

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Business Planning / Operations

Professional	Date	Hours	Activity
Andrew Sagat	12/22/2010	0.2	Prepare and review correspondence related to professional fees forecast with Advanta.
Michael Eisenberg	12/22/2010	1.8	Prepare and review professional fee forecast with N. Gordon (Advanta) for weekly cash flow forecast.
Subtotal		9.6	

Cash Management

Professional	Date	Hours	Activity
Andrew Sagat	12/1/2010	0.3	Prepare for and participate in weekly cash meeting.
Michael Eisenberg	12/1/2010	0.3	Prepare for and participate in weekly cash meeting.
Andrew Sagat	12/6/2010	0.2	Review of actual cash results for weekly forecast.
Andrew Sagat	12/8/2010	0.4	Prepare for and participate in weekly cash flow meeting.
Michael Eisenberg	12/8/2010	0.4	Prepare for and participate in weekly cash flow meeting.
Andrew Sagat	12/13/2010	0.2	Review of cash forecast actual results.
Subtotal		1.8	

Chapter 11 Plan

Professional	Date	Hours	Activity
Andrew Sagat	12/7/2010	1.4	Prepare for and participate in call with N. Gordon (Advanta) regarding shared services intercompany balance and related follow-up review of accounting and emails.
Andrew Sagat	12/7/2010	0.3	Review of Plan to address questions from Advanta.
Andrew Sagat	12/7/2010	0.3	Prepare for and participate in call with V. Vron (Weil) regarding shared services intercompany balance.
Michael Eisenberg	12/7/2010	1.1	Prepare for and participate in call with N. Gordon (Advanta) regarding shared services intercompany balance.
Andrew Sagat	12/8/2010	1.1	Review of monthly forecast bridge of asset recoveries.
Andrew Sagat	12/8/2010	1.7	Review of objections to disclosure statement filed with Court.
Andrew Sagat	12/8/2010	0.3	Prepare for and participate in call with L. Preston (Advanta) regarding possible note holder questions and related follow-up.
Joseph Bondi	12/8/2010	1.4	Review UCC objection to Debtors' extension of exclusivity.

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Chapter 11 Plan

Professional	Date	Hours	Activity
Andrew Sagat	12/9/2010	1.6	Review of disclosure statement and exclusivity motion summaries.
Andrew Sagat	12/9/2010	0.2	Prepare for and participate in call with L. Preston (Advanta) regarding note holder questions.
Andrew Sagat	12/9/2010	0.4	Prepare for and participate in call with Weil regarding objections to disclosure statement and exclusivity motion.
Andrew Sagat	12/9/2010	0.3	Prepare for and participate in preparatory call with Weil regarding objections to disclosure statement and exclusivity motion.
Andrew Sagat	12/9/2010	2.9	Prepare for and participate in call with Weil and Advanta regarding objections to disclosure statement and exclusivity motion.
Joseph Bondi	12/9/2010	2.9	Conference to plan for hearing on Disclosure Statement and Exclusivity.
Michael Eisenberg	12/11/2010	1.0	Review revisions to Plan of Reorganization and D/S.
Andrew Sagat	12/13/2010	0.5	Call with potential Liquidating Trustee candidate.
Andrew Sagat	12/13/2010	0.5	Prepare for and participate in call with L. Preston (Advanta) regarding solicitation and AIC sale.
Andrew Sagat	12/13/2010	1.5	Review of response to exclusivity and disclosure statement objections and related correspondence.
Andrew Sagat	12/14/2010	0.7	Review of revised response to exclusivity and disclosure statement objections and related correspondence.
Andrew Sagat	12/17/2010	0.3	Prepare for and participate in call with Advanta regarding update to SSC intercompany balance.
Andrew Sagat	12/17/2010	0.3	Prepare for and participate in call with a potential liquidating trustee candidate.
Andrew Sagat	12/17/2010	0.6	Review of updated Plan and Disclosure Statement black lines.
Andrew Sagat	12/20/2010	2.7	Review of Liquidating Trustee candidate proposals.
Andrew Sagat	12/20/2010	0.3	Review of professional fee forecast for solicitation and press release costs.
Andrew Sagat	12/21/2010	0.5	Review of Shared Services allocations for intercompany balance review.
Michael Eisenberg	12/21/2010	1.3	Analysis of Shared Services allocations for intercompany balances.
Andrew Sagat	12/31/2010	0.2	Correspond with L. Preson (Advanta) and D. Lewandowski (A&M) regarding retail note holder ballots.
Joseph Bondi	12/9/2011	1.6	Review UCC proposals re: draft Disclosure Statement.
Joseph Bondi	12/10/2011	1.4	Review proposed revisions to Disclosure Statement and Plan of Reorganization.

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Time Detail by Activity by Professional
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Chapter 11 Plan

Professional	Date	Hours	Activity
Joseph Bondi	12/13/2011	0.8	Review additional proposed revisions to Disclosure Statement and Plan of Reorganization.
Subtotal		30.1	

Claims

Professional	Date	Hours	Activity
Andrew Sagat	12/1/2010	0.6	Review of correspondence related to Schedule amendment.
Doug Lewandowski	12/1/2010	1.2	Update amended schedules with changes from C. Wilson (ADV).
Doug Lewandowski	12/1/2010	0.7	Revise schedules with additional changes from C. Wilson (ADV).
Doug Lewandowski	12/1/2010	0.3	Claims discussion with C. Wilson (ADV), V. Vron (Weil), J. Ganesh (Weil), A. Sagat (A&M) and M. Eisenberg (A&M).
Andrew Sagat	12/2/2010	0.3	Correspond with D. Lewandowski (A&M) regarding solicitation calendar and GCG email.
Doug Lewandowski	12/2/2010	0.5	Research solicitation requests from GCG.
Andrew Sagat	12/6/2010	0.5	Review of matched claims report.
Andrew Sagat	12/7/2010	0.6	Review of amended schedules for MOLI loans.
Andrew Sagat	12/7/2010	0.5	Prepare for and participate in call with D. Lewandowski (A&M) and Weil regarding MOLI loans.
Doug Lewandowski	12/7/2010	0.2	Correspond with GCG and Weil regarding claims that did not list a claimed Debtor.
Doug Lewandowski	12/7/2010	0.2	Discussion with V. Vron (Weil) and A. Sagat (AM) regarding AMCUSA obligations.
Doug Lewandowski	12/7/2010	1.2	Create MOLI new schedules in BART.
Doug Lewandowski	12/7/2010	1.3	Review the MOLI lease for AMCUSA schedule amendment.
Doug Lewandowski	12/7/2010	0.9	Create the MOLI schedule records in BART.
Doug Lewandowski	12/7/2010	1.5	Format names in the MOLI AMCUSA file for loading into BART.
Doug Lewandowski	12/9/2010	0.3	Update claim withdraws in BART.
Doug Lewandowski	12/9/2010	0.9	Reflect Omni 4 order in BART.
Doug Lewandowski	12/9/2010	0.3	Discussion with GCG regarding solicitation and superseded schedules.
Doug Lewandowski	12/9/2010	1.1	Create listing of superseded schedules for GCG review.
Doug Lewandowski	12/14/2010	2.5	Create scheduled claims for amended schedules in BART.

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Claims

Professional	Date	Hours	Activity
Andrew Sagat	12/16/2010	0.4	Prepare for and participate in call with D. Lewandowski (A&M) regarding solicitation procedures.
Andrew Sagat	12/17/2010	0.3	Prepare for and participate in call with D. Lewandowski (A&M) regarding solicitation procedures.
Doug Lewandowski	12/17/2010	0.4	Correspond with RLF regarding schedule amendments.
Doug Lewandowski	12/17/2010	0.4	Review signature pages.
Doug Lewandowski	12/17/2010	0.7	Correspond with P. Browne (Adv) and L. Browne (Adv) regarding amended schedules.
Doug Lewandowski	12/17/2010	1.7	Create and send final amended schedule packets with signature pages for filing.
Doug Lewandowski	12/21/2010	0.7	Review duplicative claims in BART.
Doug Lewandowski	12/21/2010	0.4	Discussion with J. Ganesh (Weil) regarding duplicative claims.
Andrew Sagat	12/27/2011	0.3	Review of correspondence and schedules related to remaining fixed assets and proposed sale process.
Subtotal		20.9	

Coordination & Communication with Stakeholders

Professional	Date	Hours	Activity
Andrew Sagat	12/31/2010	1.0	Review of general and contract related questions from FTI.
Subtotal		1.0	

Fee Applications

Professional	Date	Hours	Activity
Mary Napoliello	12/1/2010	1.2	Incorporate edits to cover sheet, application, exhibits and send revised documents to M. Eisenberg (A&M).
Andrew Sagat	12/2/2010	0.4	Review of filed fee statements.
Andrew Sagat	12/2/2010	1.4	Review of and provide comments on October fee statement.
Mary Napoliello	12/2/2010	0.8	Incorporate additional edits and send revised application, cover sheet and exhibits to M. Eisenberg (A&M).
Michael Eisenberg	12/2/2010	1.6	Update October Fee Statement based on team edits.
Andrew Sagat	12/3/2010	0.2	Participate in correspondence internally regarding fee application.

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Time Detail by Activity by Professional
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Fee Applications

Professional	Date	Hours	Activity
Michael Eisenberg	12/3/2010	0.3	Participate in internal meeting regarding fee application.
Joseph Bondi	12/6/2010	0.6	Review draft of AM's 11th Fee Application and related documents.
Mary Napoliello	12/6/2010	0.5	Finalize October edits and forward to Richard Layton for filing.
Andrew Sagat	12/13/2010	0.6	Review of initial fee auditor report regarding the 2nd interim fee application and related correspondence.
Michael Eisenberg	12/13/2010	1.0	Review of 2nd interim fee application initial fee auditor report.
Michael Eisenberg	12/19/2010	2.1	Prepare initial data for response based on previous fee statements filed.
Andrew Sagat	12/20/2010	3.1	Prepare initial draft of fee auditor response.
Andrew Sagat	12/20/2010	1.9	Review and revise initial draft of fee auditor response and add appendices.
Michael Eisenberg	12/20/2010	0.7	Review initial draft of fee auditor response of 2nd interim fee application.
Andrew Sagat	12/21/2010	1.2	Revise draft of fee auditor response based on internal comments.
Andrew Sagat	12/31/2010	0.5	Review of final draft of fee auditor response.
Joseph Bondi	12/13/2011	0.3	Review and discuss Fee examiner's comments to Alvarez & Marsal fee applications.
Joseph Bondi	12/21/2011	0.5	Review draft response to Fee Examiner's comments re: A&M fee applications.
Joseph Bondi	12/31/2011	0.3	Review revised response to Fee Examiner's comments to A&M fee applications.
Subtotal		19.2	

Restructuring Actions

Professional	Date	Hours	Activity
Andrew Sagat	12/1/2010	0.5	Prepare for and participate in call with D. Epstein (Advanta) and V. Vron (Weil) regarding datacenter.
Andrew Sagat	12/1/2010	1.2	Coordination of contract extension for VGFA and reserve prices for Mitchell and Albers works and related follow-up.
Andrew Sagat	12/2/2010	0.6	Follow-up regarding Christie's proceeds for day and night sales.
Andrew Sagat	12/3/2010	0.4	Prepare for and participate in call with N. Gordon (Advanta) regarding art sales.
Andrew Sagat	12/7/2010	0.4	Review updated art sale forecast.
Andrew Sagat	12/8/2010	1.0	Prepare revised draft of art road map file.

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Restructuring Actions

Professional	Date	Hours	Activity
Andrew Sagat	12/8/2010	1.6	Prepare art proceeds forecast for monthly and weekly cash updates.
Andrew Sagat	12/8/2010	0.6	Review of art schedule to match up proceeds received with artwork sold and related correspondence regarding timing of proceeds.
Andrew Sagat	12/10/2010	0.3	Prepare for and participate in call with A. Holderer (Advanta) regarding sale of domain names.
Andrew Sagat	12/10/2010	0.2	Review of domain name roadmap file.
Andrew Sagat	12/10/2010	0.7	Review and respond to emails regarding domain name auction and request for filed claim.
Andrew Sagat	12/16/2010	2.8	Update of detailed art proceeds forecast and discuss with Advanta and VGFA timing of proceeds and success fees.
Andrew Sagat	12/17/2010	0.4	Reconciliation of artworks for which payment has not yet been received and related correspondence with VGFA and Advanta.
Subtotal		10.7	
Grand Total		96.9	

*Advanta Corp., et al.,
Summary of Expense Detail by Category
December 1, 2010 through December 31, 2010*

<i>Expense Category</i>	<i>Sum of Expenses</i>
Miscellaneous	\$28.02
<i>Total</i>	<i>\$28.02</i>

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

Miscellaneous

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	12/2/2010	\$14.27	Verizon conference call charges.
Andrew Sagat	12/28/2010	\$3.60	Wireless usage charges (11/23/10 - 12/23/10).
Doug Lewandowski	12/28/2010	\$9.82	Wireless usage charges (11/24/10 - 12/23/10).
Joseph Bondi	12/28/2010	\$0.33	Wireless usage charges (11/23/10 - 12/23/10).
Expense Category Total		\$28.02	
Grand Total		\$28.02	