

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

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

**THIRTEENTH MONTHLY APPLICATION OF WEIL, GOTSHAL & MANGES LLP  
FOR ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES INCURRED  
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD FROM DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

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<sup>1</sup> The Debtors in these jointly administered chapter 11 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). Additional 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 "**Rosoff Declaration**"), 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 1015(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**").

Name of Applicant: Weil, Gotshal & Manges LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: December 3, 2009 *nunc pro tunc* to November 8, 2009

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

Amount of compensation sought for allowance as actual, reasonable, and necessary: \$285,967.50 (80% is \$228,774.00)

Amount of expense reimbursement sought for allowance as actual, reasonable, and necessary: \$9,015.48

This is a(n): X monthly    \_\_\_ interim    \_\_\_ final application

**Prior Applications Filed:**

First Monthly Application: November 8, 2009- December 31, 2010 [Docket No. 345]  
 Second Monthly Application: January 1, 2010- January 31, 2010 [Docket No. 449]  
 Third Monthly Application: February 1, 2010- February 28, 2010 [Docket No. 502]  
 Fourth Monthly Application: March 1, 2010- March 31, 2010 [Docket No. 518]  
 Interim Application for Compensation: November 8, 2009 to March 31, 2010 (Amended) [Docket No. 532]  
 Fifth Monthly Application: April 1, 2010- April 30, 2010 [Docket No. 626]  
 Sixth Monthly Application: May 1, 2010- May 31, 2010 [Docket No. 654]  
 Seventh Monthly Application: June 1, 2010 - June 30, 2010 [Docket No. 786]  
 Eighth Monthly Application: July 1, 2010 – July 31, 2010 [Docket No. 806]  
 Second Interim Fee Application for Compensation: April 1, 2010 to July 31, 2020 [Docket No. 809]  
 Ninth Monthly Application: August 1, 2010- August 31, 2010 [Docket No. 892]  
 Tenth Monthly Application: September 1, 2010- September 30, 2010 [Docket No. 929]  
 Eleventh Monthly Application: October 1, 2010- October 31, 2010 [Docket No. 1096]  
 Twelfth Monthly Application: November 1, 2010- November 30, 2010 [Docket No. 1102]  
 Third Interim Fee Application for Compensation: August 1, 2010-November 30, 2010 [Docket No. 1103]

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

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED <sup>2</sup>  Year of Obtaining License to Practice, Area of Expertise	HOURLY BILLING RATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
<b>Partner/ of Counsel</b>				
Simeon Gold	CORP - 1974	\$990.00	4.60	\$4,554.00
Marcia L. Goldstein	BFR - 1976	\$990.00	17.50	\$14,602.50
Stuart J. Goldring	TAX - 1984	\$990.00	7.80	\$7,722.00
Richard L. Levine	LR-1984	\$885.00	13.40	\$11,859.00
Bruce S. Meyer	LR-1987	\$885.00	2.70	\$2,389.50
Steven M. Margolis	TAX-1989	\$720.00	9.30	\$6,696.00
Robert J. Lemons	BFR - 2001	\$780.00	77.00	\$58,656.00
Ardith Bronson	LR-2000	\$700.00	0.50	\$350.00
<b>Total Partners and Counsel</b>			<b>132.80</b>	<b>\$106,829.00</b>
<b>Associate</b>				
Vaughan Petherbridge	CORP – 2001	\$665.00	8.20	\$5,453.00
Max A. Goodman	TAX – 2004	\$665.00	5.90	\$3,923.50
Victoria Vron	BFR – 2004	\$630.00	114.90	\$70,875.00
Patricia Wencelblat	LR- 2006	\$595.00	8.40	\$4,998.00
Marcia Kaufman	LR-2007	\$595.00	27.40	\$16,303.00
Joshua Pohl	TAX- 2007	\$550.00	2.20	\$1,210.00
David N. Griffiths	BFR – 2007	\$515.00	27.20	\$14,008.00
Debora Hoehne	BFR – 2008	\$515.00	6.40	\$3,296.00
Jennifer M. Oliver	LR- 2008	\$515.00	6.40	\$3,296.00
Caroline K. Simons	LR- 2009	\$455.00	0.20	\$91.00
Peter J. McRae	CORP-2009	\$455.00	7.10	\$3,230.50
Jennifer N. Ganesh	BFR – 2010	\$455.00	97.60	44,408.00
<b>Total Associates</b>			<b>311.90</b>	<b>\$171,092.00</b>
<b>Paralegals, Clerks, Library Staff, and Other Non-Legal Staff:</b>				
Robert Condon	LR	\$185.00	8.70	\$1,609.50
Priya K. Ghodasara	BFR	\$160.00	30.70	\$4,912.00
Mel C. Maravilla	CORP	\$250.00	6.10	\$1,525.00
<b>Total Paraprofessionals</b>			<b>45.50</b>	<b>\$8,046.50</b>

<sup>2</sup> BFR – Business Finance & Restructuring, CORP – Corporate, LR – Litigation/Regulatory, TAX – Tax

<b>PROFESSIONALS</b>	<b>BLENDED RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
<b>TOTALS:</b>			
Partners and Counsel		132.80	\$106,829.00
Associates		311.90	\$171,092.00
Paraprofessionals		45.50	\$8,046.50
<b>Blended Professional/ Paraprofessional Rate</b>	<b>\$583.37</b>		
<b>Total Fees Incurred</b>		<b>490.20</b>	<b>\$285,967.50</b>

**COMPENSATION BY PROJECT CATEGORY FOR THE PERIOD  
DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

<b>TASK CODE</b>	<b>PROJECT DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>
002	Asset Dispositions / 363 Sales	1.20	\$756.00
004	Bar Date Motion and Claims Reconciliation Issues	6.80	\$3,094.00
005	Case Administration	4.30	\$688.00
009	Customer/Vendor/Creditor Issues	3.80	\$1,764.00
011	Employee / ERISA / Benefits Issues	13.10	\$9,002.50
012	Exclusivity	59.00	\$34,147.00
014	General Business Operations	4.50	\$3,331.50
015	General Case Strategy / Internal Communications & Meetings	2.90	\$1,698.50
016	General Corporate Issues / Corporate Governance	14.60	\$9,353.50
017	Hearings, Hearing Preparation and Court Matters	4.40	\$704.00
021	Non-Bankruptcy Litigation	0.70	\$441.00
022	Non-Working Travel	13.90	\$5,638.50
023	Plan of Reorganization / Disclosure Statement / Solicitation / Voting	283.50	\$182,978.50
026	Retention/ Fee Applications / Billing: Weil	48.30	\$16,480.00
029	Schedules/ Statement of Financial Affairs MOR's	22.00	\$9,911.00
030	Tax Issues	7.20	\$5,979.50
	<b>TOTAL</b>	<b>490.20</b>	<b>\$285,967.50</b>

**EXPENSE SUMMARY FOR THE PERIOD  
DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

<b>EXPENSES</b>	<b>AMOUNTS</b>
Local Transportation	\$144.55
Meals	\$868.80
Duplicating & Document Scanning	\$2,632.80
Service Fees – Edgar Filings	\$233.28
Computerized Research	\$2,211.83
Travel	\$592.00
Clipping Service	\$85.00
Taxi Service	\$611.74
Postage	\$0.98
Court Reporting/Court Call	\$1,634.50
<b>Total Expenses Requested:</b>	<b>\$9,015.48</b>

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

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

**THIRTEENTH MONTHLY APPLICATION OF WEIL, GOTSHAL & MANGES LLP  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES INCURRED AS  
COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD FROM DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

Pursuant to sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 issued by the Executive Office for United States Trustees (the “**Guidelines**”), and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 125] (the “**Interim Compensation Order**”), Weil, Gotshal & Manges LLP (“**Weil**”) hereby files this Thirteenth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses Incurred as Counsel to the Debtors and Debtors in Possession for the Period from December 1, 2010 through December 31, 2010 (the “**Application**”). By this Application, Weil seeks allowance of \$285,967.50 for compensation and \$9,015.48 for reimbursement of actual and necessary expenses incurred for the period December 1, 2010 through December 31, 2010

(the “**Compensation Period**”).<sup>3</sup> In support of this Application, Weil respectfully represents as follows:

### **Preliminary Statement**

1. Through the efforts of Weil professionals and paraprofessionals, the debtors in the above captioned cases (the “**Debtors**”) have worked to stabilize their business, preserve value, mitigate claims, institute procedures to streamline the chapter 11 process, develop a chapter 11 plan to wind down their affairs, and negotiate such plan with their major stakeholders. Over the course of December 2010, Weil, among other things, (i) worked with the Debtors to preserve the value for their estates; (ii) advised the Debtors on various matters related to their operations in chapter 11; (iii) obtained approval of the disclosure statement for a Chapter 11 plan (the “**Proposed Plan**”) that was negotiated with the Official Committee of Unsecured Creditors (the “**Creditors Committee**”); (iv) commenced solicitation of votes on the Proposed Plan, and (v) performed all of the other professional services described in this Application.

### **Background**

2. On November 8, 2009 (the “**Commencement Date**”), the majority of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

3. Pursuant to the Order Authorizing the Employment and Retention of Weil, Gotshal & Manges LLP as Attorneys for the Debtors, *Nunc Pro Tunc* to the Commencement Date [Docket No. 104] (the “**Retention Order**”), Weil was retained as counsel to the Debtors effective as of the Commencement Date and was authorized to be paid in accordance with the Order Implementing Certain Procedures for the Interim Compensation and Reimbursement of

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<sup>3</sup> Pursuant to the Interim Compensation Order, at this time Weil seeks payment of only 80% of the total compensation for the Compensation Period, totaling \$228,774.00, and 100% of the expenses incurred during the Compensation Period in the amount of \$9,015.48.



Professionals [Docket No. 102] (the “*Interim Compensation Order*”) and the Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Payment of Compensation and Reimbursement of Expenses of Professionals and Members of Official Committees and Consideration of Fee Applications [Docket No. 249] (the “*Fee Auditor Order*”). The Retention Order authorized Weil to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses pursuant to sections 330 and 331 of the Bankruptcy Code.

4. Similarly, by order dated December 3, 2009 [Docket No. 103], the Court approved the employment and retention of Richards, Layton & Finger, P.A. (“*RL&F*”) as co-counsel for the Debtors. Weil and RL&F have divided responsibilities regarding representation of the Debtors and have made every effort to avoid or minimize unnecessary duplication of efforts in these chapter 11 cases.

**Summary of Professional Compensation  
and Reimbursement of Expenses Requested**

5. All services for which compensation is requested by Weil were performed for or on behalf of the Debtors.

6. During the period covered by this Application, Weil has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Weil and any other person other than the members of Weil for the sharing of compensation to be received for services rendered in these cases.

7. The fees charged by Weil in these cases are billed in accordance with Weil’s existing billing rates and procedures in effect during the Compensation Period. The rates Weil charges for the services rendered by its professionals and paraprofessionals in these chapter 11 cases are the same rates Weil charges for professional and paraprofessional services rendered

in comparable non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

8. Weil maintains computerized records of the time spent by all Weil attorneys and paraprofessionals in connection with its representation of the Debtors. Subject to redaction where necessary to preserve the attorney-client privilege, annexed hereto as ***Exhibit A*** are copies of Weil's itemized time records for professionals and paraprofessionals who performed services for the Debtors during the Compensation Period. All entries itemized in Weil's time records comply with the requirements set forth in Local Rule 2016-2 and the Guidelines, including the use of separate work codes for different project types, as hereinafter described.

9. Itemized records of expenses incurred by Weil during the Compensation Period are attached hereto as ***Exhibit B***. All entries itemized in Weil's expense records comply with the requirements set forth in Local Rule 2016-2 and the Guidelines.

#### **Summary of Services by Project**

10. The following is a summary of the significant professional services rendered by Weil during the Compensation Period. This summary is organized in accordance with the internal system of work codes set up by Weil at the outset of these chapter 11 cases. These categories are generally described below, with a more detailed identification of the actual services provided set forth on ***Exhibit A***. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in ***Exhibit A***. Only those work codes for which five (5) or more hours of work was performed during the Compensation Period

are listed below.

- a. Bar Date Motion and Claims Reconciliation Issues (Task Code 004)  
Fees: \$3,094.00; Hours 6.80

Relates to preparation of Debtors' omnibus claims objections.

- b. Employee / ERISA (Task Code 011)  
Fees: \$9,002.50; Hours: 13.10

Includes reviewing, analyzing and advising the Debtors with respect to employee benefits and obligations, and related issues.

- c. Exclusivity (Task Code 012)  
Fees: \$34,147.00 Hours: 59.00

Includes (i) preparing and filing the response to the Creditors' Committee's 2004 motion for discovery in connection with exclusivity; (ii) preparing for an evidentiary hearing on extension of exclusivity and defending depositions relating to the same; and (iii) communicating with the Creditors' Committee, the Debtors and the Debtors' professional regarding the same.

- d. General Corporate Issues / Corporate Governance (Task Code 016)  
Fees: \$9,353.50 Hours: 14.60

Includes (i) preparing and filing SEC Form 8-Ks, and (ii) addressing general corporate issues.

- e. Non-Working Travel (Task Code 022)  
Fees: \$5,638.50; Hours: 13.90

Represents travel time not otherwise chargeable, which is billed at 50% of regular hourly rates, pursuant to Local Rule 2016-2(d)(viii).

- f. Plan of Reorganization/Disclosure Statement/Solicitation/Voting (Task Code 023)  
Fees: \$182,978.50; Hours: 283.50

Includes (i) internal communications with Debtors and Debtors' other professionals, and communications and negotiations with professionals for the Creditors'

Committee, regarding formulation of the Proposed Plan; (ii) preparing and filing reply brief to objections to approval of the disclosure statement for the Proposed Plan (the “*Disclosure Statement*”); and (iii) preparing and filing the revised Proposed Plan and Disclosure Statement.

- g. Retention / Fee Applications / Billing: WGM (Task Code 026)  
Fees: \$16,480.00; Hours: 48.30

Includes (i) preparing and review of Weil’s October and November monthly billing statements for compliance with Local Rules and U.S. Trustee guidelines and preparing of the fee applications related to the same; and (ii) preparing the response to the Fee Auditor’s Initial Report Regarding the Third Interim Fee Application of Weil, Gotshal & Manges LLP.

- h. Schedules / Statement of Financial Affairs / MORs (Task Code 029)  
Fees: \$9,911.00; Hours: 22.00

Includes (i) review of the Debtors’ November monthly operating report; and (ii) communications with A&M regarding the same.

- i. Tax Issues (Task Code 030)  
Fees: \$9,911.00; Hours: 22.00

Relates to reviewing and evaluating various tax related issues.

11. The foregoing professional services performed by Weil were (a) necessary and appropriate to the administration of the Debtors’ chapter 11 cases, (b) in the best interests of the Debtors and their estates, and (c) provided without unnecessary duplication of effort or expense incurred by professionals and paraprofessionals employed by RL&F.

12. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved. The professional services were performed with expedition and in an efficient manner.

13. A significant percentage of services performed by members, counsel, and associates of Weil were rendered by the Business Finance and Restructuring Department. Weil

has a preeminent practice in this area and enjoys a national reputation for its expertise in financial reorganizations and restructurings of troubled entities, with approximately 80 attorneys specializing in this area of law. Weil has been actively involved in major chapter 11 cases, and currently represents or has represented, among others, the following debtors: General Motors Corporation; Lehman Brothers Holdings Inc.; Enron Corp.; Pilgrim's Pride Corporation; BearingPoint, Inc.; SemGroup L.P.; Extended Stay Inc.; Magna Entertainment Group; Finlay Enterprises, Inc.; LandSource Communities Development LLC; Vertis Holdings, Inc.; PRC, LLC; Charys Holding Co., Inc. and Crochet & Borel Services, Inc.; Sharper Image Corporation; Silicon Graphics, Inc.; Atkins Nutritionals, Inc.; Footstar, Inc.; New World Pasta Company; Parmalat USA Corp.; Loral Space & Communications Ltd.; TL Administration Corporation; Republic Engineered Product Holdings; WestPoint Stevens Inc.; Worldcom, Inc.; and Adelphia Business Solutions, Inc. As a consequence, Weil brings to these cases a high level of expertise and experience that inures to the benefit of the Debtors and all parties in interest.

14. Professional services performed by Weil on behalf of the Debtors during the Compensation Period required an aggregate expenditure of 490.20 recorded hours by Weil's members, counsel, associates, and paraprofessionals. Of the aggregate time expended, 132.80 recorded hours were expended by partners and counsel of Weil, 311.90 recorded hours were expended by associates, and 45.50 recorded hours were expended by paraprofessionals of Weil.

15. During the Compensation Period, Weil's hourly billing rates for professionals ranged from \$160 to \$990 per hour. Allowance of compensation in the amount requested would result in a blended hourly rate for professionals of approximately \$583.37 (based on 490.20 recorded hours at Weil's regular billing rates in effect at the time of the

performance of services).<sup>4</sup>

### **Actual and Necessary Disbursements of Weil**

16. Annexed hereto as *Exhibit B* are WGM's itemized records detailing expenses incurred on behalf of the Debtors during the Compensation Period. Weil requests allowance of actual and necessary expenses incurred by Weil during the Compensation Period in the aggregate amount of \$9,015.48.

17. Weil's disbursement policies pass through out of pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, with respect to duplication charges, Weil will charge \$.10 per page because the actual cost is difficult to determine. Similarly, as it relates to computerized research, Weil believes that it does not make a profit on that service as a whole although the cost of any particular search is difficult to ascertain. Other reimbursable expenses (whether the service is performed by Weil in-house or through a third party vendor) include, but are not limited to, facsimiles, toll calls, overtime, overtime meals, deliveries, court costs, cost of food at meetings, transcript fees, travel, clerk fees, and document review services. Notably, Weil charges all of its clients \$1.00/page for out-going facsimile transmissions and does not charge its clients for incoming facsimile transmissions.

### **Reservation**

18. To the extent time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period but were not processed prior to the preparation of this Application, or Weil has for any other reason not sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Compensation Period, Weil reserves the right to request additional compensation for

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<sup>4</sup> The blended professional rate was calculated by dividing total professional compensation of \$285,967.50 by total

such services and reimbursement of such expenses in a future application.

**Notice**

19. No trustee or examiner has been appointed in these chapter 11 cases.

Pursuant to the Interim Compensation Order and the Fee Auditor Order, notice of this Application will be provided to (i) the Office of the United States Trustee for the District of Delaware; (ii) Warren H. Smith & Associates, P.C., as the fee auditor appointed in these chapter 11 cases; and (iii) counsel to the Creditors' Committee. The Debtors respectfully submit that no further notice of this Application is required.

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professional hours billed of 490.20.

### Conclusion

WHEREFORE Weil respectfully requests (i) allowance of compensation for professional services rendered to the Debtors during the Compensation Period in the amount of \$285,967.50 (80% of which equals \$228,774.00) and reimbursement for actual and necessary costs and expenses incurred by Weil during the Compensation Period in the amount of \$9,015.48, for a total of \$294,982.98 (ii) that, in accordance with the Interim Compensation Order, the Court direct the Debtors to pay Weil \$237,789.48 representing 80% of the total amount of fees and 100% of the expenses allowed, (iii) that the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to Weil's right to seek such further compensation for the full value of services performed and expenses incurred, and (iv) that the Court grant Weil such other and further relief as is just.

Dated: March 2, 2011  
Wilmington, Delaware



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Marcia L. Goldstein  
Robert J. Lemons  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, NY 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

ATTORNEYS FOR  
DEBTORS AND DEBTORS IN  
POSSESSION



**VERIFICATION**


STATE OF NEW YORK                    )  
  ) SS:  
COUNTY OF NEW YORK                )

Robert J. Lemons, after being duly sworn according to law, deposes and says as follows:

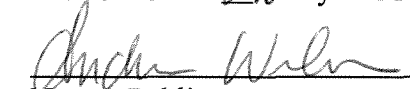
(a) I am a member with the applicant firm, Weil, Gotshal & Manges LLP, and have been admitted *pro hac vice* to appear before this Court.

(b) I have personally performed many of the legal services rendered by Weil, Gotshal & Manges LLP, as counsel to the Debtors,<sup>1</sup> and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers in the firm.

(c) I have reviewed the foregoing Application, and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the applicable section of the Bankruptcy Rules, Local Rule 2016-2, and the Guidelines, and submit that the Application substantially complies with such rule.

  
\_\_\_\_\_  
Robert J. Lemons, Esq.

SWORN TO AND SUBSCRIBED  
before me this 2~~10~~ day of March, 2011.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 2011

ANDREA WILMER  
Notary Public, State of New York  
No. 01W6172356  
Qualified in Kings County  
Commission Expires August 6, 2011

<sup>1</sup> Capitalized terms not defined herein have the meaning ascribed to such terms in the Application.

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

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<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
-----X	:	Objection Deadline: 3/22/11 at 4:00 p.m. (EDT)

**NOTICE OF FEE APPLICATION**

PLEASE TAKE NOTICE that Richards, Layton & Finger, P.A. (“**RL&F**”) on behalf of Weil, Gotshal & Manges LLP (“**WG&M**”) has today filed the attached **Thirteenth Monthly Application of Weil, Gotshal & Manges LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses Incurred as Counsel to the Debtors and Debtors in Possession for the Period from December 1, 2010 through December 31, 2010** (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “**Bankruptcy Court**”).

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

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BE Corp. (8960), ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328).

received by (i) the above-captioned debtors (the “**Debtors**”), Advanta Corp., Plymouth Corporate Center, 625 W. Ridge Pike, Building E, Suite 100 Conshohocken, Pennsylvania 19428 (Attn: Jay A. Dubow); (ii) counsel to the Debtors, WG&M, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons); (iii) local counsel to the Debtors, RL&F, One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Chun I. Jang); (iv) counsel to Official Committee of Unsecured Creditors (the “**Committee**”), Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4834 (Attn: Roger G. Schwartz); (v) local counsel to Committee, Drinker Biddle & Reath LLP, 1100 North Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen); and (vi) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Dave Klauder) by no later than **4:00 p.m. (Eastern Daylight Time) on March 22, 2011** (the “**Objection Deadline**”).

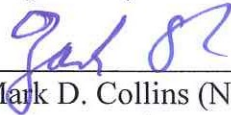
PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received in accordance with this notice, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the Administrative Order and the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Administrative Order, if no objection to the Application is timely filed, served and received by the Objection Deadline, WG&M shall be paid an amount equal to 80 percent of the fees and 100 percent of expenses requested in the Application without the need for further order of the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Administrative Order, if an objection to the Application is timely filed, served and received by the Objection Deadline, WG&M shall be paid an amount equal to 80 percent of the fees and 100 percent of the expenses not subject to an objection without the need for further order of the Bankruptcy Court.

Dated: March 2, 2011  
Wilmington, Delaware

Respectfully submitted,



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Mark D. Collins (No. 2981)  
Paul N. Heath (No. 3704)  
Chun I. Jang (No. 4790)  
Zachary I. Shapiro (No. 5103)  
RICHARDS, LAYTON & FINGER, P.A.  
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- and -

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Facsimile: (212) 310-8007

ATTORNEYS FOR THE DEBTORS

**Exhibit A**  
Itemized Time Records

**SUMMARY OF SERVICES  
BY TASK CODE**

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Advanta Corp.- Chapter 11  
78221.0007

<u>TASK CODE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
002	Asset Dispositions / 363 Sales	1.20	\$ 756.00
004	Bar Date Motion and Claims	6.80	3,094.00
	Reconciliation Issues		
005	Case Administration	4.30	688.00
009	Customer / Vendor / Creditor Issues	3.80	1,764.00
011	Employee / ERISA / Benefits Issues	13.10	9,002.50
012	Exclusivity	59.00	34,147.00
014	General Business Operations	4.50	3,331.50
015	General Case Strategy / Internal	2.90	1,698.50
	Communications & Meetings		
016	General Corporate Issues / Corporate	14.60	9,353.50
	Governance		
017	Hearings, Hearing Preparation and	4.40	704.00
	Court Matters		
021	Non-Bankruptcy Litigation	0.70	441.00
022	Non-Working Travel	13.90	5,638.50
023	Plan of Reorganization/Disclosure	283.50	182,978.50
	Statement/Solicitation/Voting		
026	Retention / Fee Applications / Billing:	48.30	16,480.00
	WGM		
029	Schedules / Statement of Financial	22.00	9,911.00
	Affairs / MORs		
030	Tax Issues	7.20	5,979.50
<b>TOTAL:</b>		<b>490.20</b>	<b>\$ 285,967.50</b>

**ITEMIZED SERVICES - 78221.0007 - CHAPTER 11**

<b>DATE</b>	<b>TIMEKEEPER/DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>	<b>TASK</b>	<b>TIME ID</b>
12/01/10	Vron, Victoria EMAIL TO B. BRESSLER BILL OF SALE FOR DRESHER.	0.20	\$ 126.00	002	21218673
12/09/10	Vron, Victoria RESPOND TO CALL FROM POTENTIAL BUYER RE: PURCHASE OF CERTAIN ASSETS.	0.20	126.00	002	21273551
12/17/10	Vron, Victoria CONFER WITH D. EPSTEIN RE: SALE OF DRESHER ASSETS (.2); EMAIL DRESHER LANDLORD'S COUNSEL RE: SAME (.1).	0.30	189.00	002	21320417
12/27/10	Vron, Victoria RESPOND TO EMAILS FROM D. EPSTEIN RE: DELAWARE MINIMIS SALES.	0.50	315.00	002	21320766
<b>SUBTOTAL TASK CODE 002 - ASSET DISPOSITIONS / 363 SALES:</b>		<b>1.20</b>	<b>\$ 756.00</b>		
12/01/10	Ganesh, Jennifer REVISE OMNIBUS CLAIMS OBJECTION RE: INSUFFICIENT DOCUMENTATION.	0.50	227.50	004	21225329
12/03/10	Ganesh, Jennifer REVIEW CLAIMS ON BOOKS AND RECORDS OBJECTION AND REVISE DRAFT EXHIBITS TO THE SAME.	2.60	1,183.00	004	21262327
12/21/10	Ganesh, Jennifer EMAILS TO V. VRON AND D. LEWANDOWSKI RE: OMNIBUS CLAIMS OBJECTION TO DUPLICATE CLAIMS (.7); CALL WITH D. LEWANDOWSKI RE: SAME (.5); EMAIL WITH D. HOEHNE RE: SAME (.4); REVIEW NOTES FROM PAST MEETING RE: OUTSTANDING CLAIMS (2.1).	3.70	1,683.50	004	21351031
<b>SUBTOTAL TASK CODE 004 - BAR DATE MOTION AND CLAIMS RECONCILIATION ISSUES:</b>		<b>6.80</b>	<b>\$ 3,094.00</b>		
12/01/10	Ghodasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.30	48.00	005	21262718
12/03/10	Ghodasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.20	32.00	005	21262765
12/06/10	Ghodasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.30	48.00	005	21262861
12/07/10	Ghodasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.50	80.00	005	21262658
12/08/10	Ghodasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.20	32.00	005	21262732
12/09/10	Ghodasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.30	48.00	005	21262816
12/13/10	Ghodasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.40	64.00	005	21294090

## ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
12/14/10	Ghudasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.30	48.00	005	21294092
12/16/10	Ghudasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.30	48.00	005	21294133
12/17/10	Ghudasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.20	32.00	005	21293963
12/20/10	Ghudasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.40	64.00	005	21308745
12/22/10	Ghudasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.30	48.00	005	21308648
12/23/10	Ghudasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.30	48.00	005	21308815
12/30/10	Ghudasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.30	48.00	005	21327625
<b>SUBTOTAL TASK CODE 005 - CASE ADMINISTRATION:</b>		<b>4.30</b>	<b>\$ 688.00</b>		
12/01/10	Ganesh, Jennifer CALL RE: CREDITOR INQUIRIES.	0.10	45.50	009	21225331
12/08/10	Ganesh, Jennifer DRAFT LETTER TO P. STARR RE: ABC.	1.50	682.50	009	21262315
12/14/10	Vron, Victoria EMAIL TO B. ROSOFF RE: CREDITOR INQUIRY.	0.10	63.00	009	21277366
12/18/10	Vron, Victoria RESPOND TO EMAIL FROM CREDITOR.	0.10	63.00	009	21406632
12/22/10	Ganesh, Jennifer DRAFT AND SEND LETTER TO P. STARR RE: ABC.	1.50	682.50	009	21351032
12/29/10	Ganesh, Jennifer CONFER WITH Z. SHAPIRO RE: CREDITOR INQUIRIES RE: AMCUSA'S AMENDED SCHEDULES.	0.50	227.50	009	21351039
<b>SUBTOTAL TASK CODE 009 - CUSTOMER / VENDOR / CREDITOR ISSUES:</b>		<b>3.80</b>	<b>\$ 1,764.00</b>		
12/01/10	Margolis, Steven REVIEW SUMMARY ANNUAL REPORTS RE: 401(K) AND ESOP AND CORRESPONDENCE WITH J. PLAVNER RE: SAME (.6); REVIEW ISSUES FROM J. PLAVNER AND L. AUGUST RE: PLAN TERMINATION ISSUES (.5); REVIEW AMENDMENT TERMINATING 401(K) PLAN (.2); REVIEW FINAL PLAN SPONSOR NOTICE FROM L. AUGUST AND CONFER WITH J. PLAVNER AND J. DORSCH RE: SAME (.6).	1.90	1,368.00	011	21347672



## ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
12/02/10	Margolis, Steven ATTEND CONFERENCES AND CORRESPONDENCE WITH J. PLAVNER, J. DORSCH AND L. AUGUST RE: EMPLOYEE BENEFIT PLAN ISSUES, SARS, PLAN TERMINATION DOCUMENTATION (1.4); REVIEW ISSUES RE: UNALLOCATED AMOUNTS IN PLANS, ALLOCATION OF FORFEITURES AND CORRESPONDENCE WITH J. PLAVNER AND J. DORSCH RE: SAME (.7).	2.10	1,512.00	011	21347904
12/03/10	Margolis, Steven REVIEW AND COMMENT RE: 401(K) TERMINATION NOTICE FROM J. PLAVNER (.4); REVIEW ISSUES RE: 401(K) FORFEITURE ALLOCATION ACCOUNT (.3).	0.70	504.00	011	21347939
12/06/10	Margolis, Steven DRAFT MEMORANDUM TO V. VRON RE: FORM 5500 REQUIREMENTS FOR J. DORSCH AND CORRESPONDENCE WITH DOL (.4); CONDUCT RESEARCH RE: SAR DISTRIBUTION AND FILING REQUIREMENTS (.5); CONFERENCE WITH J. PLAVNER, J. DORSCH AND S. BOWERS RE: FORM 5500 ISSUES AND SAR DISTRIBUTION (.8).	1.70	1,224.00	011	21348776
12/06/10	Vron, Victoria CALL WITH S. MARGOLIS, COZEN O'CONNOR AND CLIENT RE: DOL ISSUES.	0.60	378.00	011	21255378
12/07/10	Margolis, Steven PREPARE FOR CALL RE: 401(K) PLAN (.3); CONDUCT RESEARCH RE: DOL AND FORM 5500 ISSUES (.4); CONDUCT RESEARCH RE: SAR DISTRIBUTION (.3); CONFER WITH J. DORSCH RE: SAME (.2).	1.20	864.00	011	21348801
12/08/10	Margolis, Steven CORRESPONDENCE WITH J. PLAVNER, S. BOWER, J. DORSCH AND V. VRON RE: EMPLOYEE BENEFIT PLAN ISSUES AND PREPARE FOR SAME (.4); CONFERENCE WITH J. PAVNER, J. BOWER AND J. DORCH RE: SAME (.8).	1.20	864.00	011	21348746
12/08/10	Vron, Victoria CALL WITH S. MARGOLIS, COZEN O'CONNOR AND CLIENT RE: CERTAIN BENEFIT COMPLIANCE ISSUES (.5); EMAILS WITH Z. SHAPIRO RE: STIPULATION WITH FDIC RE: REPUDIATION OF CONTRACTS (.2).	0.70	441.00	011	21255344
12/10/10	Margolis, Steven REVIEW ISSUES FROM J. PLAVNER RE: ESOP AND 401(K) PLAN.	0.50	360.00	011	21349611
12/20/10	Wencelblat, Patricia CALL WITH V. VRON (.2); CONDUCT LEGAL RESEARCH RE: PLAN OBJECTION (2.3).	2.50	1,487.50	011	21321209
<b>SUBTOTAL TASK CODE 011 - EMPLOYEE / ERISA / BENEFITS ISSUES:</b>		<b>13.10</b>	<b>\$ 9,002.50</b>		
11/03/10	Vron, Victoria REVIEW AND REVISE EXCLUSIVITY EXTENSION MOTION.	0.20	126.00	012	21352607
11/16/10	Kaufman, Marcie EMAIL CORRESPONDENCE WITH B. MEYER RE: 2004 MOTION AND HEARING (.5); CALL WITH J. DUBOW RE: STRATEGY FOR 2004 MOTION (.5); ATTEND TO FOLLOW-UP EMAIL CORRESPONDENCE WITH V. VRON, B. MEYER, M. GOLDSTEIN, AND R. LEMONS (.5); REVIEW BRIEFS ON DISCOVERY MOTIONS (2.5); EMAILS RE: EXCLUSIVITY AND DISCLOSURE STATEMENT HEARINGS (.5).	4.50	2,677.50	012	21488712
11/17/10	Kaufman, Marcie	2.00	1,190.00	012	21339607

## ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	EMAIL CORRESPONDENCE WITH R. LEMONS RE: 2004 MOTION HEARING AND RESULTING DISCOVERY (.2); REVIEW REVISED SCRIPT FOR TODAY'S HEARING (.5); EMAILS RE: DEPOSITION SCHEDULING AND COURT HEARING (.8); EMAIL CORRESPONDENCE WITH R. CONDON RE: ADVANTA DOCUMENT PRODUCTION (.3); CALL AND EMAIL WITH C. PETROPOLOUS RE: STAFFING CONTACT ATTYS ON DOCUMENT REVIEW (.3).				
11/22/10	Kaufman, Marcie	5.20	3,094.00	012	21339187
	EMAIL CORRESPONDENCE WITH R. LEVINE, B. MEYER AND V. VRON RE: DEPOSITIONS FOR EXCLUSIVITY HEARING (.5); EMAIL CORRESPONDENCE WITH V. VRON RE: PREPARATION MATERIALS FOR DEPOSITIONS (.2); MEET WITH J. OLIVER RE: RESEARCH ON PRIVILEGE ISSUES AND CREATING DEPOSITION PREPARATION BINDER FOR D. DUNN (.3); CALL WITH R. LEVINE RE: PREPARATION MATERIALS FOR DEPOSITIONS AND PRIVILEGE ISSUES (.3); REVIEW DOCUMENTS PREVIOUSLY PRODUCED FOR COMP COMMITTEE MATERIALS (3.6); EMAIL WITH D. DUNN AND J. DUBOW RE: DEPOSITIONS AND SCHEDULING (.3).				
12/01/10	Goldstein, Marcia	0.30	297.00	012	21334737
	REVIEW AND RESPOND TO EMAILS RE: DEPOSITIONS.				
12/01/10	Levine, Richard	0.20	177.00	012	21221666
	EMAILS RE: SCHEDULING (.1); MEETING WITH W. ROSOFF RE: COMMITTEE OBJECTIONS RE: EXCLUSIVITY (.1).				
12/01/10	Kaufman, Marcie	3.30	1,963.50	012	21337184
	EMAILS RE: DEPOSITION PREPARATION AND DEPOSITION SCHEDULING FOR W. ROSOFF (.6); FINALIZE DRAFT OF PREPARATION OUTLINE FOR W. ROSOFF (1.8); EMAIL CORRESPONDENCE WITH R. CONDON RE: BINDERS FOR ROSOFF PREPARATION (.4); REVIEW FINALIZED BINDERS FOR ROSOFF PREPARATION (.5).				
12/01/10	Oliver, Jennifer	2.20	1,133.00	012	21284870
	REVISE AND FINALIZE DEPOSITION SUMMARY FOR D. DUNN AND CIRCULATE THE SAME.				
12/01/10	Condon, Robert	4.70	869.50	012	21252137
	PREPARE DEPOSITION MATERIALS FOR ATTORNEY TEAM AND DEFENDANT FOR 12/2 DEPOSITION PREPARATION OF W. ROSOFF (2.4); COMPILE AND ORGANIZE MATERIALS WITH DRAFTED TOC FOR REFERENCE (2.3).				
12/02/10	Goldstein, Marcia	0.20	198.00	012	21334738
	CONFER WITH V. VRON RE: EXCLUSIVITY ISSUES.				
12/02/10	Oliver, Jennifer	1.10	566.50	012	21284867
	MEET WITH M. KAUFMAN RE: ERRATA SHEET AND DRAFT INITIAL OUTLINE OF THE SAME (.3); REVIEW DOCUMENTS RE: SAME (.8).				
12/06/10	Oliver, Jennifer	3.10	1,596.50	012	21284838
	REVIEW TRANSCRIPT AND DEPONENT COMMENTS AND PREPARE DRAFT ERRATA SHEET (1.2); FINALIZE ERRATA SHEET (.8); FACILITATE SIGNING RE: SAME (.2); PREPARE COVER LETTER RE: SAME (.3) AND SERVE ERRATA ON OPPOSING COUNSEL (.6).				
12/07/10	Lemons, Robert	1.40	1,092.00	012	21406238
	REVIEW EXCLUSIVITY OBJECTION AND MOTION BY CREDITORS COMMITTEE.				
12/09/10	Vron, Victoria	1.10	693.00	012	21488729
	EMAIL CORRESPONDENCE WITH D. GRIFFITHS RE: REPLY TO EXCLUSIVITY OBJECTION (.3); REVIEW AND REVISE DRAFT REPLY TO EXCLUSIVITY OBJECTION (.8).				

## ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
12/09/10	Griffiths, David ATTEND CALL RE: EXCLUSIVITY AND DISCLOSURE STATEMENT WITH R. LEMONS AND V. VRON (2.0); DRAFT REPLY TO COMMITTEE EXCLUSIVITY MOTION (8.5).	10.50	5,407.50	012	21256762
12/09/10	Hoehne, Debora DISCUSS EXCLUSIVITY OBJECTION WITH V. VRON.	0.10	51.50	012	21253745
12/09/10	Hoehne, Debora REVIEW COMMITTEE OBJECTION TO EXCLUSIVITY.	0.50	257.50	012	21256228
12/10/10	Lemons, Robert REVIEW PLAN EXCLUSIVITY OBJECTIONS AND DRAFT RESPONSE THERETO.	1.90	1,482.00	012	21488732
12/10/10	Vron, Victoria REVISE REPLY TO EXCLUSIVITY OBJECTION.	6.10	3,843.00	012	21406240
12/10/10	Griffiths, David DRAFT REPLY TO COMMITTEE EXCLUSIVITY OBJECTION.	5.00	2,575.00	012	21256764
12/11/10	Vron, Victoria REVIEW R. LEMON'S COMMENTS TO EXCLUSIVITY REPLY AND CIRCULATE SAME TO TEAM FOR REVIEW.	0.60	378.00	012	21406241
12/12/10	Levine, Richard REVISE EXCLUSIVITY REPLY.	2.60	2,301.00	012	21488733
12/13/10	Goldstein, Marcia TELECONFERENCE WITH V. VRON RE: HEARING RE: EXCLUSIVITY.	0.20	198.00	012	21336804
12/16/10	Goldstein, Marcia ATTEND HEARING BEFORE JUDGE CAREY.	2.00	1,980.00	012	21302481
<b>SUBTOTAL TASK CODE 012 - EXCLUSIVITY:</b>		<b>59.00</b>	<b>\$ 34,147.00</b>		
12/01/10	Vron, Victoria CALL WITH D. EPSTEIN AND A. SAGAT RE: EXTENSION OF RECORD STORING CONTRACT (.2); CALL WITH A. SAGAT RE: SAME (.2).	0.40	252.00	014	21218827
12/02/10	Vron, Victoria RESPOND TO EMAILS FROM CLIENT RE: VARIOUS BUSINESS OPERATION ISSUES.	0.70	441.00	014	21255403
12/08/10	Lemons, Robert CONFER WITH V. VRON AND REVIEW EMAIL RE: ASSIGNED MORTGAGES.	0.30	234.00	014	21284681
12/09/10	Lemons, Robert CALL WITH W. ROSOFF, T. GALLAGHER, S. GOLDRING, M. GOODMAN, AND V. VRON RE: BANK OF AMERICA INTEREST.	0.50	390.00	014	21284686
12/09/10	Vron, Victoria	0.30	189.00	014	21273701

## ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	RESPOND TO CLIENT ISSUES.				
12/10/10	Lemons, Robert	1.40	1,092.00	014	21284632
	CALLS WITH M. BROWN, W. ROSSOFF, S. GOLDRING (PARTIAL), T. GALLAGHER AND M. GOODMAN RE: BANK OF AMERICA PARTNERSHIP INTEREST.				
12/22/10	Levine, Richard	0.30	265.50	014	21293875
	EMAILS FROM/TO B. MEYER AND V. VRON RE: INFORMATION PRESERVATION ISSUES.				
12/22/10	Lemons, Robert	0.60	468.00	014	21346913
	EMAILS WITH J. DUBOW, V. VRON, R. LEVINE AND B. MEYER RE: RECORD RETENTION.				
<b>SUBTOTAL TASK CODE 014 - GENERAL BUSINESS OPERATIONS:</b>		<b>4.50</b>	<b>\$ 3,331.50</b>		
12/17/10	Lemons, Robert	1.00	780.00	015	21284524
	ATTEND STRATEGY AND COORDINATION MEETING WITH V. VRON, D. HOEHNE (PARTIAL), D. GRIFFITHS, AND J. GANESH.				
12/17/10	Griffiths, David	0.90	463.50	015	21279513
	ATTEND TEAM MEETING RE: OUTSTANDING ISSUES.				
12/17/10	Ganesh, Jennifer	1.00	455.00	015	21351154
	ATTEND TEAM MEETING RE: OUTSTANDING ISSUES.				
<b>SUBTOTAL TASK CODE 015 - GENERAL CASE STRATEGY / INTERNAL COMMUNICATIONS &amp; MEETINGS:</b>		<b>2.90</b>	<b>\$ 1,698.50</b>		
12/02/10	Petherbridge, Vaughan	0.40	266.00	016	21228808
	REVIEW EMAILS RE: CORPORATE REORGANIZATION ACTIONS (.2); DISCUSS SAME WITH P. MCRAE (.2).				
12/02/10	McRae, Peter	2.90	1,319.50	016	21315585
	LEGAL ENTITY CLEAN UP REVIEW AND CALL WITH L. BROWN AND V. PETHERBRIDGE RE: THE SAME.				
12/08/10	McRae, Peter	1.10	500.50	016	21315845
	REVIEW GOVERNING DOCUMENTS AND PENNSYLVANIA STATUTE FOR ENTITY REORGANIZATION.				
12/09/10	Goldstein, Marcia	0.30	297.00	016	21336798
	RESPOND TO EMAIL FROM R. LEMONS RE: BOARD OF DIRECTOR APPROVAL OF NEW DIRECTORS & OFFICERS.				
12/10/10	Petherbridge, Vaughan	0.60	399.00	016	21406239
	ATTEND TO PRELIMINARY STEPS FOR PREPARATION OF CHARTER AND BYLAWS FOR REORGANIZED ADVANTA.				
12/13/10	McRae, Peter	1.40	637.00	016	21318886
	DRAFT FORMATION/GOVERNING DOCUMENTS.				
12/14/10	Petherbridge, Vaughan	0.10	66.50	016	21283426
	DISCUSS REORGANIZED ADVANTA CHARTER AND BYLAWS WITH P. MCRAE.				

## ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
12/14/10	McRae, Peter DRAFT AND REVISE FORMATION AND GOVERNING DOCUMENTS.	1.40	637.00	016	21318481
12/16/10	Gold, Simeon REVIEW CORPORATE/SECURITIES ISSUES.	1.30	1,287.00	016	21290172
12/16/10	Petherbridge, Vaughan REVIEW EMAILS RELATING TO 8-K FILING.	0.10	66.50	016	21283462
12/17/10	Gold, Simeon REVIEW CORPORATE/SECURITIES ISSUES.	1.20	1,188.00	016	21290184
12/17/10	Petherbridge, Vaughan REVIEW AND RESPOND TO EMAILS RE: 8-K.	0.10	66.50	016	21283429
12/17/10	McRae, Peter EMAIL CORRESPONDENCE WITH V. PETHERBRIDGE RE: OUTSTANDING ITEMS.	0.30	136.50	016	21318709
12/20/10	Gold, Simeon REVIEW CORPORATE/SECURITIES ISSUES.	1.20	1,188.00	016	21290284
12/20/10	Petherbridge, Vaughan REVIEW DRAFT 8-K RE: AMENDED PLAN AND DISCLOSURE STATEMENT.	0.10	66.50	016	21299159
12/21/10	Gold, Simeon ATTEND TO SEC/CORPORATE MATTERS.	0.90	891.00	016	21304477
12/22/10	Ganesh, Jennifer REVIEW SURETY BONDS LETTER FROM M. EISENBERG.	0.20	91.00	016	21351033
12/22/10	Maravilla, Mel PREPARE AND FILE FORM 8-K AND MONTHLY OPERATING REPORT EXHIBIT WITH THE SEC VIA EDGAR (.8); CONFER WITH V. PETHERBRIDGE RE: SAME (.1); PREPARE FILING CONFIRMATION (.1).	1.00	250.00	016	21292532
<b>SUBTOTAL TASK CODE 016 - GENERAL CORPORATE ISSUES / CORPORATE GOVERNANCE:</b>		<b>14.60</b>	<b>\$ 9,353.50</b>		
12/14/10	Ghudasara, Priya ASSIST V. VRON WITH PREPARATION RE: HEARING HELD ON DECEMBER 16, 2010.	3.10	496.00	017	21406234
12/15/10	Ghudasara, Priya ASSIST WITH PREPARATION RE: HEARING ON DECEMBER 16, 2010.	1.30	208.00	017	21406235
<b>SUBTOTAL TASK CODE 017 - HEARINGS, HEARING PREPARATION AND COURT MATTERS:</b>		<b>4.40</b>	<b>\$ 704.00</b>		
12/01/10	Bronson, Ardith CONFERENCE WITH L. BROWNE AND C. SIMONS ON STATUS OF INVESTIGATION (.2); EMAIL CORRESPONDENCE WITH L. BROWNE ON STATUS OF MATTER RE: INVESTIGATION (.1).	0.30	210.00	021	21278462

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12/07/10	Bronson, Ardith CONFER WITH T. FRONGILLO RE: OUTCOME OF DISCUSSION WITH L. BROWNE AND NEXT STEPS RE: INVESTIGATION.	0.10	70.00	021	21278416
12/08/10	Simons, Caroline ATTEND CONFERENCE WITH A. BRONSON RE: DOCUMENT REVIEW ISSUES RE: INVESTIGATION.	0.10	45.50	021	21278498
12/09/10	Bronson, Ardith CONFER WITH C. SIMONS ON DOCUMENT REVIEW ISSUES RE: INVESTIGATION.	0.10	70.00	021	21278307
12/09/10	Simons, Caroline CONFERENCE WITH K. YODA RE: DOCUMENTS TO BE GENERATED FOR CLIENT REVIEW.	0.10	45.50	021	21258343
<b>SUBTOTAL TASK CODE 021 - NON-BANKRUPTCY LITIGATION:</b>		<b>0.70</b>	<b>\$ 441.00</b>		
12/16/10	Goldstein, Marcia TRAVEL TO WILMINGTON WITH V. VRON AND R. LEMONS AND PREPARE FOR DISCLOSURE AND EXCLUSIVITY HEARING.	2.50	1,237.50	022	21302479
12/16/10	Goldstein, Marcia TRAVEL TO NEW YORK FROM DELAWARE FOR DISCLOSURE STATEMENT HEARING.	3.00	1,485.00	022	21302482
12/16/10	Lemons, Robert RETURN FROM DISCLOSURE STATEMENT HEARING.	3.60	1,404.00	022	21284521
12/16/10	Vron, Victoria NON-WORKING TRAVEL TO DELAWARE FOR DISCLOSURE STATEMENT HEARING (1.8); NON-WORKING TRAVEL BACK FROM DELAWARE FROM DISCLOSURE STATEMENT HEARING (3.0).	4.80	1,512.00	022	21361553
<b>SUBTOTAL TASK CODE 022 - NON-WORKING TRAVEL:</b>		<b>13.90</b>	<b>\$ 5,638.50</b>		
11/16/10	Kaufman, Marcie EMAIL CORRESPONDENCE WITH V. VRON RE: DISCLOSURE STATEMENT HEARING, EXCLUSIVITY MOTION AND PLAN CONFIRMATION ISSUES.	0.80	476.00	023	21339274
12/01/10	Lemons, Robert PREPARE AND ATTEND MEETING WITH M. BROWN, T. GALAGHER, AND S. GOLDRING RE: PLAN STRUCTURE (3.1); CALL RE: SAME WITH W. ROSOFF, S. GOLDRING AND T. GALAGHER (.5).	3.60	2,808.00	023	21284677
12/01/10	Goodman, Max EMAIL CORRESPONDENCE WITH V. VRON RE: CHAPTER 11 PLAN.	0.10	66.50	023	21217519
12/01/10	Vron, Victoria CALLS WITH E. STONE RE: ADDITIONAL AMCUSA CLAIMS (.4); EMAIL CORRESPONDENCE WITH M. KAUFMAN RE: PREPARATION FOR W. ROSOFF DEPOSITION (.1); REVIEW SUMMARY OF DUNN DEPOSITION (.2); CALL WITH A. SAGAT RE: PLAN ISSUES (.3); REVISE PLAN, DISCLOSURE STATEMENT, DISCLOSURE STATEMENT ORDER AND RELATED NOTICES AS PER INDENTURE TRUSTEE AND TAX COMMENTS (2.9); EMAIL SAME TO R. LEMONS FOR REVIEW (.2).	4.10	2,583.00	023	21218829
12/02/10	Levine, Richard	4.00	3,540.00	023	21229090

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<b>DATE</b>	<b>TIMEKEEPER/DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>	<b>TASK</b>	<b>TIME ID</b>
	PREPARE W. ROSOFF FOR DEPOSITION (1.8); ATTEND MEETING WITH CLIENT, V. VRON AND R. LEMONS RE: PLAN (2.0); REVIEW M. KAUFMAN EMAIL TO RLF RE: HEARING ISSUES AND FOLLOW-UP EMAIL TRAFFIC (.2).				
12/02/10	Kaufman, Marcie	3.60	2,142.00	023	21338682
	PREPARE FOR SESSION WITH W. ROSOFF (1.0); ATTEND MEETING WITH CLIENT, V. VRON AND R. LEMONS RE: PLAN (2.0); EMAILS WITH UCC COUNSEL AND LOCAL COUNSEL RE: CANCELING DEPOSITION AND CONSEQUENCES OF USING A DEPOSITION TRANSCRIPT (.3); MEET WITH J. OLIVER RE: ERRATA SHEET FOR D. DUNN DEPOSITION TRANSCRIPT. (.3).				
12/02/10	Lemons, Robert	2.50	1,950.00	023	21284480
	MEET WITH W. ROSOFF, J. DUBOW, R. LEVINE, M. KAUFMAN AND V. VRON RE: PLAN LITIGATION (1.9); REVIEW D. DUNN DEPOSITION TRANSCRIPT AND SUMMARY (.6).				
12/02/10	Vron, Victoria	3.60	2,268.00	023	21255272
	PARTICIPATE IN MEETING WITH R. LEVINE, M. KAUFMAN AND CLIENT RE: DEPOSITION AND DISCLOSURE STATEMENT/EXCLUSIVITY HEARING (2.0); EMAIL CORRESPONDENCE WITH R. LEMONS RE: INDENTURE TRUSTEES' CHANGES TO PLAN (.2); EMAIL CORRESPONDENCE WITH R. LEMONS RE: MEETING WITH CLIENT (.3); REVIEW MATERIALS FROM CLIENT RE: AMCUSA CLAIMS (.5); EMAIL CORRESPONDENCE WITH R. LEMONS RE: SAME (.6).				
12/02/10	Condon, Robert	3.20	592.00	023	21305220
	REVIEW AND PREPARE W. ROSOFF DOCUMENTS FOR USE DURING DEPOSITION PREPARATION.				
12/03/10	Goldstein, Marcia	0.30	297.00	023	21334740
	REVIEW EMAILS RE: DISCOVERY FOR DISCLOSURE STATEMENT HEARING.				
12/03/10	Vron, Victoria	4.10	2,583.00	023	21255232
	MEET WITH LIQUIDATING TRUSTEE CANDIDATE (2.0); PREPARE FOR SAME (.5); CALL WITH ANOTHER LIQUIDATING TRUSTEE CANDIDATE (.3); CALL WITH BNYM COUNSEL RE: BNYM'S NOTICE TO RETAIL HOLDERS (.2); CALL WITH A. SINGER RE: SAME (.3); REVISE PLAN AND EMAIL CHANGES TO COUNSEL FOR INDENTURE TRUSTEES (.8).				
12/03/10	Condon, Robert	0.70	129.50	023	21305190
	PREPARE AND EDIT D. DUNN ERRATA SHEET.				
12/04/10	Levine, Richard	0.20	177.00	023	21231991
	ATTEND TO EMAILS RE: STATUS OF PLAN.				
12/06/10	Goldstein, Marcia	0.20	198.00	023	21335882
	REVIEW EMAILS RE: DISCOVERY.				
12/06/10	Levine, Richard	0.90	796.50	023	21233844
	ATTEND TO EMAIL RE: DILIGENCE MATERIALS PROVIDED TO THE COMMITTEE (.2); EMAIL RE: COMMITTEE INQUIRIES AND DUNN ERRATTA (.4); EMAIL RE: SEALING INQUIRY FROM UCC AND TELEPHONE CALL J. DUBOW RE: SAME (.3).				
12/06/10	Kaufman, Marcie	3.50	2,082.50	023	21231044
	REVIEW D. DUNN DEPOSITION TRANSCRIPT (.8); REVISE ERRATA SHEET (2.0); EMAILS WITH R. LEVINE, R. LEMONS, V. VRON AND J. OLIVER RE: ERRATA SHEET, CONFIDENTIALITY, AND DOCUMENTS PRODUCED THROUGH DILIGENCE (.5); EMAIL CORRESPONDENCE WITH J. OLIVER RE: REVISIONS TO ERRATA SHEET (.2).				
12/06/10	Lemons, Robert	0.70	546.00	023	21284419

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	MEET WITH V. VRON RE: PLAN LANGUAGE ISSUES (.3); CALL WITH B. TRUST RE: BANK OF AMERICA AND DRAFT EMAIL TO ADVANTA RE: SAME (.4).				
12/06/10	Vron, Victoria	2.70	1,701.00	023	21255463
	CALL WITH CREDITOR RE: DISCLOSURE STATEMENT (.1); REVIEW INDENTURE TRUSTEE'S PLAN COMMENTS AND RESEARCH RE: SAME (.7); EMAIL TO J. DUBOW RE: BNYM DRAFT NOTICE TO RETAIL HOLDERS (.2); REVISE DISCLOSURE STATEMENT AND DISCLOSURE STATEMENT ORDER AS PER COMMENTS (.7); CALL WITH LIQUIDATING TRUSTEE CANDIDATE RE: POSITION (.5); CALL WITH COUNSEL FOR BNYM RE: COMMENTS TO PLAN (.2); CONFER WITH R. LEMONS RE: INDENTURE TRUSTEE'S PLAN COMMENTS (.3).				
12/07/10	Goldstein, Marcia	0.30	297.00	023	21335884
	REVIEW EMAILS AND CONFER WITH R. LEMONS RE: BANK OF AMERICA.				
12/07/10	Kaufman, Marcie	0.50	297.50	023	21338843
	REVIEW UCC'S OBJECTIONS TO THE DISCLOSURE STATEMENT.				
12/07/10	Lemons, Robert	3.90	3,042.00	023	21284499
	REVIEW DISCLOSURE STATEMENT OBJECTIONS (2.8); EMAILS WITH V. VRON RE: SAME (.7); CONFER WITH V. VRON RE: SAME (.4).				
12/07/10	Vron, Victoria	4.70	2,961.00	023	21255359
	REVIEW OBJECTIONS TO DISCLOSURE STATEMENT (3.3); EMAIL OBJECTIONS TO CLIENT AND PROFESSIONALS (.7); CONFER WITH R. LEMONS RE: SAME (.4); RESPOND TO EMAIL FROM LIQUIDATING TRUSTEE CANDIDATE (.1); EMAIL GARDEN CITY GROUP RE: INDENTURE TRUSTEE'S PLAN COMMENT (.2).				
12/07/10	Ganesh, Jennifer	2.80	1,274.00	023	21262311
	REVIEW OBJECTIONS TO DISCLOSURE STATEMENT (2.5); EMAILS TO D. GRIFFITHS AND V. VRON RE: SAME (.3).				
12/08/10	Goldstein, Marcia	0.70	693.00	023	21300036
	CONFER WITH R. LEMONS RE: DISCLOSURE STATEMENT HEARING.				
12/08/10	Goldstein, Marcia	0.80	792.00	023	21335886
	REVIEW EMAILS FROM V. VRON AND R. LEMONS AND THE DISCLOSURE STATEMENT OBJECTIONS.				
12/08/10	Levine, Richard	0.40	354.00	023	21252851
	EMAILS RE: SCHEDULING CALL RE: UCC OBJECTIONS (.2); EMAILS TO AND FROM B. MEYER (.2).				
12/08/10	Meyer, Bruce	0.70	619.50	023	21344013
	REVIEW UCC PAPERS INCLUDING OBJECTIONS TO EXCLUSIVITY AND DISCLOSURE STATEMENT AND MOTION TO TERMINATE EXCLUSIVITY.				
12/08/10	Kaufman, Marcie	0.30	178.50	023	21337806
	EMAILS RE: SCHEDULING CALL ON OBJECTION TO THE DISCLOSURE STATEMENT.				
12/08/10	Lemons, Robert	3.40	2,652.00	023	21284680
	CONFER WITH W. ROSSOFF AND M. GOLDSTEIN RE: DISCLOSURE STATEMENT HEARING (.9); REVIEW SUMMARY OF DISCLOSURE STATEMENT OBJECTIONS AND EXCHANGE EMAILS WITH V. VRON RE: SAME (1.1); REVIEW DISCLOSURE STATEMENT OBJECTIONS (1.4).				
12/08/10	Goodman, Max	0.20	133.00	023	21252120



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REVIEW OBJECTIONS TO DISCLOSURE STATEMENT.					
12/08/10	Vron, Victoria	7.60	4,788.00	023	21255260
MEET WITH J. GANESH AND D. GRIFFITHS TO DISCUSS STRATEGY FOR REVIEWING AND SUMMARIZING THE DISCLOSURE STATEMENT/EXCLUSIVITY OBJECTIONS (.7); CALL WITH COUNSEL FOR INDENTURE TRUSTEES, CREDITORS' COMMITTEE AND D. GRIFFITHS RE: DISCLOSURE STATEMENT COMMENTS (.4); PREPARE SUMMARY OF OBJECTIONS TO THE DISCLOSURE STATEMENT AND PRELIMINARY RESPONSES TO SAME (6.6); REVIEW SUMMARY OF OBJECTION TO EXCLUSIVITY MOTION (.3).					
12/08/10	Griffiths, David	7.70	3,965.50	023	21256856
PREPARE FOR MEETING WITH V. VRON AND REVIEW DISCLOSURE STATEMENT OBJECTIONS (.5); ATTEND MEETING WITH V. VRON (.7); DRAFT CHART OF OBJECTIONS (3.8); REVISE SAME BASED ON V. VRON COMMENTS (2.5); EMAIL TO V. VRON RE: SAME (.2).					
12/08/10	Ganesh, Jennifer	5.10	2,320.50	023	21262312
REVIEW OBJECTION TO DISCLOSURE STATEMENTS (1.5); MEET WITH D. GRIFFITHS AND V. VRON RE: SAME (.7); REVIEW UCC OBJECTION AND DRAFT CHART RE: SAME (2.6); EMAIL CORRESPONDENCE WITH V. VRON RE: SAME (.4); DRAFT OMNIBUS REPLY TO OBJECTIONS TO THE DISCLOSURE STATEMENT (2.5).					
12/09/10	Goldstein, Marcia	0.30	297.00	023	21300040
REVIEW EMAILS RE: UPCOMING HEARING PREPARATION ON DISCLOSURE STATEMENT.					
12/09/10	Goldstein, Marcia	0.50	495.00	023	21336797
REVIEW OBJECTION TO THE DISCLOSURE STATEMENT CHART.					
12/09/10	Levine, Richard	2.20	1,947.00	023	21264407
REVIEW OBJECTION OUTLINES (.3); ATTEND CONFERENCE CALL WITH CLIENTS, WEIL AND RLF RE: RESPONSES TO OBJECTIONS (1.9).					
12/09/10	Meyer, Bruce	2.00	1,770.00	023	21343704
CALL WITH CLIENT RE: HEARING STRATEGY AND REPLY BRIEF TO OBJECTIONS TO THE DISCLOSURE STATEMENT.					
12/09/10	Kaufman, Marcie	2.00	1,190.00	023	21338724
CONFERENCE CALL TO DISCUSS RESPONSES TO DISCLOSURE STATEMENT AND EXCLUSIVITY OBJECTIONS.					
12/09/10	Petherbridge, Vaughan	0.40	266.00	023	21260390
REVIEW AND RESPOND TO EMAILS RE: LIQUIDATING TRUST AGREEMENT (.1); REVIEW LIQUIDATING TRUST AGREEMENT COMMENTS (.3).					
12/09/10	Lemons, Robert	6.70	5,226.00	023	21284604
EMAIL CORRESPONDENCE WITH W. ROSSOFF, V. VRON, J. DUBOW, P. HEATH, D. HOEHNE, D. GRIFFITHS, AND J. GANESH RE: DISCLOSURE STATEMENT AND EXCLUSIVITY OBJECTIONS (1.7); REVIEW OBJECTIONS AND CHARTS RE: SAME (2.4); EMAILS WITH M. GOLDSTEIN RE: SAME (.6); ATTEND STRATEGY CALL WITH WEIL (2.0).					
12/09/10	Vron, Victoria	8.60	5,418.00	023	21273700

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	CALL WITH N. PAPPAS RE: ERISA PLAINTIFF'S DISCLOSURE STATEMENT OBJECTION AND BURDEN OF PROOF ISSUES (.4); STRATEGY CALL WITH WGM TEAM, RLF, ALVAREZ & MARSAL AND THE CLIENT RE: RESPONSES TO DISCLOSURE STATEMENT AND EXCLUSIVITY OBJECTIONS (3.0); CALL WITH LIQUIDATING TRUSTEE CANDIDATE (.2); REVISE SUMMARY OF COMMITTEE'S EXCLUSIVITY OBJECTION (.3); REVISE EXHIBITS TO REPLY TO DISCLOSURE STATEMENT OBJECTIONS (2.5); REVISE PLAN AND DISCLOSURE STATEMENT AS PER OBJECTIONS (2.2).				
12/09/10	Wencelblat, Patricia	0.40	238.00	023	21333068
	ATTEND TO EMAILS WITH N. PAPPAS AND V. VRON RE: ERISA RESEARCH FOR PLAN OBJECTION.				
12/09/10	Ganesh, Jennifer	9.50	4,322.50	023	21262316
	ATTEND CALL WITH CLIENT, RICHARDS LAYTON AND INTERNAL WEIL TEAM RE: STRATEGY FOR THE REPLY TO THE OBJECTIONS TO THE DISCLOSURE STATEMENT (2.0); DRAFT SAME (7.4).				
12/09/10	Hoehne, Debora	2.50	1,287.50	023	21253733
	CALL WITH CLIENT, RICHARDS LAYTON, AND WEIL TEAMS TO DISCUSS UCC OBJECTIONS TO DISCLOSURE STATEMENT AND EXTENSION OF EXCLUSIVITY.				
12/10/10	Petherbridge, Vaughan	2.80	1,862.00	023	21260237
	FINALIZE REVIEW OF COMMENTS RE: LIQUIDATING TRUST AGREEMENT AND PREPARE REVISED DRAFT.				
12/10/10	Lemons, Robert	1.70	1,326.00	023	21284512
	EMAIL CORRESPONDENCE WITH W. ROSOFF AND V. VRON RE: RESPONSES TO COMMITTEE PLEADINGS RE: DISCLOSURE STATEMENT AND EXCLUSIVITY (1.0); EMAIL CORRESPONDENCE WITH M. GOLDSTEIN, V. VRON AND R. SCWHARTZ RE: SAME (.7).				
12/10/10	Vron, Victoria	2.30	1,449.00	023	21273705
	CONFER WITH P. FERRILLO RE: DISCLOSURE STATEMENT OBJECTIONS RE: D&O COVERAGE (.5); CALL WITH A. SAGAT RE: LIQUIDATING TRUSTEE (.2); CALL WITH CANDIDATE FOR LIQUIDATING TRUSTEE (.8); EMAILS WITH N. PAPPAS RE: ERISA PLAINTIFFS' DISCLOSURE STATEMENT OBJECTION (.5); CALL WITH SOLICITATION AGENT RE: SOLICITATION ISSUES (.3).				
12/10/10	Wencelblat, Patricia	0.20	119.00	023	21332894
	EMAILS WITH V. VRON AND N. PAPPAS RE: LEGAL RESEARCH RE: PLAN OBJECTION.				
12/10/10	Griffiths, David	1.00	515.00	023	21256768
	DRAFT RIDER TO DISCLOSURE STATEMENT FOR V. VRON (.5); EMAILS WITH V. VRON RE: SAME (.1); REVISE DISCLOSURE STATEMENT RIDERS AND INPUT SAME INTO DISCLOSURE STATEMENT (.4).				
12/10/10	Ganesh, Jennifer	13.70	6,233.50	023	21262317
	DRAFT RESPONSE TO OBJECTION TO THE DISCLOSURE STATEMENT (8.7); CONDUCT RESEARCH RE: SAME (2.9); REVISE DISCLOSURE STATEMENT RE: SUBORDINATED CLAIMS (1.7); REVISE CHART TO THE OMNIBUS REPLY TO OBJECTIONS TO THE DISCLOSURE STATEMENT (.4).				
12/10/10	Hoehne, Debora	1.80	927.00	023	21256969
	CONDUCT RESEARCH RE: RESPONSE TO DISCLOSURE STATEMENT OBJECTION.				
12/11/10	Levine, Richard	0.30	265.50	023	21264417
	EMAILS RE: DRAFT REPLY PAPERS TO OBJECTION TO THE DISCLOSURE STATEMENT.				
12/11/10	Lemons, Robert	7.10	5,538.00	023	21284665

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	REVIEW RESPONSES TO DISCLOSURE STATEMENT AND EXCLUSIVITY OBJECTIONS AND EXCHANGE EMAILS WITH V. VRON RE: SAME (5.8); DRAFT REVISED PLAN EXCULPATION LANGUAGE AND EXCHANGE EMAILS WITH V. VRON RE: SAME (1.3).				
12/11/10	Vron, Victoria	8.10	5,103.00	023	21273687
	REVISE DISCLOSURE STATEMENT REPLY, DISCLOSURE STATEMENT REPLY CHART AND EXHIBIT B (6.1); REVISE PLAN AND DISCLOSURE STATEMENT (2.0).				
12/11/10	Ganesh, Jennifer	5.40	2,457.00	023	21262318
	CONDUCT RESEARCH RE: DEBTORS' OMNIBUS REPLY TO OBJECTIONS TO THE DISCLOSURE STATEMENT (5.); EMAILS TO V. VRON RE: SAME (4).				
12/12/10	Goldstein, Marcia	0.50	495.00	023	21336800
	REVIEW AND RESPOND TO EMAILS FROM R. LEMONS AND PROPOSED EXCULPATION LANGUAGE.				
12/12/10	Goldstein, Marcia	0.50	495.00	023	21336802
	REVIEW AND RESPOND TO EMAIL FROM R. LEMONS RE: UCC PROPOSAL AND FOLLOW UP EMAILS.				
12/12/10	Goldstein, Marcia	1.50	1,485.00	023	21336801
	REVIEW DRAFT REPLIES TO UCC OBJECTION TO EXCLUSIVITY AND DISCLOSURE STATEMENT AND FOLLOW UP EMAILS.				
12/12/10	Levine, Richard	0.80	708.00	023	21264421
	EMAILS RE: REPLY BRIEF TO DISCLOSURE STATEMENT OBJECTIONS (.5); EMAILS RE: POSSIBLE SETTLEMENT TERMS (.3).				
12/12/10	Kaufman, Marcie	1.70	1,011.50	023	21338774
	REVIEW DRAFT REPLIES TO OBJECTIONS (1.0); REVIEW EMAILS RE: POTENTIAL DEAL WITH UCC AND COMMENTS ON DRAFT REPLIES (.7).				
12/12/10	Pohl, Joshua	0.10	55.00	023	21325639
	EMAILS RE: PLAN AND DISCLOSURE STATEMENT.				
12/12/10	Lemons, Robert	5.90	4,602.00	023	21284666
	CALL WITH R. SCHWARTZ RE: COMMITTEE OPPOSITION TO PLAN AND EXCHANGE EMAILS WITH W. ROSOFF, M. GOLDSTEIN, V. VRON, R. LEVINE, AND P. HEATH RE: SAME (2.4); REVIEW COMMENTS OF W. ROSOFF AND OTHERS TO DISCLOSURE STATEMENT AND EXCLUSIVITY RESPONSES AND EXCHANGE EMAILS WITH W. ROSOFF, V. VRON AND D. GRIFFITHS RE: SAME (3.5).				
12/12/10	Goodman, Max	0.40	266.00	023	21261342
	REVIEW REVISIONS TO CHAPTER 11 PLAN (.3); REVIEW REVISIONS TO DISCLOSURE STATEMENT (.1).				
12/12/10	Vron, Victoria	1.50	945.00	023	21273689
	REVIEW CLIENT'S COMMENTS TO PLAN, DISCLOSURE STATEMENT, EXCLUSIVITY REPLY, AND DISCLOSURE STATEMENT REPLY (1.3); EMAILS TO CLIENT RE: SAME (.2).				
12/12/10	Ganesh, Jennifer	1.50	682.50	023	21262319
	REVIEW CORRESPONDENCE RE: OBJECTIONS TO EXCLUSIVITY, PLAN AND DISCLOSURE STATEMENT.				
12/12/10	Hoehne, Debora	0.20	103.00	023	21260104
	REVIEW CORRESPONDENCE RE: OBJECTIONS TO EXCLUSIVITY, PLAN AND DISCLOSURE STATEMENT.				
12/13/10	Goldstein, Marcia	0.40	396.00	023	21336803

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	REVIEW EMAILS RE: DRAFT REPLIES AND UCC PROPOSAL RE: PLAN.				
12/13/10	Levine, Richard	1.20	1,062.00	023	21264931
	CONFERENCE CALL RE: REPLY TO COMMITTEE OBJECTIONS (.6); REVIEW NEW DRAFT OF REPLY (.3); EMAIL RE: SAME (.1); EMAILS RE: SETTLEMENT DISCUSSIONS (.2).				
12/13/10	Goldring, Stuart	3.50	3,465.00	023	21276784
	ATTEND CONFERENCE CALL WITH W. ROSOFF, V. VRON, R. LEMONS AND OTHERS RE: REVISIONS TO PLAN (.7); EMAIL CORRESPONDENCE WITH M. GOODMAN RE: SAME (.5); DRAFT EMAIL RE: THE TAX-RELATED CHANGES TO BE REFLECTED (.8); REVIEW TAX REVISIONS DRAFTED BY M. GOODMAN (.3); REVIEW INFORMATION REPORTING RE: BALLOTS (.4); EMAIL CORRESPONDENCE WITH V. VRON (.3) AND M. GOODMAN (.2) RE: SAME; ATTEND TO FURTHER EMAIL EXCHANGE AND DISCUSSIONS WITH V. VRON AND OTHERS RE: SAME (.3).				
12/13/10	Pohl, Joshua	1.30	715.00	023	21283080
	REVIEW TAX SECTION OF DISCLOSURE STATEMENT.				
12/13/10	Lemons, Robert	4.50	3,510.00	023	21284689
	CALL WITH ADVANTA RE: RESPONSES TO DISCLOSURE STATEMENT AND EXCLUSIVITY OBJECTIONS (.7); REVIEW R. LEVINE COMMENTS TO SAME (.4); CALLS AND EMAILS WITH W. ROSOFF, R. SCHWARTZ, AND V. VRON RE: SETTLEMENT OF COMMITTEE OPPOSITION TO PLAN (3.1); CALL WITH P. HEATH RE: SAME (.3).				
12/13/10	Goodman, Max	2.00	1,330.00	023	21265024
	REVISE CHAPTER 11 PLAN (1.8); REVISE REVISIONS TO DISCLOSURE STATEMENT (.2).				
12/13/10	Vron, Victoria	7.70	4,851.00	023	21273552
	CALL WITH CLIENT AND TEAM RE: DISCLOSURE STATEMENT AND EXCLUSIVITY REPLIES (.8); EMAIL CORRESPONDENCE WITH S. GOLDRING AND M. GOODMAN RE: CHANGES TO PLAN AND DISCLOSURE STATEMENT (.6); REVISE EXCLUSIVITY AND DISCLOSURE STATEMENT REPLIES AND PLAN AND DISCLOSURE STATEMENT (1.8); FINALIZE DOCUMENTS FOR FILING WITH THE COURT (.5); EMAILS WITH Z. SHAPIRO RE: SAME THROUGH OUT DAY (.7); CONFER WITH R. LEMONS RE: POTENTIAL DEAL WITH COMMITTEE RE: PLAN (.3); REVISE PLAN AND DISCLOSURE STATEMENT TO INCORPORATE DEAL WITH COMMITTEE (3.0).				
12/13/10	Ganesh, Jennifer	1.90	864.50	023	21262320
	REVIEW EMAILS AND REVISED VERSIONS OF THE DISCLOSURE STATEMENT AND PLAN WITH CLIENT'S COMMENTS INCORPORATED.				
12/13/10	Hoehne, Debora	0.50	257.50	023	21266996
	REVIEW REVISED RESPONSES TO EXCLUSIVITY AND DISCLOSURE STATEMENT OBJECTIONS.				
12/14/10	Goldstein, Marcia	0.40	396.00	023	21336805
	REVIEW DRAFT LETTER FROM W. ROSOFF/D. ALTER AND FOLLOW UP EMAILS RE: PLAN.				
12/14/10	Lemons, Robert	4.60	3,588.00	023	21284476
	DRAFT LETTER RE: PLAN JURISDICTION OVER ALTER AND ROSOFF CLAIMS AND CONFER WITH W. ROSOFF RE: SAME (.8); CONFER WITH V. VRON, R. SCHWARTZ, AND J. DUBOW RE: PLAN DRAFTING ISSUES (1.6); REVIEW LANGUAGE RE: SAME (.5); REVIEW COMMITTEE COMMENTS TO PLAN, DISCLOSURE STATEMENT, LETTER RE: PLAN JURISDICTION, AND LETTER SUPPORTING PLAN, CALL WITH R. SCHWARTZ RE: SAME, AND EMAILS WITH V. VRON AND J. DUBOW RE: SAME (1.7).				
12/14/10	Vron, Victoria	5.00	3,150.00	023	21277264

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DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	REVIEW AGENDA FOR DISCLOSURE STATEMENT HEARING AND EMAIL Z. SHAPIRO RE: SAME (.2); REVISE PLAN AND DISCLOSURE STATEMENT AND EMAIL SAME TO LATHAM (1.0); RESPOND TO EMAILS FROM CLIENT RE: REVISED PLAN (.3); CONFER WITH P. GHODASARA RE: DOCUMENTS FOR DISCLOSURE STATEMENT HEARING (.2); PREPARE DRAFT PLAN LANGUAGE TO ADDRESS BNYS OBJECTION (.7); EMAIL SAME TO CLIENT (.2); EMAILS WITH RLF AND R. LEMONS RE: UST OBJECTION (.2); CALL WITH R. LEMONS AND R. SCHWARTZ RE: PLAN (PARTIAL) (.4); REVIEW REVISED FORM LIQUIDATING TRUST AGREEMENT (.8); PREPARE LIST OF TO DO ITEMS FOR SOLICITATION AND CONFIRMATION HEARING (1.0).				
12/15/10	Goldstein, Marcia	0.30	297.00	023	21302473
	REVIEW EMAILS RE: STATUS OF DISCUSSIONS WITH UCC RE: PLAN.				
12/15/10	Goldstein, Marcia	0.30	297.00	023	21302474
	EMAIL CORRESPONDENCE WITH R. LEMONS RE: STATUS OF PLAN.				
12/15/10	Levine, Richard	0.30	265.50	023	21273747
	EMAILS RE: STATUS OF PLAN.				
12/15/10	Lemons, Robert	9.60	7,488.00	023	21284478
	REVIEW W. ROSOFF COMMENTS TO PLAN AND DISCLOSURE STATEMENT (.4); EMAIL CORRESPONDENCE WITH W. ROSOFF, J. DUBOW, R. SCHWARTZ, AND V. VRON RE: SAME (2.9); REVIEW COMMITTEE COMMENTS TO SAME (.5); PREPARE FOR DISCLOSURE STATEMENT AND EXCLUSIVITY HEARING (4.3); CALL WITH CLIENT AND V. VRON RE: UCC'S PLAN AND DISCLOSURE STATEMENT (.7); CALL WITH LATHAM'S AND V. VRON RE: SAME (.8).				
12/15/10	Goodman, Max	0.10	66.50	023	21276151
	DISCUSS CHAPTER 11 PLAN WITH J. NOLL.				
12/15/10	Vron, Victoria	9.20	5,796.00	023	21294720
	CALL WITH CLIENT AND R. LEMONS RE: UCC'S PLAN AND DISCLOSURE STATEMENT CHANGES (.7); CONFER WITH R. LEMONS RE: SAME (.3); CALL WITH LATHAM AND R. LEMONS RE: UCC'S CHANGES TO PLAN AND DISCLOSURE STATEMENT (.8); CALL WITH LIQUIDATING TRUSTEE CANDIDATE (.3); REVISE PLAN, DISCLOSURE STATEMENT AND PROPOSED ORDER AND ARRANGE FOR FILING OF SAME WITH THE COURT (5.4); PREPARE SUMMARY OF PLAN, DISCLOSURE STATEMENT AND ORDER CHANGES FOR 12/16 HEARING (1.5); CONFER WITH J. GANESH RE: RETENTION OF JURISDICTION LANGUAGE (.2).				
12/16/10	Goldstein, Marcia	1.00	990.00	023	21302480
	PRE-HEARING MEETING RE: DISCLOSURE STATEMENT AT RLF.				
12/16/10	Lemons, Robert	6.30	4,914.00	023	21284520
	PREPARE FOR DISCLOSURE STATEMENT AND EXCLUSIVITY HEARING (4.5); ATTEND DISCLOSURE STATEMENT HEARING (1.8).				
12/16/10	Vron, Victoria	7.20	4,536.00	023	21321142
	PREPARE FOR HEARING ON DISCLOSURE STATEMENT (2.6); REVISE LIQUIDATING TRUST AGREEMENT (.3); REVISE PLAN, DISCLOSURE STATEMENT AND PROPOSED ORDER PER COURT'S COMMENTS (2.2); REVISE CONFIRMATION TO DO LIST (.1); ATTEND DISCLOSURE STATEMENT HEARING (2.2).				
12/16/10	Wencelblat, Patricia	2.90	1,725.50	023	21281034
	CONDUCT LEGAL RESEARCH RE: USE OF D&O INSURANCE PROCEEDS IN ERISA LITIGATION.				
12/17/10	Goldring, Stuart	0.40	396.00	023	21326067
	REVIEW PROPOSED REVISIONS TO LIQUIDATING TRUST AND PROVIDE COMMENTS.				
12/17/10	Pohl, Joshua	0.30	165.00	023	21325637

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DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	REVIEW LIQUIDATING TRUST AGREEMENT.				
12/17/10	Lemons, Robert	0.80	624.00	023	21284526
	REVIEW REVISED PLAN DOCUMENT AND CONFER WITH V. VRON RE: SAME.				
12/17/10	Goodman, Max	0.30	199.50	023	21282897
	REVIEW FORM OF LIQUIDATING TRUST AGREEMENT.				
12/17/10	Vron, Victoria	6.70	4,221.00	023	21321068
	EMAIL PLAN, DISCLOSURE STATEMENT AND DISCLOSURE STATEMENT ORDER TO RLF FOR FILING (.2); CONFER WITH A. SAGAT RE: DISCLOSURE STATEMENT HEARING AND LIQUIDATING TRUSTEE ISSUES (.3); REVISE DRAFT 8K RE: DISCLOSURE STATEMENT APPROVAL (.6); CALL WITH D. EPSTEIN RE: COMPILING INSURANCE INFORMATION FOR CERTAIN DISCLOSURE STATEMENT OBJECTORS (.2); FINALIZE DOCUMENTS FOR SOLICITATION (2.0); REVISE LIQUIDATING TRUST AGREEMENT AND EMAIL SAME TO CLIENT FOR REVIEW (2.4); MEET WITH TEAM RE: TO DO ITEMS FOR CONFIRMATION OF THE PLAN (1.0).				
12/17/10	Wencelblat, Patricia	2.40	1,428.00	023	21281016
	CONDUCT RESEARCH RE: USE OF D&O INSURANCE PROCEEDS FOR PLAN OBJECTION.				
12/17/10	Hoehne, Debora	0.60	309.00	023	21279701
	ATTEND TEAM MEETING RE: OUTSTANDING ISSUES (PARTIAL).				
12/17/10	Ghudasara, Priya	0.30	48.00	023	21406236
	REVIEW DOCKET RE: ORDER APPROVING DISCLOSURE STATEMENT.				
12/18/10	Petherbridge, Vaughan	0.30	199.50	023	21283443
	REVIEW AND RESPOND TO EMAILS RE: LIQUIDATING TRUSTS.				
12/18/10	Pohl, Joshua	0.10	55.00	023	21325638
	EMAILS RE: LIQUIDATING TRUST AGREEMENT.				
12/18/10	Vron, Victoria	1.20	756.00	023	21294594
	EMAIL PROPOSALS FOR LIQUIDATING TRUSTEE POSITION TO CLIENT AND LATHAM (.7); EMAIL DRAFT SCHEDULE 8.1 TO LATHAM (.3); EMAIL FINAL NOTICE OF CONFIRMATION HEARING TO PUBLISHER (.2).				
12/20/10	Petherbridge, Vaughan	0.50	332.50	023	21299264
	REVIEW REVISED DRAFT OF LIQUIDATING TRUST AGREEMENT AND PREPARE FURTHER REVISED DRAFT (.3); REVIEW AND RESPOND TO EMAILS RE: LIQUIDATING TRUSTS (.2).				
12/20/10	Lemons, Robert	0.80	624.00	023	21292287
	REVIEW LIQUIDATING TRUSTEE PROPOSALS (.5); CONFER WITH V. VRON RE: SAME (.3).				
12/20/10	Vron, Victoria	3.60	2,268.00	023	21294600
	EMAILS WITH CLIENT RE: CALL TO DISCUSS LIQUIDATING TRUSTEE CANDIDATES (.2); CALL WITH M. EISENBERG RE: LIQUIDATION MODEL (.1); RESPOND TO CREDITOR INQUIRY RE: PLAN (.3); REVIEW LIQUIDATING TRUSTEE PROPOSALS (1.3); DISCUSS SAME WITH R. LEMONS (.3); REVIEW REVISED 8-K RE: DISCLOSURE STATEMENT APPROVAL (.1); EMAIL TO V. PETHERBRIDGE AND S. GOLD RE: PLAN SUPPLEMENT TIMING (.1); CALL WITH P. WENCELBLAT RE: RESPONSE TO ERISA LITIGANTS' PLAN OBJECTION (.2); REVIEW INSURANCE INFORMATION FROM MARCH FOR ERISA PLAINTIFFS AND EMAIL SAME TO P. FERRILLO FOR REVIEW (.5); REVISE CONFIRMATION TO DO LIST (.5).				
12/20/10	Ganesh, Jennifer	3.00	1,365.00	023	21351029

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DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	CALL WITH D. ZEISER RE: ADVANTA WEBSITE (.2); EMAIL CORRESPONDENCE WITH V. VRON RE: SAME (.2); REVIEW WEBSITE (.5); DRAFT NOTICE (2.1).				
12/21/10	Petherbridge, Vaughan	1.00	665.00	023	21299318
	DISCUSS LIQUIDATING TRUST AGREEMENT WITH V. VRON (.2); PREPARE FURTHER REVISED DRAFT OF LIQUIDATING TRUST AGREEMENT (.5); REVIEW AND RESPOND TO EMAILS RE: SAME (.3).				
12/21/10	Lemons, Robert	1.00	780.00	023	21292247
	CALL WITH J. DUBOW, P. BROWNE, AND V. VRON RE: LIQUIDATING TRUST AND FOLLOW UP DISCUSSIONS WITH V. VRON AND M. GOLDSTEIN RE: SAME.				
12/21/10	Goodman, Max	0.10	66.50	023	21289663
	REVIEW REVISIONS TO FORM OF LIQUIDATING TRUST AGREEMENT.				
12/21/10	Vron, Victoria	3.20	2,016.00	023	21320480
	CALL WITH CLIENT AND R. LEMONS RE: LIQUIDATING TRUSTEE SELECTION PROCESS (.7); CONFER WITH R. LEMONS RE: DOCUMENT RETENTION ISSUES (.4); CALL WITH V. PETHERBRIDGE RE: LIQUIDATING TRUST AGREEMENT COMMENTS (.2); REVIEW REVISED VERSION OF SAME (.3); EMAIL TO R. LEVINE AND B. MEYER RE: SAME (.2); EMAIL R. LEVINE AND B. MEYER RE: DOCUMENT RETENTION ISSUES (.4); EMAIL INSURANCE COVERAGE INFORMATION TO PLAINTIFFS' COUNSEL (.3); CALL WITH A. SAGAT RE: LIQUIDATING TRUSTEES (.3); EMAIL TO D. EPSTEIN RE: DRESHER AND DOCUMENT RETENTION ISSUES (.3); CALL WITH B. BRESSLER RE: BILL OF SALE (.1).				
12/22/10	Goldstein, Marcia	0.30	297.00	023	21336806
	REVIEW AND RESPOND TO EMAILS RE: LIQUIDATING TRUSTEE PROCESS.				
12/22/10	Petherbridge, Vaughan	0.10	66.50	023	21299103
	REVIEW AND RESPOND TO EMAILS RE: LIQUIDATING TRUST AGREEMENT.				
12/22/10	Lemons, Robert	1.10	858.00	023	21346919
	CALLS WITH R. SCHWARTZ RE: PLAN TRUSTEE SELECTION PROCESS (.5); DRAFT EMAIL TO W. ROSOFF, J. DUBOW, AND P. BROWNE RE: SAME (.6).				
12/22/10	Vron, Victoria	1.00	630.00	023	21320672
	RESPOND TO EMAILS AND CALLS FROM GCG AND/OR R. LEMONS RE: SOLICITATION PROCESS ISSUES.				
12/22/10	Griffiths, David	2.10	1,081.50	023	21299743
	DRAFT CONFIRMATION ORDER.				
12/22/10	Ganesh, Jennifer	3.60	1,638.00	023	21351034
	REVISE NOTICE ON GCG'S WEBSITE RE: PLAN AND DISCLOSURE STATEMENT (1.5); COMMUNICATIONS THROUGHOUT THE DAY WITH D. ZEISER RE: SAME (2.1).				
12/23/10	Goldstein, Marcia	0.20	198.00	023	21336810
	REVIEW AND RESPOND TO EMAILS RE: LIQUIDATING TRUSTEE INTERVIEWS.				
12/23/10	Petherbridge, Vaughan	0.30	199.50	023	21299156
	REVIEW AND RESPOND TO EMAILS RELATING TO LIQUIDATING TRUST AGREEMENT AND RELATED ISSUES (.2); UPDATE DRAFT LIQUIDATING TRUST AGREEMENT AND CIRCULATE (.1).				
12/23/10	Ganesh, Jennifer	2.90	1,319.50	023	21351035

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<b>DATE</b>	<b>TIMEKEEPER/DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>	<b>TASK</b>	<b>TIME ID</b>
ATTEND TO FURTHER REVISIONS RE: NOTICE ON THE ADVANTA WEBSITE (1.2); CONFER WITH D. ZEISER RE: SAME (.3); EMAIL CORRESPONDENCE WITH D. ZEISER (.4), V. VRON (.4), R. LEMONS (.4) AND A. SINGER (.2) RE: INDENTURE TRUSTEE NOTICE.					
12/27/10	Ganesh, Jennifer	0.70	318.50	023	21351038
CONFER WITH D. ZEISER RE: MAILING SOLICITATION PACKAGES.					
12/28/10	Ganesh, Jennifer	0.90	409.50	023	21351040
RESPOND TO INQUIRIES BY K. PETRIANO AND D. ZEISER RE: MAILING SOLICITATION PACKAGES.					
12/29/10	Goldstein, Marcia	0.20	198.00	023	21336808
REVIEW EMAILS RE: PLAN.					
12/29/10	Condon, Robert	0.10	18.50	023	21332355
CONFER WITH J. OLIVER VIA EMAIL RE: D. DUNN ERRATA SHEET.					
12/30/10	Goldstein, Marcia	0.30	297.00	023	21336205
REVIEW AND RESPOND TO EMAIL FROM V. VRON RE: LIQUIDATING TRUSTEE INTERVIEWS.					
12/30/10	Vron, Victoria	0.40	252.00	023	21320771
EMAILS WITH CLIENT AND M. GOLDSTEIN RE: TRUSTEE INTERVIEWS (.2); CALL WITH LATHAM RE: SAME (.2).					
12/31/10	Vron, Victoria	0.50	315.00	023	21320801
EMAILS TO LIQUIDATING TRUSTEE CANDIDATES RE: INTERVIEWS.					
<b>SUBTOTAL TASK CODE 023 - PLAN OF REORGANIZATION/DISCLOSURE STATEMENT/SOLICITATION/VOTING:</b>					
		<b>283.50</b>	<b>\$ 182,978.50</b>		
12/01/10	Ganesh, Jennifer	0.20	91.00	026	21225286
CALL WITH L. YEARWOOD RE: SECOND INTERIM FEE APPLICATION.					
12/01/10	Ganesh, Jennifer	3.50	1,592.50	026	21225332
DRAFT RESPONSE TO FEE AUDITOR'S INITIAL REPORT.					
12/01/10	Ghodasara, Priya	1.10	176.00	026	21262721
ASSIST J. GANESH WITH PREPARATION OF OCTOBER MONTHLY FEE APPLICATION.					
12/02/10	Vron, Victoria	0.10	63.00	026	21255384
REVIEW REVISED OCTOBER BILLING STATEMENT.					
12/02/10	Ganesh, Jennifer	7.50	3,412.50	026	21225333
GATHER ALL RELEVANT DATA RE: FEE AUDITOR'S INITIAL REPORT (2.1); EMAILS TO S. LITVINOFF, M. GOODMAN, L. YEARWOOD RE: SAME (.8); DRAFT SAME (4.6).					
12/02/10	Ghodasara, Priya	3.40	544.00	026	21262756
ASSIST J. GANESH WITH PREPARATION OF OCTOBER MONTHLY FEE APPLICATION.					
12/03/10	Vron, Victoria	1.50	945.00	026	21255335



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DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	REVIEW AND REVISE RESPONSE TO FEE AUDITOR'S INITIAL REPORT TO SECOND INTERIM FEE APPLICATION.				
12/03/10	Ganesh, Jennifer	0.50	227.50	026	21262326
	EMAILS TO P. GHODASARA AND L. YEARWOOD RE: THE THIRD INTERIM FEE APPLICATION AND THE NOVEMBER BILLING STATEMENT.				
12/03/10	Ghodasara, Priya	2.90	464.00	026	21262768
	ASSIST J. GANESH WITH PREPARATION OF OCTOBER MONTHLY FEE APPLICATION.				
12/06/10	Ganesh, Jennifer	4.00	1,820.00	026	21262308
	REVISE RESPONSE TO FEE AUDITOR PER V. VRON'S COMMENTS (3.7); CALLS AND EMAILS WITH L. YEARWOOD RE: SAME (.3).				
12/06/10	Ghodasara, Priya	0.90	144.00	026	21262812
	ASSIST WITH REVIEW OF BILLING SUMMARY REPORT AS PER UST GUIDELINES.				
12/07/10	Ghodasara, Priya	5.30	848.00	026	21262655
	ASSIST J. GANESH WITH REVIEW OF NOVEMBER BILLING SUMMARY REPORT AS PER UST GUIDELINES.				
12/08/10	Lemons, Robert	1.60	1,248.00	026	21284578
	REVIEW RESPONSE TO FEE AUDITOR'S INITIAL REPORT AND CONFER WITH J. GANESH RE: SAME.				
12/08/10	Vron, Victoria	0.60	378.00	026	21255221
	REVIEW REVISED RESPONSE TO FEE AUDITOR'S INITIAL REPORT TO 2ND FEE PERIOD (.4); EMAIL SAME TO FEE AUDITOR (.2).				
12/08/10	Ganesh, Jennifer	4.60	2,093.00	026	21262313
	REVISE RESPONSE TO FEE AUDITOR AS PER R. LEMONS' COMMENTS (3.7); EMAIL CORRESPONDENCE WITH P. GHODASARA RE: SAME (.3); CONFER WITH R. LEMONS RE: SAME (.1); EMAIL V. VRON RE: SAME (.5).				
12/08/10	Ghodasara, Priya	3.30	528.00	026	21262811
	ASSIST J. GANESH WITH PREPARATION OF RESPONSE RE: UST RESPONSE TO OCTOBER MONTHLY FEE APPLICATION.				
12/13/10	Ghodasara, Priya	0.40	64.00	026	21294089
	CONFER WITH L. YEARWOOD RE: NOVEMBER BILLING SUMMARY REPORT (.2); EMAIL OCTOBER MONTHLY FEE APPLICATION TO J. GANESH (.2).				
12/14/10	Ghodasara, Priya	0.60	96.00	026	21294096
	ASSIST J. GANESH WITH REVIEW OF NOVEMBER BILLING SUMMARY REPORT AS PER UST GUIDELINES.				
12/17/10	Ganesh, Jennifer	0.30	136.50	026	21351153
	EMAILS TO V. VRON AND L. YEARWOOD RE: OCTOBER FEE STATEMENT.				
12/17/10	Ghodasara, Priya	1.10	176.00	026	21293996
	ASSIST J. GANESH WITH REVIEW OF NOVEMBER MONTHLY FEE STATEMENT.				
12/20/10	Ganesh, Jennifer	2.20	1,001.00	026	21351030

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DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	DRAFT OCTOBER FEE STATEMENT (1.5); EMAILS TO L. YEARWOOD RE: SAME (.7).				
12/20/10	Ghudasara, Priya	2.70	432.00	026	21308751
	ASSIST J. GANESH WITH REVIEW OF NOVEMBER BILLING SUMMARY REPORT AS PER UST GUIDELINES (2.4); CONFER WITH L. YEARWOOD RE: SAME (.3).				
<b>SUBTOTAL TASK CODE 026 - RETENTION / FEE APPLICATIONS / BILLING: WGM:</b>		<b>48.30</b>	<b>\$ 16,480.00</b>		
12/01/10	Vron, Victoria	0.30	189.00	029	21218828
	CALL WITH CLIENT AND ALVAREZ & MARSAL RE: AMENDMENTS TO SCHEDULES.				
12/01/10	Ganesh, Jennifer	1.00	455.00	029	21225326
	CALL WITH ALVAREZ & MARSAL, CLIENT, AND V. VRON RE: AMENDMENTS TO SCHEDULES (.4); REVISE SIGNATURE PAGES TOT HE SAME (.3); PREPARE SAME FOR RLF'S REVIEW (.3).				
12/02/10	Ganesh, Jennifer	0.60	273.00	029	21225334
	EMAIL D. LEWANDOWSKI RE: SCHEDULES (.1); PREPARE SAME FOR R. LEMONS' REVIEW (.3); EMAIL WITH V. VRON AND R. LEMONS RE: SAME (.2).				
12/03/10	Vron, Victoria	0.10	63.00	029	21255194
	REVIEW DRAFT FORM 26.				
12/07/10	Lemons, Robert	0.50	390.00	029	21284500
	REVIEW DRAFT FORM 26.				
12/07/10	Vron, Victoria	0.60	378.00	029	21488716
	CONFER WITH A. SAGAT RE: PAYROLL ISSUES (.1); CALL WITH Z. SHAPIRO RE: AMENDING SCHEDULES (.5).				
12/07/10	Vron, Victoria	0.70	441.00	029	21255330
	CALL WITH D. LEWANDOWSKI RE: AMENDING SCHEDULES (.3); CALL WITH J. GANESH RE: SAME (.2); REVIEW NEW FORM 26 (.2).				
12/07/10	Ganesh, Jennifer	0.10	45.50	029	21262310
	EMAIL TO D. LEWANDOWSKI RE: AMENDMENT TO SCHEDULES.				
12/08/10	Vron, Victoria	0.30	189.00	029	21255326
	REVIEW REVISED AMCUSA SCHEDULES AND EMAILS TO CLIENT AND ALVAREZ & MARSAL RE: SAME.				
12/08/10	Ganesh, Jennifer	3.10	1,410.50	029	21262314
	DRAFT NOTICE TO AMCUSA CREDITORS RE: AMENDMENTS TO SCHEDULE F.				
12/13/10	Ganesh, Jennifer	0.70	318.50	029	21262321
	REVIEW AND REVISE SIGNATURE PAGES AND NOTICE OF AMENDMENTS TO THE SCHEDULES.				
12/14/10	Petherbridge, Vaughan	0.20	133.00	029	21283275
	DISCUSS MONTHLY OPERATING REPORT WITH P. MCRAE (.1); REVIEW AND RESPOND TO EMAILS RE: MONTHLY OPERATING REPORT (.1).				
12/14/10	Vron, Victoria	0.70	441.00	029	21277367

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<b>DATE</b>	<b>TIMEKEEPER/DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>	<b>TASK</b>	<b>TIME ID</b>
	REVIEW NOTICES TO CREDITORS RE: SCHEDULE AMENDMENTS (.6); REVIEW NOVEMBER MONTHLY OPERATING REPORT (.1).				
12/14/10	Ganesh, Jennifer	1.50	682.50	029	21284909
	REVIEW EXTENDED NOTICE TO AMCUSA AMENDED SCHEDULE AND NOTICE TO 14 OTHER DEBTORS' SCHEDULES (1.1); EMAILS TO V. VRON RE: SAME (.4).				
12/15/10	Maravilla, Mel	0.10	25.00	029	21296363
	CONFER WITH V. PETHERBRIDGE RE: UPCOMING FILING OF MONTHLY OPERATING REPORT WITH THE SEC.				
12/17/10	Vron, Victoria	0.10	63.00	029	21320805
	RESPOND TO EMAIL RE: AMENDED SCHEDULES.				
12/17/10	Ganesh, Jennifer	5.20	2,366.00	029	21351152
	REVISE NOTICES OF AMENDED SCHEDULES (1.8); PREPARE SAME FOR FILING (2.5); EMAILS TO Z. SHAPIRO, D. LEWANDOWSKI, AND V. VRON RE: SAME (.9).				
12/20/10	Petherbridge, Vaughan	0.10	66.50	029	21406237
	ATTEND TO MONTHLY OPERATING REPORT PREPARATION/EDGARIZATION.				
12/21/10	Maravilla, Mel	5.00	1,250.00	029	21292577
	PREPARE FORM 8-K AND MONTHLY OPERATING REPORT EXHIBIT FOR FILING WITH THE SEC VIA EDGAR (4.9); EMAIL CORRESPONDENCE WITH V. PETHERBRIDGE RE: SAME (.1).				
12/22/10	Petherbridge, Vaughan	1.10	731.50	029	21299170
	ATTEND TO EDGARIZATION, PROOFING AND FILING OF MONTHLY OPERATING REPORT (.8); REVIEW AND RESPOND TO EMAILS RE: MONTHLY OPERATING REPORT (.2); DISCUSS SAME WITH M. MARAVILLA (.1).				
<b>SUBTOTAL TASK CODE 029 - SCHEDULES / STATEMENT OF FINANCIAL AFFAIRS / MORS:</b>		<b>22.00</b>	<b>\$ 9,911.00</b>		
12/01/10	Goldring, Stuart	1.80	1,782.00	030	21214282
	CONFERENCE CALL WITH BANK OF AMERICA COUNSEL AND T. GALAGHER RE: THE FLEET INTEREST (1.3); ATTEND CALL WITH B. ROSSOFF, T. GALAGHER AND R. LEMONS RE: THE SAME (.5).				
12/03/10	Goodman, Max	0.10	66.50	030	21228622
	RESPOND TO E-MAIL FROM D. HOEHNE RE: CALIFORNIA REQUEST FOR INFORMATION.				
12/03/10	Hoehne, Debora	0.20	103.00	030	21231066
	REVIEW LETTER FROM CALIFORNIA FRANCHISE TAX BOARD (.1); EMAIL TO D. ALBERT RE: SAME (.1).				
12/05/10	Goodman, Max	0.10	66.50	030	21228573
	RESPOND TO E-MAIL FROM S. GOLDRING RE: TAX DISCLOSURE.				
12/06/10	Pohl, Joshua	0.20	110.00	030	21261220
	REVIEW TAX DISCLOSURE.				
12/06/10	Goodman, Max	0.10	66.50	030	21232006
	REVISE TAX DISCLOSURE.				

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DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
12/09/10	Goldring, Stuart CONFERENCE CALL WITH B. ROSOFF, T. GALLAGHER, M. GOODMAN, R. LEMONS AND V. VRON RE: PREPARATION FOR BANK OF AMERICA CALL.	0.60	594.00	030	21263463
12/09/10	Goodman, Max CONFERENCE CALL WITH S. GOLDRING, R. LEMONS, V. VRON, T. GALLAGHER AND W. ROSOFF RE: BANK OF AMERICA.	0.50	332.50	030	21254891
12/10/10	Goldring, Stuart ATTEND CALL WITH R. LEMONS, T. GALLAGHER, M. GOODMAN AND COUNSEL TO BANK OF AMERICA (.9); ATTEND TO FOLLOW-UP RE: SAME (.1); CALL WITH R. LEMONS, T. GALLAGHER, M. GOODMAN AND W. ROSOFF RE: SAME (.5).	1.50	1,485.00	030	21263402
12/10/10	Pohl, Joshua REVIEW LIQUIDATING TRUST AGREEMENT.	0.20	110.00	030	21325636
12/10/10	Goodman, Max CONFERENCE CALLS WITH S. GOLDRING, R. LEMONS, T. GALLAGHER, W. ROSOFF AND M. BROWN RE: FLEET PARTNERSHIP INTEREST (1.4); REVIEW REVISIONS TO FORM OF LIQUIDATING TRUST AGREEMENT (.5).	1.90	1,263.50	030	21261513
<b>SUBTOTAL TASK CODE 030 - TAX ISSUES:</b>		<b>7.20</b>	<b>\$ 5,979.50</b>		
<b>GRAND TOTAL:</b>		<b>490.20</b>	<b>\$ 285,967.50</b>		

**Exhibit B**  
Itemized Expenses

**ITEMIZED DISBURSEMENTS - 78221.0007 - Chapter 11**

<u>DATE</u>	<u>NAME/ DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
12/02/10	HOEHNE, DEBORA LOCAL TRANSPORTATION VENDOR: HOEHNE, DEBORA INVOICE#: CREX0068636112022222 DATE: 12/2/2010 TAXI/CAR SERVICE NOV 11, 2010 - TAXI HOME	011	16359590	29.06
12/02/10	HOEHNE, DEBORA LOCAL TRANSPORTATION VENDOR: HOEHNE, DEBORA INVOICE#: CREX0068636112022222 DATE: 12/2/2010 TAXI/CAR SERVICE NOV 15, 2010 - TAXI HOME	011	16359591	26.18
12/10/10	GRIFFITHS, DAVID N. LOCAL TRANSPORTATION VENDOR: GRIFFITHS, DAVID N. INVOICE#: CREX0069881612102029 DATE: 12/10/2010 TAXI/CAR SERVICE NOV 08, 2010 - TAXI - FROM/TO: WGM/HOME	011	16387889	13.90
12/13/10	GANESH, JENNIFER N. LOCAL TRANSPORTATION VENDOR: WG&M LLP - PETTY CASH NY; INVOICE#: 20101213; DATE: 12/13/2010 - NY PETTY CASH 12/13/10- JENNIFER N. GANESH- TAXIS HOME, 12/02, 12/06, 12/07, 12/10/10	011	16388598	48.04
12/14/10	GRIFFITHS, DAVID N. LOCAL TRANSPORTATION VENDOR: GRIFFITHS, DAVID N. INVOICE#: CREX0070940712142233 DATE: 12/14/2010 TAXI/CAR SERVICE DEC 08, 2010 - TAXI - FROM/TO: WGM/HOME	011	16393277	16.37
12/28/10	KAUFMAN, MARCIE R. LOCAL TRANSPORTATION VENDOR: WG&M LLP - PETTY CASH NY; INVOICE#: 20101228; DATE: 12/28/2010 - NY PETTY CASH 12/28/10. M.KAUFMAN - TAXI HOME, 11/30/10	011	16428892	11.00
12/02/10	VRON, VICTORIA TRAVEL VENDOR: VRON, VICTORIA INVOICE#: CREX0068464412022222 DATE: 12/2/2010 RAIL, TICKET:5547936427326, NOV 17, 2010 - ADVANTA - FROM/TO: PENN STAT/WILMINGTON	012	16359485	228.00
12/02/10	VRON, VICTORIA	012	16359486	40.00

**ITEMIZED DISBURSEMENTS - 78221.0007 - Chapter 11**

<u>DATE</u>	<u>NAME/ DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
	TRAVEL VENDOR: VRON, VICTORIA INVOICE#: CREX0068464412022222 DATE: 12/2/2010 AGENCY FEE'S, TICKET:8900541289377, NOV 17, 2010 - ADVANTA			
12/02/10	VRON, VICTORIA TRAVEL VENDOR: VRON, VICTORIA INVOICE#: CREX0068464412022222 DATE: 12/2/2010 RAIL, TICKET:5545255025489, NOV 17, 2010 - ADVANTA - FROM/TO: WILMINGTON/PENN STATION (ADDITIONAL FEE FOR CHARGED TICKET)	012	16359487	31.00
12/28/10	GOLDSTEIN, MARCIA L. TRAVEL VENDOR: GOLDSTEIN, MARCIA L. INVOICE#: CREX0073112712281522 DATE: 12/28/2010 AGENCY FEE'S, TICKET:8900541987653, DEC 15, 2010 - ATTEND HEARING IN BANKRUPTCY COURT, WILMINGTON, DE	012	16427520	40.00
12/28/10	GOLDSTEIN, MARCIA L. TRAVEL VENDOR: GOLDSTEIN, MARCIA L. INVOICE#: CREX0073112712281522 DATE: 12/28/2010 RAIL, TICKET:5547942795291, DEC 15, 2010 - ATTEND HEARING IN BANKRUPTCY COURT, WILMINGTON, DE - FROM/TO: NY/WILMINGTON/NY	012	16427521	243.00
12/28/10	GOLDSTEIN, MARCIA L. TRAVEL VENDOR: GOLDSTEIN, MARCIA L. INVOICE#: CREX0073112712281522 DATE: 12/28/2010 TAXI/CAR SERVICE DEC 15, 2010 - ATTEND HEARING IN BANKRUPTCY COURT, WILMINGTON, DE - FROM/TO: TRAIN STATION/COURT	012	16427522	10.00
12/14/10	GOLDSTEIN, MARCIA L. TAXI SERVICE - LEGAL VENDOR: XYZ INVOICE#: 1402639 DATE: 11/24/2010 XYZ 1010246953 420 MARCIA GOLDSTEIN 0076 RIDE DATE: 2010- 11-15 FROM: M 767 5 AVE TO: M RIDE TIME: 20:57	014	16427928	24.28
12/14/10	VRON, VICTORIA TAXI SERVICE - LEGAL VENDOR: XYZ INVOICE#: 1402639 DATE: 11/24/2010 XYZ 1010246892 431 VICTORIA VRON 4005 RIDE DATE: 2010-11-17 FROM: NY WHITE PLAINS TO: 401 7 AVE RIDE TIME: 04:10	014	16428056	97.03
12/14/10	GOLDSTEIN, MARCIA L.	014	16432674	26.50

**ITEMIZED DISBURSEMENTS - 78221.0007 - Chapter 11**

<u>DATE</u>	<u>NAME/ DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
	TAXI SERVICE - LEGAL VENDOR: XYZ INVOICE#: 1403312 DATE: 12/1/2010 XYZ 1010247222 66 MARCIA GOLDSTEIN 0076 RIDE DATE: 2010-11-17 FROM: M AVE TO: M 401 7 AVE RIDE TIME: 05:55			
12/22/10	KAUFMAN, MARCIE R. TAXI SERVICE - LEGAL VENDOR: XYZ INVOICE#: 1404383 DATE: 12/8/2010 XYZ 1010248758 90 DANA DUNN 1101 RIDE DATE: 2010-11-30 FROM: NY MANHATTAN 885 3 AVE TO: NY MILLBROOK 259 WOODSTOCK RD RIDE TIME: 16:23	014	16433291	236.61
11/17/10	SAGOT, JONATHAN L. TAXI SERVICE - SUPPORT STAFF VENDOR: XYZ INVOICE#: 1401343 DATE: 11/10/2010 XYZ 1010245015 164 MEL MARAVILLA 6563 RIDE DATE: 2010-10-29 FROM: M 767 5 AVE TO: QU 57 AV RIDE TIME: 00:14	015	16402033	61.43
11/17/10	SAGOT, JONATHAN L. TAXI SERVICE - SUPPORT STAFF VENDOR: XYZ INVOICE#: 1401343 DATE: 11/10/2010 XYZ 1010245016 340 MEL MARAVILLA 6563 RIDE DATE: 2010-10-29 FROM: QU 57 AV TO: M 767 5 AVE RIDE TIME: 05:20	015	16402036	61.43
12/14/10	FORDHAM, SUSANNE TAXI SERVICE - SUPPORT STAFF VENDOR: XYZ INVOICE#: 1403312 DATE: 12/1/2010 XYZ 1010248170 302 ROBERT CONDON 7081 RIDE DATE: 2010-11-23 FROM: NY MANHATTAN 767 5 AVE TO: NY MANHATTAN E 22 ST RIDE TIME: 20:14	015	16432576	22.07
12/22/10	MCRAE, PETER J. TAXI SERVICE - SUPPORT STAFF VENDOR: XYZ INVOICE#: 1404383 DATE: 12/8/2010 XYZ 1010248636 10 MEL MARAVILLA 6563 RIDE DATE: 2010-11-29 FROM: M 767 5 AVE TO: QU 22415 57 AV RIDE TIME: 22:15	015	16432862	61.43
12/22/10	FORDHAM, SUSANNE TAXI SERVICE - SUPPORT STAFF VENDOR: XYZ INVOICE#: 1404383 DATE: 12/8/2010 XYZ 1010249075 364 ROBERT CONDON 7081 RIDE DATE: 2010-12-01 FROM: M 767 5 AVE TO: M 100 E 42 ST RIDE TIME: 21:17	015	16433110	20.96
12/15/10	CONDON, ROBERT SUPPORT STAFF O/T MEALS SEAMLESS WEB MEALS ON 12/01/10 AT 20:10	019A	16394385	21.17
12/16/10	MARAVILLA, MEL C.	019G	16399026	33.91



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<u>DATE</u>	<u>NAME/ DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
	SUPPORT STAFF O/T MEALS 11/29/2010 DINNER MEL MARAVILLA CORPORATE- PARALEGAL			
12/08/10	GRIFFITHS, DAVID N. ATTORNEY MEALS INVOICE#: 20101208.ED; DATE: 12/8/2010 - 12/08/2010 DINNER	020	16410656	35.00
12/15/10	GANESH, JENNIFER N. ATTORNEY MEALS SEAMLESS WEB MEALS ON 12/01/10 AT 17:51	020A	16394016	34.99
12/15/10	KAUFMAN, MARCIE R. ATTORNEY MEALS SEAMLESS WEB MEALS ON 11/30/10 AT 19:56	020A	16394306	35.00
12/15/10	GANESH, JENNIFER N. ATTORNEY MEALS SEAMLESS WEB MEALS ON 12/02/10 AT 17:53	020A	16394407	35.00
12/15/10	GANESH, JENNIFER N. ATTORNEY MEALS SEAMLESS WEB MEALS ON 12/08/10 AT 17:54	020A	16394963	34.99
12/15/10	GANESH, JENNIFER N. ATTORNEY MEALS SEAMLESS WEB MEALS ON 12/10/10 AT 17:55	020A	16395049	34.52
12/15/10	GANESH, JENNIFER N. ATTORNEY MEALS SEAMLESS WEB MEALS ON 12/09/10 AT 17:57	020A	16395179	35.00
12/16/10	VRON, VICTORIA ATTORNEY MEALS 12/09/2010 DINNER VICTORIA VRON BUSINESS FINANCE & RESTRUCTURING	020G	16399152	14.69
12/16/10	VRON, VICTORIA ATTORNEY MEALS 11/30/2010 DINNER VICTORIA VRON BUSINESS FINANCE & RESTRUCTURING	020G	16398946	11.87
12/29/10	VRON, VICTORIA ATTORNEY MEALS 12/16/2010 DINNER VICTORIA VRON BUSINESS FINANCE & RESTRUCTURING	020G	16429825	14.80
12/29/10	VRON, VICTORIA	020G	16429860	11.61

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<u>DATE</u>	<u>NAME/ DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
	ATTORNEY MEALS 12/15/2010 DINNER VICTORIA VRON BUSINESS FINANCE & RESTRUCTURING			
12/29/10	VRON, VICTORIA ATTORNEY MEALS 12/10/2010 DINNER VICTORIA VRON BUSINESS FINANCE & RESTRUCTURING	020G	16430096	12.59
12/31/10	GANESH, JENNIFER N. POSTAGE POSTAGE NY DISK 12/22/2010 NUMBER OF PIECE(S): 1	022	16444168	0.98
12/06/10	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 11/15/2010 TO 11/21/2010	024	16361316	100.60
12/14/10	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 11/22/2010 TO 11/28/2010	024	16392719	856.20
12/20/10	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 11/29/2010 TO 12/5/2010	024	16413454	551.10
12/23/10	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 12/13/2010 TO 12/19/2010	024	16426364	550.80
12/09/10	WGM, FIRM DUPLICATING (FIRM) 116 PAGES PRINTED IN NEW YORK BETWEEN 10/19/2010 TO 10/19/2010	024D	16379290	11.60
12/09/10	WGM, FIRM DUPLICATING (FIRM) 1531 PAGES PRINTED IN NEW YORK BETWEEN 10/05/2010 TO 10/29/2010	024D	16379291	153.10
12/10/10	WGM, FIRM DUPLICATING (FIRM) 14 PAGES PRINTED IN NEW YORK BETWEEN 11/30/2010 TO 11/30/2010	024D	16387397	1.40
12/10/10	WGM, FIRM	024D	16387398	209.80

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<u>DATE</u>	<u>NAME/ DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
	DUPLICATING (FIRM) 2098 PAGES PRINTED IN NEW YORK BETWEEN 11/01/2010 TO 11/30/2010			
12/10/10	DALLAS, OFFICE DUPLICATING (FIRM) 18 PAGES PRINTED IN DALLAS BETWEEN 11/30/2010 TO 11/30/2010	024D	16387399	1.80
12/06/10	WGM, FIRM DUPLICATING (FIRM) 1194 PAGES SCANNED IN NEW YORK BETWEEN 11/03/2010 TO 11/30/2010	024I	16369455	119.40
12/17/10	KAUFMAN, MARCIE R. COURT REPORTING VENDOR: TSG REPORTING, INC.; INVOICE#: 113010-89646; DATE: 12/6/2010 - TRANSCRIPT	061	16401916	1574.50
12/22/10	VIOLA, MATTHEW SERVICE FEES-EDGAR FILINGS NOVEMBER 2010 EDGAR FILING - ACCESSION NUMBER: 0000909518-10-000658, SEC FILING DATE: , NUMBER OF PAGES: 28	064B	16424336	190.00
12/17/10	VRON, VICTORIA ELECTRONIC RESEARCH NY LEXIS - VRON, VICTORIA 12/11/2010 ACCOUNTS: 100248	072S	16402988	203.61
12/17/10	OLIVER, JENNIFER M. ELECTRONIC RESEARCH NY LEXIS - BRACE, JENNIFER 11/22/2010 ACCOUNTS: 100248	072S	16402989	105.07
12/17/10	GANESH, JENNIFER N. ELECTRONIC RESEARCH NY LEXIS - GANESH, JEN 12/15/2010 ACCOUNTS: 100248	072S	16402990	88.47
12/17/10	GANESH, JENNIFER N. ELECTRONIC RESEARCH NY LEXIS - GANESH, JEN 12/10/2010 ACCOUNTS: 100248	072S	16402991	118.68
12/17/10	GANESH, JENNIFER N. ELECTRONIC RESEARCH NY LEXIS - GANESH, JEN 12/11/2010 ACCOUNTS: 100248	072S	16402992	1408.23
12/17/10	HOEHNE, DEBORA ELECTRONIC RESEARCH NY WESTLAW - HOEHNE, DEBORA 12/10/2010 CONNECT TIME: 0:00:00 DOC/LINE(S): 0 TRANSACTIONS: 2	072S	16407433	39.63

**ITEMIZED DISBURSEMENTS - 78221.0007 - Chapter 11**

<u>DATE</u>	<u>NAME/ DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
12/17/10	MCRAE, PETER J. ELECTRONIC RESEARCH NY WESTLAW - ESPITIA,SADYS 12/08/2010 CONNECT TIME: 0:00:00 DOC/LINE(S): 5 TRANSACTIONS: 2	072S	16407434	72.51
12/17/10	GHODASARA, PRIYA K. ELECTRONIC RESEARCH NY WESTLAW - GHODASARA,PRIYA 12/15/2010 CONNECT TIME: 0:00:00 DOC/LINE(S): 6 TRANSACTIONS: 11	072S	16407435	93.31
12/30/10	VRON, VICTORIA ELECTRONIC RESEARCH NY PACER SERVICE CENTER CHARGED 11/01/10-11/30/10	072S	16440162	14.48
12/30/10	LYON, ANDREW H. ELECTRONIC RESEARCH NY PACER SERVICE CENTER CHARGED 11/01/10-11/30/10	072S	16440323	7.84
12/30/10	LEE, KATHLEEN ELECTRONIC RESEARCH CAPITAL IQ USAGE FOR 11/01/10-11/30/10	072S	16441605	45.00
12/30/10	PETHERBRIDGE, VAUGHAN ELECTRONIC RESEARCH MORNING STAR USE ON 11/3/2010 BY: MERILLLOSICK@WEIL.COM	072S	16443776	15.00
12/15/10	GRIFFITHS, DAVID N. COMPUTERIZED RESEARCH - OTHER (NY) VENDOR: LEXISNEXIS RISK SOLUTIONS GA INC.; INVOICE#: 5100205-20101031; DATE: 10/31/2010 - COMPUTERIZED LEGAL RESEARCH - DATABASE USAGE - LEXISNEXIS RISK SOLUTIONS - 10/01/2010-10/31/2010	075	16395412	7.24
12/15/10	GRIFFITHS, DAVID N. COMPUTERIZED RESEARCH - OTHER (NY) VENDOR: LEXISNEXIS RISK SOLUTIONS GA INC.; INVOICE#: 5100205-20101031; DATE: 10/31/2010 - COMPUTERIZED LEGAL RESEARCH - DATABASE USAGE - LEXISNEXIS RISK SOLUTIONS - 10/01/2010-10/31/2010	075	16395413	36.04
12/15/10	CONDON, ROBERT DUPLICATING SERVICES - SPIRAL SPIRAL BINDING IN NEW YORK CITY ON 11/28/10 10:19PM 12 BINDING(S) FROM UNIT 03	082	16396457	42.00
12/20/10	CONDON, ROBERT	082	16413897	17.50

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<u>DATE</u>	<u>NAME/ DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
	DUPLICATING SERVICES - SPIRAL SPIRAL BINDING IN NEW YORK CITY ON 12/01/10 10:18PM 5 BINDING(S) FROM UNIT 15			
12/23/10	GHODASARA, PRIYA K. DUPLICATING SERVICES - SPIRAL SPIRAL BINDING IN NEW YORK CITY ON 12/14/10 08:21PM 5 BINDING(S) FROM UNIT 17	082	16426713	17.50
12/30/10	MEYER, BRUCE S. COURT CALL - TELEPHONE - DEPOSIT ACCOUNTS CONFERENCE CALL USING COURTCALL 11/2/10 THROUGH 12/1/10	091D	16435454	30.00
12/30/10	VRON, VICTORIA COURT CALL - TELEPHONE - DEPOSIT ACCOUNTS CONFERENCE CALL USING COURTCALL 11/2/10 THROUGH 12/1/10	091D	16435455	30.00
12/07/10	PETHERBRIDGE, VAUGHAN CLIPPING SERVICE/SEC WATCH 11/30/2010 SEC WATCH FOR ADVANTA CORP ORIGINATING ON 11/10/2009	097	16363797	85.00
12/16/10	LEVINE, RICHARD L. MEALS-MEETINGS/CONFERENCE COST CONFERENCE MEAL 11/29/2010 LEVINE, RICHARD 12:30 #PEOPLE: 6 MEAL CODE LU1 INV# 16480	109	16399516	149.92
12/16/10	LEVINE, RICHARD L. MEALS-MEETINGS/CONFERENCE COST CONFERENCE MEAL 12/2/2010 LEVINE, RICHARD 9:00 #PEOPLE: 6 MEAL CODE BR3 INV# 16482	109	16399517	84.60
12/16/10	LEVINE, RICHARD L. MEALS-MEETINGS/CONFERENCE COST CONFERENCE MEAL 12/2/2010 LEVINE, RICHARD 12:30 #PEOPLE: 6 MEAL CODE LU1 INV# 16483	109	16399518	149.92
12/16/10	LEMONS, ROBERT J. MEALS-MEETINGS/CONFERENCE COST CONFERENCE MEAL 12/1/2010 LEMONS, ROBERT 7:45 #PEOPLE: 10 MEAL CODE BR4 INV# 16489	109	16399521	119.22

**TOTAL DISBURSEMENTS:**

**\$9,015.48**