

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

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

**FOURTEENTH 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 JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

¹ 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: January 1, 2011 through January 31, 2011
Amount of compensation sought for allowance as actual, reasonable, and necessary: \$325,631.00 (80% is \$260,504.80)
Amount of expense reimbursement sought for allowance as actual, reasonable, and necessary: \$2,133.76

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]
Thirteenth Monthly Application: December 1, 2010- December 31, 2010 [Docket No. 1194]

**COMPENSATION BY PROFESSIONAL
JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

NAME OF PROFESSIONAL PERSON	DEPARTMENT AND YEAR ADMITTED ² Year of Obtaining License to Practice, Area of Expertise	HOURLY BILLING RATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Partner/ of Counsel				
Gregory Hull	LR-1973	\$760.00	2.00	\$1,520.00
Simeon Gold	CORP - 1974	\$1,075.00	16.50	\$17,737.50
Marcia L. Goldstein	BFR - 1976	\$1,075.00	23.30	\$25,047.50
Stuart J. Goldring	TAX - 1984	\$1,075.00	9.00	\$9,675.00
Robert J. Lemons	BFR - 2001	\$850.00	42.50	\$36,125.00
Total Partners and Counsel			93.30	\$90,105.00
Associate				
Vaughan Petherbridge	CORP - 2001	\$740.00	29.20	\$21,608.00
Max A. Goodman	TAX - 2004	\$740.00	10.20	\$7,548.00
Victoria Vron	BFR - 2004	\$720.00	81.00	\$58,320.00
Patricia Wencelblat	LR- 2006	\$685.00	8.70	\$5,959.50
Joshua Pohl	TAX- 2007	\$645.00	1.20	\$774.00
David N. Griffiths	BFR - 2007	\$600.00	46.60	\$27,960.00
Debora Hoehne	BFR - 2008	\$600.00	43.70	\$26,220.00
Peter J. McRae	CORP-2009	\$560.00	39.10	\$21,896.00
Jennifer N. Ganesh	BFR - 2010	\$560.00	90.30	\$50,568.00
Total Associates			350.00	\$220,853.50
Paralegals, Clerks, Library Staff, and Other Non-Legal Staff:				
Sean P. Devaney	CORP	\$230.00	24.70	\$5,681.00
Priya K. Ghodasara	BFR	\$175.00	20.50	\$3,587.50
Mel C. Maravilla	CORP	\$280.00	19.30	\$5,404.00
Total Paraprofessionals			64.50	\$14,672.50

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:			
Partners and Counsel		93.30	\$90,105.00
Associates		350.00	\$220,853.50
Paraprofessionals		64.50	\$14,672.50
Blended Professional/ Paraprofessional Rate	\$641.26		
Total Fees Incurred		507.80	\$325,631.00

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

**COMPENSATION BY PROJECT CATEGORY FOR THE PERIOD
JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

TASK CODE	PROJECT DESCRIPTION	HOURS	AMOUNT
002	Asset Dispositions / 363 Sales	3.40	\$2,499.00
004	Bar Date Motion and Claims Reconciliation Issues	13.20	\$7,392.00
005	Case Administration	5.30	\$927.50
007	Committee Issues/Meetings/Communications	0.50	\$425.00
009	Customer/Vendor/Creditor Issues	15.30	\$8,956.00
011	Employee / ERISA / Benefits Issues	2.30	\$2,282.50
012	Exclusivity	1.40	\$1,347.50
014	General Business Operations	16.70	\$14,064.50
016	General Corporate Issues / Corporate Governance	58.10	\$41,624.00
018	Insurance & Workers Comp Issues	1.60	\$1,032.00
023	Plan of Reorganization / Disclosure Statement / Solicitation / Voting	317.40	\$212,356.50
024	Real Property/Contract/365 Issues	0.10	\$60.00
026	Retention/ Fee Applications / Billing: Weil	42.60	\$18,748.00
029	Schedules/ Statement of Financial Affairs MOR's	23.30	\$7,870.00
030	Tax Issues	5.80	\$5,598.50
032	Utility Issues	0.80	\$448.00
	TOTAL	507.80	\$325,631.00

EXPENSE SUMMARY FOR THE PERIOD
JANUARY 1, 2011 THROUGH JANUARY 31, 2011

EXPENSES	AMOUNTS
Local Transportation	\$94.72
Meals	\$609.43
Duplicating & Document Scanning	\$341.20
Service Fees – Edgar Filings	\$210.00
Computerized Research	\$279.79
Travel	\$283.00
Clipping Service	\$85.00
Taxi Service	\$219.21
Postage	\$1.05
Air Courier/Express Mail	\$10.36
Total Expenses Requested:	\$2,133.76

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

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

**FOURTEENTH 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 JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

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 Fourteenth 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 January 1, 2011 through January 31, 2011 (the “**Application**”). By this Application, Weil seeks allowance of \$325,631.00 for compensation and \$2,133.76 for reimbursement of actual and necessary expenses incurred for the period January 1, 2011 through January 31, 2011 (the

“Compensation Period”).³ 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 solicit acceptances on such plan. Over the course of January 2011, 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) negotiated revisions to the Chapter 11 Plan (the **“Proposed Plan”**); (iv) solicited 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 Professionals [Docket No. 102] (the **“Interim Compensation Order”**) and the Order Appointing

³ Pursuant to the Interim Compensation Order, at this time Weil seeks payment of only 80% of the total compensation for the Compensation Period, totaling \$260,504.80, and 100% of the expenses incurred during the Compensation Period in the amount of \$2,133.76.

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: \$7,392.00; Hours 13.20

Relates to (i) analyzing severance claims; (ii) review of proofs of claim and communications with Debtors and Debtors' other professionals regarding the same; and (iii) preparation of omnibus claims objections.

- b. Case Administration (Task Code 005)
Fees: \$927.50; Hours: 5.30

Includes attending to day-to-day administration of the chapter 11 cases, including preparing and circulating the docket and maintaining the case calendar.

- c. Customer/ Vendor/ Creditor Issues (Task Code 009)
Fees: \$8,956.00; Hours: 15.30

Relates to communications with creditors regarding various inquiries including questions about the solicitation of votes for the Debtors' Proposed Plan.

- d. General Business Operations
Fees: 14,064.50; Hours: 16.70

Relates to communications with Debtors and Debtors' other professionals regarding business operations, including the Debtors' interest in the Bank of America Partnership.

- e. General Corporate Issues / Corporate Governance (Task Code 016)
Fees: \$41,624.00 Hours: 58.10

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

- f. Plan of Reorganization/Disclosure Statement/Solicitation/Voting (Task Code 023)
Fees: \$212,356.50; Hours: 317.40

Includes (i) internal communications with Debtors and Debtors' other professionals, and communications and negotiations with professionals for the Creditors' Committee, regarding revisions to the Proposed Plan; (ii) communications with the Debtors'

solicitation agent, Garden City Group, regarding the solicitation process and preparation of materials related to the same; (iii) preparing Confirmation related documents such as the proposed Confirmation Order, and the Confirmation Brief and the related declarations; and (iv) negotiating and preparing plan supplement documents, including trust agreements, revised organizational documents and Schedules 8.1 and 8.7 to the Proposed Plan.

- g. Retention / Fee Applications / Billing: WGM (Task Code 026)
Fees: \$18,748.00; Hours: 42.60

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

- h. Schedules / Statement of Financial Affairs / MORs (Task Code 029)
Fees: \$7,870.00; Hours: 23.30

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

- i. Tax Issues (Task Code 030)
Fees: \$5,598.50; Hours: 5.80

Relates to reviewing and evaluating various tax considerations.

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 507.80 recorded hours by Weil's members, counsel, associates, and paraprofessionals. Of the aggregate time expended, 93.30 recorded hours were expended by partners and counsel of Weil, 350.00 recorded hours were expended by associates, and 64.50 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 \$641.26

(based on 507.80 recorded hours at Weil's regular billing rates in effect at the time of the performance of services).⁴

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 \$2,133.76.

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

⁴ The blended professional rate was calculated by dividing total professional compensation of \$325,631.00 by total

during the Compensation Period, Weil reserves the right to request additional compensation for 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.

professional hours billed of 507.80.

Conclusion

WHEREFORE Weil respectfully requests (i) allowance of compensation for professional services rendered to the Debtors during the Compensation Period in the amount of \$325,631.00 (80% of which equals \$260,504.80) and reimbursement for actual and necessary costs and expenses incurred by Weil during the Compensation Period in the amount of \$2,133.76, for a total of \$327,764.76 (ii) that, in accordance with the Interim Compensation Order, the Court direct the Debtors to pay Weil \$262,638.56 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



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.

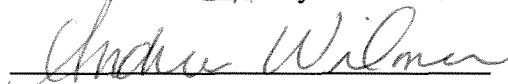
(b) I have personally performed many of the legal services rendered by Weil, Gotshal & Manges LLP, as counsel to the Debtors,¹ and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers in the firm.

(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 2nd day of March, 2011.



Notary Public
My Commission Expires: 2011

ANDREA WILMER
Notary Public, State of New York
No. 01W16172356
Qualified in Kings County
Commission Expires August 6, 2011

¹ 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**

	X	
	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	:	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 **Fourteenth 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 January 1, 2011 Through January 31, 2011** (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*

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

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 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**”).

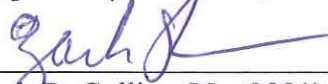
PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received in accordance with this notice, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received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



Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
(302) 651-7700 (Telephone)
(302) 651-7701 (Facsimile)

- and -

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

ATTORNEYS FOR THE DEBTORS

Exhibit A
Itemized Time Records

**SUMMARY OF SERVICES
BY TASK CODE**

Advanta Corp.- Chapter 11
78221.0007

<u>TASK CODE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
002	Asset Dispositions / 363 Sales	3.40	\$ 2,499.00
004	Bar Date Motion and Claims	13.20	7,392.00
	Reconciliation Issues		
005	Case Administration	5.30	927.50
007	Committee Issues / Meetings /	0.50	425.00
	Communications		
009	Customer / Vendor / Creditor Issues	15.30	8,956.00
011	Employee / ERISA / Benefits Issues	2.30	2,282.50
012	Exclusivity	1.40	1,347.50
014	General Business Operations	16.70	14,064.50
016	General Corporate Issues / Corporate	58.10	41,624.00
	Governance		
018	Insurance & Workers Comp Issues	1.60	1,032.00
023	Plan of Reorganization/Disclosure	317.40	212,356.50
	Statement/Solicitation/Voting		
024	Real Property / Contract / 365 Issues	0.10	60.00
026	Retention / Fee Applications / Billing:	42.60	18,748.00
	WGM		
029	Schedules / Statement of Financial	23.30	7,870.00
	Affairs / MORs		
030	Tax Issues	5.80	5,598.50
032	Utility Issues	0.80	448.00
TOTAL:		507.80	\$ 325,631.00

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
01/04/11	Vron, Victoria EMAIL TO D. EPSTEIN RE: DE MINIMIS SALE NOTICE.	0.10	\$ 72.00	002	21350674
01/07/11	Goldring, Stuart CALL WITH T. GALLAGHER RE: POSSIBLE SALE OF ASSETS.	0.40	430.00	002	21500575
01/10/11	Goldring, Stuart CONFERENCE CALL WITH B. ROSOFF, T. GALLAGHER, R. LEMONS, M. GOODMAN, J. POHL AND OTHERS RE: POSSIBLE SALE OF ASSETS.	0.60	645.00	002	21495852
01/11/11	Vron, Victoria CALL WITH D. EPSTEIN RE: COMPUTER SALES (.2); EMAIL WITH R. LEMONS RE: SAME (.1); CONFER WITH A. SAGAT RE: SAME (.1).	0.40	288.00	002	21364351
01/28/11	Ganesh, Jennifer REVIEW MOTION AND COURT ENTERED ORDER TO SELL STOCK OF ALIC (.7); SUMMARIZE AND EMAIL SAME TO V. VRON (1.2).	1.90	1,064.00	002	21419709
SUBTOTAL TASK CODE 002 - ASSET DISPOSITIONS / 363 SALES:		3.40	\$ 2,499.00		
01/05/11	Ganesh, Jennifer REVIEW EMAILS RE: OMNIBUS CLAIMS OBJECTIONS FROM D. LEWANDOWSKI AND D. HOEHNE (1.2); REVIEW NOTES RE: SAME (1.1); REVIEW PROOFS OF CLAIMS AND REASONS FOR OBJECTION IN PREPARATION FOR DRAFTING OMNIBUS CLAIMS OBJECTIONS (2.1).	4.40	2,464.00	004	21366444
01/06/11	Ganesh, Jennifer CALL WITH D. LEWANDOWSKI RE: OMNIBUS CLAIMS OBJECTION (.3); DRAFT NON SUBSTANTIVE OMNIBUS CLAIMS OBJECTION (3.8).	4.10	2,296.00	004	21366468
01/07/11	Ganesh, Jennifer CONFER WITH D. LEWANDOWSKI RE: REVISIONS TO THE OMNIBUS CLAIMS OBJECTION EXHIBITS (.2); EMAIL WITH V. VRON RE: SAME (.5).	0.70	392.00	004	21366472
01/10/11	Ganesh, Jennifer REVIEW EXHIBITS TO FIFTH OMNIBUS CLAIMS OBJECTION (.8); CONFER WITH D. LEWANDOWSKI RE: SAME (.4); CONFER WITH V. VRON RE: SAME (.3).	1.50	840.00	004	21366474
01/11/11	Ganesh, Jennifer DRAFT FIFTH OMNIBUS CLAIMS OBJECTION.	2.50	1,400.00	004	21366513
SUBTOTAL TASK CODE 004 - BAR DATE MOTION AND CLAIMS RECONCILIATION ISSUES:		13.20	\$ 7,392.00		
01/03/11	Ghudasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.30	52.50	005	21375676
01/05/11	Ghudasara, Priya PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.	0.30	52.50	005	21375536
01/06/11	Ghudasara, Priya	0.30	52.50	005	21375649

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/07/11	Ghodasara, Priya	0.20	35.00	005	21375593
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/10/11	Ghodasara, Priya	0.30	52.50	005	21375514
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/11/11	Ghodasara, Priya	0.30	52.50	005	21375806
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/13/11	Ghodasara, Priya	0.30	52.50	005	21375610
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/14/11	Ghodasara, Priya	0.30	52.50	005	21376082
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/18/11	Ghodasara, Priya	0.40	70.00	005	21417290
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/20/11	Ghodasara, Priya	0.40	70.00	005	21417103
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/21/11	Ghodasara, Priya	0.30	52.50	005	21417660
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/24/11	Ghodasara, Priya	0.40	70.00	005	21417135
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/25/11	Ghodasara, Priya	0.30	52.50	005	21417528
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/26/11	Ghodasara, Priya	0.30	52.50	005	21417142
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/27/11	Ghodasara, Priya	0.30	52.50	005	21417219
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/28/11	Ghodasara, Priya	0.30	52.50	005	21417321
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
01/31/11	Ghodasara, Priya	0.30	52.50	005	21433809
	PREPARE DOCKET UPDATE AND DISTRIBUTE TO TEAM.				
SUBTOTAL TASK CODE 005 - CASE ADMINISTRATION:		5.30	\$ 927.50		
01/10/11	Lemons, Robert	0.50	425.00	007	21410538
	CALL WITH V. VRON, J. DUBOW, L. BROWNE, AND P. BROWNE RE: COMMITTEE INFORMATION REQUESTS.				

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
SUBTOTAL TASK CODE 007 - COMMITTEE ISSUES / MEETINGS / COMMUNICATIONS:		0.50	\$ 425.00		
01/03/11	Griffiths, David CALL FROM CREDITOR M. LEVY RE: DISCLOSURE STATEMENT (.3); UPDATE COMMUNICATIONS LOG (.1); EMAIL V. VRON RE: TRANSAMERICA (.1); CALL TO J. SMITH AT TRANSAMERICA (.1); ATTEND TO VOICEMAIL FROM CREDITOR P. CHAMBERS RE: BALLOT (.1); CALL TO SAME (.2); EMAIL TO GCG RE: SAME (.1); UPDATE COMMUNICATIONS LOG (.1); CALL RE: MORTGAGE INSURANCE FROM K. GARCIA AND TWO CALLBACKS RE: SAME (.4); EMAIL WITH J. GANESH RE: SAME (.1); EMAILS WITH V. VRON RE: SAME (.1).	1.70	1,020.00	009	21355484
01/04/11	Griffiths, David DISCUSS WITH V. VRON RE: AMCUSA (.3); CALL FROM CREDITOR S. GILL WITH VARIOUS QUESTIONS ABOUT CHAPTER 11 PROCESS (.3); CALL FROM CREDITOR A. CAPLAN (.3); UPDATE COMMUNICATIONS LOG (.1); EMAIL TO E. STONE RE: AMCUSA (.2); CALL TO CREDITOR M. LEVY (.2); ATTEND TO VOICEMAIL FROM C. STAUBLE (.1).	1.50	900.00	009	21355531
01/05/11	Griffiths, David CALL FROM CREDITOR A. CAPLAN (.2); EMAIL TO GCG RE: SAME (.1); CALL FROM CREDITOR D. LORENZEN (.3); EMAIL TO GCG RE: SAME (.1); EMAIL TO V. VRON. RE: AMCUSA (.1); EMAIL FROM A. SAGAT RE: AMCUSA (.1).	0.90	540.00	009	21355538
01/05/11	Ganesh, Jennifer RESPOND TO CREDITORS' INQUIRIES RE: AMCUSA AMENDMENTS AND SOLICITATION PACKAGES.	1.20	672.00	009	21366515
01/06/11	Griffiths, David CALL WITH CREDITOR E. ERLICH (.3); UPDATE COMMUNICATIONS LOG (.1); CALL WITH P. VANDEM RE: PAYMENT (.2).	0.60	360.00	009	21355483
01/07/11	Griffiths, David CALL WITH CREDITOR (.3); CALL WITH AMCUSA CREDITOR E. PINCKNEY (.4); UPDATE OBJECTION LOG (.1); CALL WITH AMCUSA CREDITOR D. RUGGIERO (.3); CALL WITH AMCUSA CREDITOR D. PRIOLEAU (.3); CALL WITH AMCUSA CREDITOR G. GARNER (.3); CALL FROM CREDITOR A. CAPLAN (.2); CALL TO L. MORTON RE: MASTER BALLOT (.1); EMAIL TO GCG RE: SAME (.1).	2.20	1,320.00	009	21355465
01/10/11	Griffiths, David CALL FROM ABC CREDITOR.	0.10	60.00	009	21388561
01/11/11	Griffiths, David CALL WITH CREDITOR RE: OMNIBUS CLAIMS OBJECTIONS (.1); CALL FROM CREDITOR S. CHAPOVITSKI RE: SAME (.3); UPDATE OBJECTION LOG (.1).	0.50	300.00	009	21388560
01/12/11	Griffiths, David CALL WITH CREDITOR P. KAWASH (.2); UPDATE OBJECTION LOG (.1).	0.30	180.00	009	21388534
01/13/11	Ganesh, Jennifer RESPOND TO CREDITOR INQUIRIES RE: VOTING ON THE PLAN.	0.50	280.00	009	21400648
01/18/11	Griffiths, David CALL WITH CREDITOR A. KWALWASSER AND UPDATE OBJECTION LOG.	0.30	180.00	009	21495499
01/18/11	Griffiths, David	0.60	360.00	009	21388538

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
CALL TO TRANS AMERICA RE: R. KERR AND VOICEMAIL (.1); CALL FROM TRANS AMERICA RE: R. KERR (.1); REVIEW EMAIL FROM TRANSAMERICA AND FORWARD SAME TO V. VRON (.1); EMAIL TO L. BROWNE RE: MOLI POLICIES (.2); CALL TO L. BROWNE RE: SAME AND CALL TO S. GIUSTI RE: SAME (.1).					
01/21/11	Griffiths, David CALL WITH CREDITOR R. JERRY RE: BALLOT.	0.20	120.00	009	21388556
01/25/11	Griffiths, David CALL WITH CREDITOR R. DEUTSCH AND UPDATE COMMUNICATIONS LOG.	0.30	180.00	009	21463456
01/25/11	Ganesh, Jennifer CONFER WITH CREDITORS RE: VOTING.	1.30	728.00	009	21400598
01/26/11	Ganesh, Jennifer RESPOND TO CREDITOR INQUIRIES.	0.50	280.00	009	21400595
01/27/11	Griffiths, David EMAIL TO V. VRON RE: A. ROSEN.	0.10	60.00	009	21463454
01/27/11	Griffiths, David CALL WITH CREDITOR GARCIA AND UPDATE COMMUNICATIONS LOG.	0.40	240.00	009	21463425
01/27/11	Ganesh, Jennifer RESPOND TO CREDITOR INQUIRIES RE: VOTING.	1.20	672.00	009	21419713
01/28/11	Ganesh, Jennifer RESPOND TO CREDITOR INQUIRIES RE: VOTING.	0.70	392.00	009	21419711
01/31/11	Ganesh, Jennifer REVIEW VOICEMAIL RE: CREDITOR SENT TO R. LEMONS (.2); RESPOND TO SAME (.3).	0.20	112.00	009	21419834
SUBTOTAL TASK CODE 009 - CUSTOMER / VENDOR / CREDITOR ISSUES:		15.30	\$ 8,956.00		
01/11/11	Goldstein, Marcia EMAIL WITH V. VRON RE: BENEFITS ISSUES.	0.40	430.00	011	21399492
01/11/11	Goldstein, Marcia EMAILS RE: EMLOYEE ISSUES WITH V. VRON AND R. LEMONS AND FOLLOW-UP EMAILS.	0.70	752.50	011	21399486
01/13/11	Goldstein, Marcia EMAILS WITH V. VRON RE: EMPLOYEE ISSUES (.1); CONFER WITH R. LEMONS RE: SAME (.7).	0.80	860.00	011	21439186
01/18/11	Hoehne, Debora EMAIL V. VRON RE: SEVERANCE ISSUE (.1); CONDUCT RESEARCH RE: SEVERANCE ISSUE (.3).	0.40	240.00	011	21395266
SUBTOTAL TASK CODE 011 - EMPLOYEE / ERISA / BENEFITS ISSUES:		2.30	\$ 2,282.50		
01/13/11	Lemons, Robert	0.70	595.00	012	21410512

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
CONFERENCES WITH W. ROSOFF, J. DUBOW, M. SAGE AND M. GOLDSTEIN RE: COMMITTEE DISCOVERY REQUESTS RE: EXCLUSIVITY.					
01/14/11	Goldstein, Marcia	0.30	322.50	012	21438564
REVIEW SUMMARY EMAIL RE: UCC OBJECTION TO EXCLUSIVITY.					
01/14/11	Goldstein, Marcia	0.40	430.00	012	21438563
REVIEW AND RESPOND TO EMAILS RE: PENDING ISSUES WITH UCC AND CLIENT POINTS RE: EXCLUSIVITY OBJECTION.					
SUBTOTAL TASK CODE 012 - EXCLUSIVITY:		1.40	\$ 1,347.50		
01/03/11	Goldstein, Marcia	0.30	322.50	014	21399692
CONFER WITH V. VRON RE: FOLLOW-UP TELECONFERENCE WITH W. ROSOFF RE: BANK OF AMERICA INTEREST.					
01/03/11	Goldstein, Marcia	0.60	645.00	014	21399718
CONFER WITH V. VRON RE: BANK OF AMERICA INTEREST STATUS AND NEW ISSUES (.2); EMAILS WITH V. VRON RE: SAME (.4).					
01/04/11	Vron, Victoria	0.90	648.00	014	21350603
REVIEW EMAILS FROM A. SAGAT RE: CLASS D CUSTODIAL ACCOUNT (.2); CALL WITH RELIANCE REPRESENTATIVE RE: SAME (.2); CONFER WITH D. GRIFFITHS RE: AMCUSA DEATH BENEFIT POTENTIAL OBLIGATIONS (.3); EMAIL FROM R. SCHWARTZ RE: TRUSTEE INTERVIEWS (.1); EMAIL L. PRESTO RE: SAME (.1).					
01/06/11	Goldstein, Marcia	0.20	215.00	014	21399616
REVIEW EMAIL FROM R. LEMONS RE: BANK OF AMERICA INQUIRY.					
01/06/11	Goodman, Max	1.00	740.00	014	21500573
CONFERENCE CALL WITH S. GOLDRING AND T. GALLAGHER RE: PARTNERSHIP INTEREST.					
01/06/11	Griffiths, David	0.30	180.00	014	21355536
EMAIL WITH V. VRON RE: AMCUSA (.1); CALL WITH L. BROWNE RE: SAME (.2).					
01/07/11	Goldstein, Marcia	0.50	537.50	014	21399523
ATTEND FOLLOW UP EMAILS RE: BANK OF NEW YORK NOTICES.					
01/07/11	Vron, Victoria	0.90	648.00	014	21357922
CALL WITH A. SAGAT RE: FTI'S DUE DILIGENCE REQUEST (.4); EMAILS WITH N. GORDON RE: RELIANCE ACCOUNT (.2); REVIEW SWISS RE AGREEMENT AND CONFER WITH D. GRIFFITHS RE: SAME (.3).					
01/10/11	Goldstein, Marcia	0.60	645.00	014	21399533
REVIEW AND RESPOND TO EMAILS RE: BANK OF AMERICA AND OTHER ISSUES.					
01/10/11	Goldstein, Marcia	0.80	860.00	014	21399480
MEET WITH V. VRON AND R. LEMONS RE: BANK OF AMERICA INTEREST STATUS AND FOLLOW UP EMAILS.					
01/10/11	Lemons, Robert	1.20	1,020.00	014	21410540

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	CALL WITH ADVANTA, T. GALLAGHER, S. GOLDRING, M. GOODMAN, AND V. VRON RE: BANK OF AMERICA PARTNERSHIP INTEREST (.5); CALL WITH B. TRUST RE: SAME AND DRAFTED EMAIL TO ADVANTA RE: SAME (.7).				
01/12/11	Pohl, Joshua	1.20	774.00	014	21399365
	CALL WITH T. GALLAGHER AND WEIL TAX RE: BANK OF AMERICA INTEREST.				
01/12/11	Lemons, Robert	2.80	2,380.00	014	21410562
	CALLS WITH W. ROSOFF, J. DUBOW, S. GOLDRING, R. SCHWARTZ, T. GALLAGHER AND FTI RE: BANK OF AMERICA PARTNERSHIP INTEREST (1.0); CALL WITH W. ROSOFF RE: SAME (.2); CALL WITH S. GOLDRING RE: SAME (.3); ATTEND FOLLOW-UP CALL (.4); EMAILS RE: SAME (.9).				
01/12/11	Goodman, Max	1.40	1,036.00	014	21365689
	REVIEW BANK OF AMERICA OFFER LETTER (.1); CONFERENCE CALL WITH S. GOLDRING, J. POHL, R. LEMONS, T. GALLAGHER, LATHAM AND FTI RE: BANK OF AMERICA OFFER LETTER (1.1); CONFERENCE CALL WITH S. GOLDRING, J. POHL, R. LEMONS, T. GALLAGHER, W. ROSOFF AND J. DUBOW RE: BANK OF AMERICA OFFER LETTER (.2).				
01/13/11	Vron, Victoria	0.10	72.00	014	21369289
	ATTEND WEEKLY CALL WITH CLIENT RE: PENDING MATTERS.				
01/18/11	Goldstein, Marcia	0.30	322.50	014	21438590
	REVIEW EMAIL RE: BANK OF AMERICA UPDATE.				
01/18/11	Goldstein, Marcia	0.60	645.00	014	21438586
	EMAILS WITH R. LEMONS RE: BANK OF AMERICA.				
01/18/11	Lemons, Robert	1.40	1,190.00	014	21410498
	CALLS AND EMAILS WITH W. ROSOFF, J. DUBOW, P. BROWNE, R. SCHWARTZ, AND B. TRUST RE: BANK OF AMERICA PARTNERSHIP INTEREST.				
01/18/11	Griffiths, David	0.10	60.00	014	21388564
	REVIEW EMAILS FROM L. BROWNE AND FORWARD SAME TO V. VRON RE: MOLI.				
01/19/11	Griffiths, David	0.10	60.00	014	21388531
	CALL WITH L. BROWNE RE: MOLI.				
01/21/11	Griffiths, David	0.40	240.00	014	21388557
	EMAIL TO P. FERILLO RE: MOLI (.2); REVIEW MOLI ANNEX (.2).				
01/25/11	Lemons, Robert	0.80	680.00	014	21410481
	CALLS AND EMAILS WITH W. ROSOFF AND R. SCHWARTZ RE: BANK OF AMERICA PARTNERSHIP INTEREST.				
01/27/11	Vron, Victoria	0.20	144.00	014	21406597
	EMAILS WITH D. GRIFFITHS RE: PENDING COLLECTIONS MATTER INVOLVING ADVANTA.				
SUBTOTAL TASK CODE 014 - GENERAL BUSINESS OPERATIONS:		16.70	\$ 14,064.50		
01/03/11	Hull, Gregory	2.00	1,520.00	016	21349926

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
TELEPHONE CONFERENCE AND EMAIL TO FRANCE JAFFE AT DECHERT RE: CORPORATE RESOLUTION (1.5); EMAIL TO V. VRON RE: SAME (.5).					
01/03/11	Ganesh, Jennifer	0.70	392.00	016	21366447
REVIEW EMAILS FROM COMPANY AND TEAM RE: VARIOUS CORPORATE ISSUES.					
01/06/11	Gold, Simeon	1.60	1,720.00	016	21380928
WORK WITH CLIENTS AND WEIL TEAM ON CORPORATE AND SECURITIES DOCUMENTS.					
01/07/11	Gold, Simeon	1.40	1,505.00	016	21380907
WORK WITH CLIENTS AND WEIL TEAM ON CORPORATE AND SECURITIES DOCUMENTS.					
01/10/11	Gold, Simeon	0.80	860.00	016	21380902
WORK WITH CLIENTS AND WEIL TEAM ON CORPORATE AND SECURITIES DOCUMENTS.					
01/11/11	McRae, Peter	0.40	224.00	016	21373764
REVIEW TRUST DOCUMENTS.					
01/12/11	McRae, Peter	1.40	784.00	016	21373758
ATTEND MEETING RE: LIQUIDATING TRUSTS RE: LATHAM COMMENTS (.4); REVIEW AND REVISE TRUST (1.0).					
01/13/11	Gold, Simeon	0.70	752.50	016	21380793
PREPARE CORPORATE AND SECURITIES DOCUMENTS WITH CLIENTS AND WEIL TEAM.					
01/13/11	McRae, Peter	2.10	1,176.00	016	21373922
DRAFT TRUST AGREEMENTS.					
01/14/11	McRae, Peter	4.10	2,296.00	016	21373787
CONDUCT RESEARCH RE: DELAWARE TRUSTS (2.3); REVISE TRUST AGREEMENTS (1.7).					
01/18/11	Gold, Simeon	1.70	1,827.50	016	21382886
PREPARE CORPORATE AND SECURITIES DOCUMENTS FOR TRUSTS PURSUANT TO THE PLAN.					
01/18/11	Ganesh, Jennifer	1.90	1,064.00	016	21400602
REVIEW V. PETHERBRIDGE'S EMAIL RE: INFORMATION REQUEST (.2); FIND AND EMAIL SAME (1.2); EMAIL CORRESPONDANCE WITH P. MCRAE RE: SAME (.5).					
01/18/11	McRae, Peter	6.70	3,752.00	016	21410180
REVISE DRAFT OF CHARTER/BYLAWS AND REVIEW FOR INDEMNIFICATION PROVISIONS (2.1); DRAFT REQUIRED RESOLUTIONS AND REQUIRED CORPORATE DOCUMENTS (4.6).					
01/19/11	Gold, Simeon	1.30	1,397.50	016	21383457
PREPARE CORPORATE AND SECURITIES DOCUMENTS.					
01/19/11	Goldstein, Marcia	0.30	322.50	016	21438391
EMAILS RE: BOARD OF DIRECTORS MEETING.					
01/19/11	Goodman, Max	0.20	148.00	016	21382939
READ E-MAILS RE: CERTIFICATE OF INCORPORATION.					

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
01/19/11	McRae, Peter DRAFT REQUIRED RESOLUTIONS AND CORPORATE DOCUMENTS (2.5); REVISE DRAFT TRUST AGREEMENTS (3.1).	5.50	3,080.00	016	21410110
01/20/11	Gold, Simeon WORK ON AGREEMENT AND OTHER CORPORATE DOCUMENTS REQUIRED BY PLAN OF REORGANIZATION.	2.20	2,365.00	016	21387527
01/20/11	Goldstein, Marcia REVIEW FILE MEMO RE: ADVANT A TRUST AGREEMENT (.4); PREPARE FOR BOARD CALL (.3).	0.70	752.50	016	21438475
01/20/11	McRae, Peter REVISE TRUST AGREEMENTS (3.3); DRAFT REQUIRED RESOLUTIONS AND REQUIRED CORPORATE DOCUMENTS (2.8).	6.10	3,416.00	016	21410113
01/21/11	Gold, Simeon PREPARE LITIGATION TRUST AGREEMENT AND OTHER CORPORATE DOCUMENTS REQUIRED BY PLAN OF REORGANIZATION.	1.80	1,935.00	016	21391698
01/21/11	Goldstein, Marcia ATTEND TO FOLLOW UP EMAIL WITH R. LEMONS RE: BOARD MEETING.	0.30	322.50	016	21439468
01/21/11	Goldstein, Marcia ATTEND BOARD OF DIRECTORS CALL.	1.20	1,290.00	016	21439465
01/21/11	McRae, Peter REVISE TRUST AGREEMENTS (5.7); REVISE REQUIRED RESOLUTIONS AND REQUIRED CORPORATE DOCUMENTS (1.7).	7.40	4,144.00	016	21410106
01/24/11	Gold, Simeon PREPARE CORPORATE DOCUMENTS FOR PLAN OF REORGANIZATION SUPPLEMENT (.7); PREPARE CORPORATE/SECURITIES ISSUES RE SAME (.6).	1.30	1,397.50	016	21397910
01/24/11	McRae, Peter COORDINATE UPDATES TO DOCUMENTS FILED WITH THE UPDATED PLAN.	0.60	336.00	016	21410107
01/25/11	McRae, Peter COORDINATE UPDATES TO DOCUMENTS FILED WITH PLAN SUPPLEMENT.	0.20	112.00	016	21410142
01/26/11	Gold, Simeon ATTEND TO CORPORATE AND SECURITIES ISSUES.	1.50	1,612.50	016	21419078
01/28/11	McRae, Peter ATTEND TO REVISIONS TO TRUST AGREEMENTS.	0.60	336.00	016	21410161
01/31/11	McRae, Peter TRUST AND GOVERNING DOCUMENTS REVIEW AND UPDATE (1.1); CALL WITH V. PETHERBRIDGE RE: PREVIOUS (.3).	1.40	784.00	016	21458735

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
SUBTOTAL TASK CODE 016 - GENERAL CORPORATE ISSUES / CORPORATE GOVERNANCE:		58.10	\$ 41,624.00		
01/07/11	Griffiths, David REVIEW INSURANCE POLICIES (.7); EMAIL WITH V. VRON RE: SAME (.1); EMAIL TO S. GIUSTI RE: SAME (.1); EMAIL TO P. FERILLO RE: ADVANTA INSURANCE POLICIES (.1).	1.00	600.00	018	21355530
01/28/11	Vron, Victoria REVIEW ALIC AND MOLI REINSURANCE AGREEMENT.	0.60	432.00	018	21438437
SUBTOTAL TASK CODE 018 - INSURANCE & WORKERS COMP ISSUES:		1.60	\$ 1,032.00		
01/03/11	Goldstein, Marcia CONFER WITH W. ROSOFF RE: PLAN.	0.40	430.00	023	21399693
01/03/11	Goldstein, Marcia REVIEW AND RESPOND TO V. VRON EMAIL RE: UPDATE RE: LIQUIDATING TRUSTEE.	0.60	645.00	023	21399719
01/03/11	Goldstein, Marcia CONFER WITH J. DUBOW AND W. ROSOFF RE: PLAN.	0.60	645.00	023	21399720
01/03/11	Vron, Victoria RESPOND TO CALL FROM CREDITOR RE: SCHEDULE 12.10 (.7); CALL WITH M. GOLDSTEIN RE: TRUSTEE INTERVIEWS (.3); EMAILS TO CANDIDATES TO SCHEDULE TRUSTEE INTERVIEWS (.5); CALL WITH J. DUBOW RE: PENDING MATTERS (.3); CALL WITH J. DRUCKER RE: RESOLUTION OF UNDERLAND OBJECTION (.4); EMAILS WITH G. HULL RE: STERN V. ADVANTA ACTION (.2); CALL WITH M. GOLDSTEIN RE: BANK OF NEW YORK NOTICES (.2); EMAIL TO LATHAM RE: SAME (.2).	2.80	2,016.00	023	21350619
01/03/11	Griffiths, David PREPARE CONFIRMATION ORDER.	2.10	1,260.00	023	21355467
01/03/11	Ganesh, Jennifer RESPOND TO CREDITOR INQUIRIES RE: SOLICITATION PACKAGES.	3.10	1,736.00	023	21366441
01/04/11	Gold, Simeon ATTEND TO CORPORATE COMPONENTS OF PLAN OF REORGANIZATION.	0.80	860.00	023	21376842
01/04/11	Vron, Victoria CALL WITH A. SAGAT RE: FTI DUE DILIGENCE QUESTIONS (.2); RESPOND TO EMAIL FROM A. SAGAT RE: SAME (.2); REVIEW QUESTION FROM J. PLAVNER RE: DIRECTOR COMPENSATION AND RESPOND TO SAME (.4); CALL WITH P. FERRILLO RE: SAME (.2); CALL WITH CREDITOR RE: CLAIM DISTRIBUTION PROJECTIONS (.3); CALL WITH A. SAGAT RE: SAME (.2).	1.50	1,080.00	023	21350604
01/04/11	Griffiths, David PREPARE CONFIRMATION ORDER.	2.00	1,200.00	023	21355496
01/04/11	Hoehne, Debora DRAFT CONFIRMATION BRIEF.	1.90	1,140.00	023	21435367
01/05/11	Gold, Simeon	0.50	537.50	023	21376882

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	ATTEND TO CORPORATE AND SECURITIES ASPECTS RE: PROPOSED PLAN TIME LINE.				
01/05/11	Goldstein, Marcia	0.70	752.50	023	21399607
	EMAIL WITH V. VRON RE: MEETING ON LIQUIDATING TRUSTEE INTERVIEWS (.2); REVIEW MATERIALS RE: SAME (.5).				
01/05/11	Vron, Victoria	1.00	720.00	023	21357827
	RESPOND TO EMAILS FROM L. BROWNE RE: NOTEHOLDERS' INQUIRIES RE: PLAN (.3); CONFER WITH J. PLAVNER RE: SOLICITATION PROCESS (.1); RESPOND TO VARIOUS EMAILS FROM CLIENT RE: PLAN ISSUES (.6).				
01/05/11	Griffiths, David	1.00	600.00	023	21355540
	DRAFT CONFIRMATION ORDER.				
01/05/11	Hoehne, Debora	0.90	540.00	023	21434200
	CALL WITH Z. SHAPIRO RE: CONFIRMATION RELATED PLEADINGS (.1); DRAFT CONFIRMATION BRIEF (.7); DISCUSS BRIEF WITH V. VRON (.1).				
01/06/11	Goldstein, Marcia	1.00	1,075.00	023	21399612
	ATTEND FOLLOW UP MEETING WITH P. BROWNE, J. DUBOW AND V. VRON.				
01/06/11	Goldstein, Marcia	2.50	2,687.50	023	21399611
	ATTEND MEETING AND INTERVIEWS RE: LIQUIDATING TRUSTEE.				
01/06/11	Vron, Victoria	4.30	3,096.00	023	21357817
	PREPARE FOR TRUSTEE INTERVIEWS (.8); ATTEND LIQUIDATING TRUSTEE INTERVIEWS WITH ADVANTA, M. GOLDSTEIN, LATHAM AND COMMITTEE (2.5); CONFER WITH M. GOLSTEIN RE: ADVANTA POST-INTERVIEWS (1.0).				
01/06/11	Griffiths, David	5.50	3,300.00	023	21355477
	DRAFT CONFIRMATION ORDER.				
01/06/11	Ganesh, Jennifer	2.10	1,176.00	023	21366469
	PREPARE SOLICITATION BINDERS FOR R. LEMONS, V. VRON, V. PETHERBRIDGE AND S. GOLD (1.0); CORRESPOND WITH GCG RE: SAME (.4); ATTEND TO CALLS WITH CREDITORS RE: INQUIRIES RE: SOLICITATION (.5); EMAILS WITH GCG RE: BALLOTS (.2).				
01/06/11	Hoehne, Debora	0.10	60.00	023	21434516
	CALL WITH Z. SHAPIRO RE: CONFIRMATION RELATED AFFIDAVITS.				
01/07/11	Goldstein, Marcia	0.20	215.00	023	21399703
	EMAIL WITH V. VRON RE: LIQUIDATING TRUSTEE ISSUES.				
01/07/11	Goldstein, Marcia	0.50	537.50	023	21399626
	CONFER WITH S. MANEWITZ RE: LIQUIDATING TRUSTEE ISSUES.				
01/07/11	Goldring, Stuart	0.20	215.00	023	21355704
	CONSIDER AND RESPOND TO V. VRON EMAIL RE: LIQUIDATING TRUST LANGUAGE.				
01/07/11	Petherbridge, Vaughan	0.70	518.00	023	21358074
	MAKE FURTHER REVISIONS TO LIQUIDATING TRUST AGREEMENT FOLLOWING REVIEW OF PLAN (.5); REVIEW AND RESPOND TO EMAILS RE: SAME (.2).				

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
01/07/11	Vron, Victoria EMAIL CLIENT PLAN SOLICITATION INFORMATION (.2); REVIEW PROPOSED LANGUAGE FROM J. DRUCKER FOR CONFIRMATION ORDER (.2); RESPOND TO EMAIL FROM CLIENT RE: PLAN EFFECTIVE DATE (.1); CALL WITH R. SCHWARZ RE: LIQUIDATING TRUSTEE (.3); EMAIL TO CLIENT RE: SAME (.2).	1.00	720.00	023	21358002
01/07/11	Griffiths, David PREPARE CONFIRMATION ORDER.	2.50	1,500.00	023	21355567
01/07/11	Ganesh, Jennifer REVIEW GCG SPREAD SHEET RE: BALLOTS (.6); CALL GCG TO DISCUSS SAME (.5); EMAIL V. VRON RE: SAME (.2); RESPOND TO CREDITOR INQUIRIES (1.0).	2.30	1,288.00	023	21366470
01/08/11	Goldstein, Marcia REVIEW AND RESPOND TO EMAILS RE: TRUST ADVISORY BOARD.	0.30	322.50	023	21399530
01/08/11	Hoehne, Debora DRAFT CONFIRMATION BRIEF.	6.10	3,660.00	023	21390546
01/09/11	Hoehne, Debora DRAFT CONFIRMATION BRIEF.	2.50	1,500.00	023	21390618
01/10/11	Goldring, Stuart CONSIDER AND PROVIDE COMMENTS TO V. VRON RE: LATHAM'S LIQUIDATING TRUST SUGGESTIONS (.3); ATTEND TO ADDITIONAL DRAFT PROVISION FOR TRUST (.3).	0.60	645.00	023	21364053
01/10/11	Petherbridge, Vaughan REVIEW DRAFT RESOLUTIONS FOR ACCEPTANCE OF PLAN AND EMAILS RELATING THERETO.	0.10	74.00	023	21383575
01/10/11	Petherbridge, Vaughan REVIEW EMAILS RELATING TO LIQUIDATING TRUST AGREEMENTS.	0.20	148.00	023	21383576
01/10/11	Lemons, Robert CALL WITH W. ROSSOFF, J. DUBOW, P. BROWNE AND V. VRON RE: LIQUIDATING TRUST PLAN STRUCTURE (.5); MEET WITH V. VRON RE: VARIOUS CASE ISSUES, INCLUDING LIQUIDATING TRUST PLAN STRUCTURE (.7); CALL WITH R. SCHWARTZ RE: SAME (.5); MEET WITH M. GOLDSTEIN AND V. VRON RE: SAME (.4); CALL WITH J. DUBOW RE: PLAN VOTING ISSUES (.3).	2.40	2,040.00	023	21410539
01/10/11	Vron, Victoria CALL WITH R. LEMONS AND CLIENT RE: LIQUIDATING TRUSTEE POSITION AND TRUST ADVISORY BOARD (.5); CALL WITH R. LEMONS, S. GOLDRING, M. GOODMAN AND CLIENT RE: BANK OF AMERICA INTEREST ISSUE (.5); CORRESPONDENCE WITH R. LEMONS RE: J. DRUCKER'S PROPOSED PLAN LANGUAGE AND OTHER PENDING ISSUES (.7); CALL WITH A. SINGER AND L. PARK RE: SCHEDULE 8.7 (.3); CALL WITH R. LEMONS AND R. SCHWARTZ RE: TRUSTEE ISSUES (.5); CONFER WITH R. LEMONS RE LIQUIDATING TRUST AGREEMENT (.7); REVIEW L. PARK'S EMAIL RE: SCHEDULE 8.7 (.2); EMAIL J. PLAVNER RE: SAME (.2); CORRESPONDENCE WITH R. LEMONS RE: ADVANTA TRUST LANGUAGE (.2); EMAILS WITH S. GOLDRING RE: ADVANTA TRUST LANGUAGE (.6); CONFER WITH R. LEMONS AND M. GOLDSTEIN RE: OPEN PLAN ISSUES (.8); REVIEW LATHAM'S COMMENTS TO LIQUIDATING TRUST AGREEMENT (.6); EMAIL CLIENT RE SAME (.1); REVIEW DRAFT NOTICE OF ASSUMPTION OF CONTRACTS AND LEASES AND REVISE SAME (.3).	6.20	4,464.00	023	21362405
01/10/11	Griffiths, David PREPARE CONFIRMATION ORDER.	5.50	3,300.00	023	21388562
01/10/11	Ganesh, Jennifer	4.10	2,296.00	023	21366477

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	EMAIL GCG RE: REMAINING BALLOTS (.4); DRAFT NOTICE AND EXHIBIT FOR ASSUMPTION OF CONTRACTS (2.5); REVISE SAME AS PER V. VRON AND R. LEMONS' COMMENTS (1.2); EMAILS TO V. VRON, R. LEMONS AND Z. SHAPIRO RE: SAME (.7); CONFER WITH Z. SHAPIRO RE: SAME (.3).				
01/10/11	Hoehne, Debora	4.10	2,460.00	023	21434392
	DRAFT AFFIDAVIT IN SUPPORT OF CONFIRMATION (.5); DRAFT CONFIRMATION BRIEF (3.6).				
01/11/11	Petherbridge, Vaughan	1.20	888.00	023	21383464
	REVIEW AND RESPOND TO EMAILS RE: LIQUIDATING TRUST AGREEMENT (.4); REVIEW AND CONSIDER LATHAM COMMENTS RE: LIQUIDATING TRUST AGREEMENT (.4); EMAIL MATTER WITH P. MCRAE (.1); DISCUSS REVISIONS TO LIQUIDATING TRUST AGREEMENT WITH V. VRON (.3).				
01/11/11	Lemons, Robert	0.50	425.00	023	21410441
	CALL WITH W. ROSOFF RE: PLAN STRUCTURE (.2); CALL WITH J. DUBOW RE: SAME (.3).				
01/11/11	Vron, Victoria	1.20	864.00	023	21364304
	EMAILS WITH J. GANESH AND THE CLIENT RE: NOTICE OF ASSUMPTION OF CONTRACTS (.3); REVIEW REVISED NOTICE OF ASSUMPTION (.2); REVISE SCHEDULE 8.7 (.1); FORWARD GCG'S INVOICE TO THE CLIENT (.1); CALL WITH V. PETHERBRIDGE RE: LATHAM'S COMMENTS TO THE LIQUIDATING TRUST AGREEMENT (.3); CALL WITH P. BROWNE RE: SAME (.1); REVIEW EMAIL FROM J. DUBOW RE: SAME (.1).				
01/11/11	Griffiths, David	5.40	3,240.00	023	21388539
	EMAIL WITH V. VRON RE: CONFIRMATION ORDER (.3); ATTEND TO CONFIRMATION ORDER (5.0); EMAIL TO D. HOEHNE RE: PLAN SUPPLEMENT DOCUMENTS (.1).				
01/11/11	Ganesh, Jennifer	0.70	392.00	023	21366512
	EMAIL GCG RE: BALLOTS (.2); RESPOND TO CREDITOR INQUIRIES RE: SAME (.5).				
01/11/11	Ganesh, Jennifer	3.40	1,904.00	023	21366479
	REVISE NOTICE OF ASSUMPTION OF CONTRACTS AND THE EXHIBIT ATTACHED THERETO AS PER V. VRON, R. LEMONS' AND THE COMPANY'S COMMENTS (2.6); PREPARE FOR FILING (.5); EMAIL Z. SHAPIRO RE: SAME (.3).				
01/11/11	Hoehne, Debora	2.80	1,680.00	023	21434416
	EMAIL WITH V. VRON AND D. GRIFFITHS TO DISCUSS CONFIRMATION BRIEF AND ORDER (.3); DRAFT AND REVISE CONFIRMATION BRIEF (2.5).				
01/12/11	Petherbridge, Vaughan	1.50	1,110.00	023	21383465
	ATTEND 2PM CALL WITH V. VRON, C. MARTIN AND A. SINGER RE: LIQUIDATING TRUST AGREEMENT (1.0); REVIEW AND RESPOND TO EMAILS RELATING TO LIQUIDATING TRUST AGREEMENT (.2); DISCUSS REVISIONS TO LIQUIDATING TRUST AGREEMENT WITH P. MCRAE (.3).				
01/12/11	Lemons, Robert	2.80	2,380.00	023	21410430
	CALLS WITH R. SCHWARTZ, W. ROSOFF, J. DUBOW AND V. VRON RE: PLAN AND LIQUIDATING TRUST STRUCTURE (1.0); EMAILS WITH TEAM RE: SAME (1.8).				
01/12/11	Vron, Victoria	2.60	1,872.00	023	21366440
	CALL WITH V. PETHERBRIDGE AND LATHAM RE: TRUST AGREEMENT COMMENTS (1.0); EMAIL CLIENT RE: EXPERT CHANGE OF ADDRESS (.1); EMAIL R. LEMONS, CLIENT AND LATHAM RE: FEE AUDITOR'S PLAN COMMENTS (.3); EMAILS WITH A. SAGAT RE: TRANSITION MEETING WITH TRUSTEE (.2); REVIEW AND REVISE CONFIRMATION BRIEF (1.0).				
01/12/11	Wencelblat, Patricia	3.10	2,123.50	023	21389202
	CONDUCT LEGAL RESEARCH RE: D&O INSURANCE FOR PLAN OBJECTION.				

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
01/12/11	Ganesh, Jennifer RESPOND TO V. VRON'S EMAILS RE: BALLOTS (.3); EMAILS RE: SAME TO GCG (.7).	1.00	560.00	023	21366407
01/12/11	Hoehne, Debora DRAFT DECLARATION IN SUPPORT OF CONFIRMATION.	0.40	240.00	023	21434767
01/13/11	Petherbridge, Vaughan REVIEW P. MCRAE REVISIONS TO LIQUIDATING TRUST AGREEMENT AND PREPARE FURTHER REVISED DRAFT FOLLOWING FURTHER REVIEW OF PLAN (1.6); DISCUSS WITH V. VRON (.1); EMAIL WITH P. MCRAE RE: SAME (.1).	1.80	1,332.00	023	21383512
01/13/11	Lemons, Robert REVIEW EMAILS FROM GCG RE: VOTING (.3); CONFER WITH V. VRON RE: SAME (.4); CALL WITH P. BROWNE, FTI, R. SCHWARTZ AND V. VRON RE: TRANSITION TO LIQUIDATING TRUST (.7); EXCHANGE EMAILS WITH W. ROSSOFF AND R. SCHWARTZ RE: LIQUIDATING TRUST STRUCTURE (.4); CONFER WITH V. VRON RE: SAME (.4).	2.20	1,870.00	023	21410428
01/13/11	Vron, Victoria REVIEW INITIAL VOTING REPORT FROM GCG AND RESPOND TO GCG RE: SAME (.3); CONFER WITH R. LEMONS RE: SAME (.1); CALLS WITH A. SAGAT THROUGHOUT DAY RE: SALES OF CARS AND COMPUTERS (.5); CONFER WITH R. LEMONS RE: TAB SELECTION ISSUES AND LIQUIDATING TRUST AGREEMENT (.4); EMAILS TO SOLICIT RECOMMENDATIONS FOR TAB COMPENSATION COMPARABLES (.3); CALL WITH NOTEHOLDER RE: PLAN ISSUES (.3); RESPOND TO EMAILS FROM J. PLAVNER RE: SCHEDULE 8.7 (.2); CALL WITH R. LEMONS, ADVANTA, LATHAM AND FTI RE: TRANSITION ISSUES (.6); CALL WITH V. PETHERBRIDGE RE: THE LIQUIDATING TRUST AGREEMENT (.1).	2.80	2,016.00	023	21369275
01/14/11	Goldstein, Marcia CONFER WITH R. LEMONS RE: PLAN TRUST STRUCTURE.	1.80	1,935.00	023	21437995
01/14/11	Goldring, Stuart EMAIL EXCHANGES WITH V. VRON AND V. PETHERBRIDGE RE: LIQUIDATING TRUST.	0.30	322.50	023	21423196
01/14/11	Petherbridge, Vaughan REVIEW AND RESPOND TO EMAILS RE: LIQUIDATING TRUST (.3); REVIEW FURTHER REVISED DRAFT OF LIQUIDATING TRUST AGREEMENT AND PREPARE REVISED DRAFT (.3); CONSIDER REVISIONS TO CHARTER AND BYLAWS FOR ADVANTA FOLLOWING REVIEW OF PLAN, DISCLOSURE STATEMENT AND EXISTING ORGANIZATIONAL DOCUMENTS (.8); REVIEW AND RESPOND TO EMAILS RE: ADVANTA ORGANIZATIONAL DOCUMENTS AND CHECK DELAWARE REQUIREMENTS (.2); ATTEND 5:30PM CALL WITH V. VRON AND C. MARTIN RE: LIQUIDATING TRUST (.8); DISCUSS LIQUIDATING TRUST AGREEMENT WITH V. VRON (.3); REVIEW FURTHER COMMENTS FROM LATHAM RE: LIQUIDATING TRUST AGREEMENT AND PREPARE FURTHER REVISED DRAFT (.9).	3.60	2,664.00	023	21383495
01/14/11	Lemons, Robert CALLS WITH R. SCHWARTZ AND M. GOLDSTEIN RE: PLAN TRUST STRUCTURE (1.8); EXCHANGE EMAILS WITH W. ROSSOFF AND R. SCHWARTZ RE: SAME (1.1); REVIEW TRUST DOCUMENTS (1.5); CONFER WITH V. VRON RE: SAME (.2).	4.60	3,910.00	023	21410549
01/14/11	Vron, Victoria CALL WITH R. LEMONS AND CLIENT RE: EMAIL FROM LATHAM (.3); CALL WITH R. LEMONS AND R. SCHWARTZ RE: TRUSTEE AND TRUST ADVISORY BOARD ISSUES (.3); MEET WITH M. GOLDSTEIN AND R. LEMONS RE: SAME (.3); REVIEW AND REVISE CONFIRMATION BRIEF (1.5); REVIEW REVISED LIQUIDATING TRUST AGREEMENT (1.0); CALL WITH A. SAGAT RE: BOARD MEMBER COMPENSATION (.2); CALL WITH V. PETHERBRIDGE AND LATHAM RE: LATHAM TRUST COMMENTS (.8); CALL WITH CLIENT AND R. LEMONS RE: PENDING LITIGATIONS (.2); CONFER WITH V. PETHERBRIDGE RE: NEW CORPORATE DOCUMENTS (.3); EMAILS WITH B. MEYER RE: PRIVILEGE ISSUES (.3).	5.20	3,744.00	023	21374955

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
01/15/11	Petherbridge, Vaughan REVIEW EMAILS RE: LIQUIDATING TRUST.	0.20	148.00	023	21383591
01/15/11	Goodman, Max REVIEW REVISIONS TO FORM OF LIQUIDATING TRUST AGREEMENT.	0.10	74.00	023	21375388
01/15/11	Vron, Victoria REVIEW REVISED TRUST AGREEMENT AND EMAIL V. PETHERBRIDGE COMMENTS RE SAME (.4); PREPARE CONFLICT AGREEMENT FOR TAB MEMBERS (1.3); REVIEW AND REVISE CONFIRMATION BRIEF (1.1).	2.80	2,016.00	023	21376703
01/15/11	Hoehne, Debora DRAFT DECLARATIONS IN SUPPORT OF CONFIRMATION (3.1); CORRESPOND WITH V. VRON RE: CONFIRMATION BRIEF AND RELATED PLEADINGS (.1).	3.20	1,920.00	023	21390561
01/16/11	Goldstein, Marcia CONFERENCE CALL WITH W. ROSOFF, J. DUBOW, R. LEMONS, ET AL. RE: UCC ISSUES RE: PLAN.	1.00	1,075.00	023	21438574
01/16/11	Petherbridge, Vaughan REVIEW AND RESPOND TO EMAILS RELATING TO LIQUIDATING TRUST.	0.20	148.00	023	21383594
01/16/11	Lemons, Robert CALLS AND EMAILS WITH W. ROSOFF, J. DUBOW, M. GOLDSTEIN AND V. VRON RE: PLAN TRUST STRUCTURE.	1.60	1,360.00	023	21410554
01/16/11	Vron, Victoria CALL WITH CLIENT, R. LEMONS AND M. GOLDSTEIN RE: TRUST ADVISORY BOARD SELECTION (1.0); REVISE CONFIDENTIALITY AGREEMENT AND EMAIL TO CLIENT FOR REVIEW (.1); EMAIL SAME TO LATHAM (.2); REVIEW EMAILS FROM V. PETHERBRIDGE RE: APPOINTMENT OF LIQUIDATING TRUSTEE (.1).	1.20	864.00	023	21375401
01/16/11	Hoehne, Debora DRAFT DECLARATION IN SUPPORT OF CONFIRMATION.	3.00	1,800.00	023	21390562
01/17/11	Goldstein, Marcia REVIEW EMAILS FROM R. LEMONS RE: PLAN ISSUES.	0.20	215.00	023	21438577
01/17/11	Petherbridge, Vaughan FINALIZE REVIEW OF EXISTING CHARTER AND BYLAWS AND REVIEW AND REVISE DRAFT CHARTER AND BYLAWS (1.5); REVIEW AND RESPOND TO EMAILS RE: SAME (.3); REVIEW V. VRON COMMENTS RE: ORGANIZATIONAL DOCUMENTS AND PREPARE FURTHER REVISED DRAFTS (.3); REVIEW DELAWARE CODE REQUIREMENTS (.3).	2.40	1,776.00	023	21383442
01/17/11	Vron, Victoria REVIEW AND REVISE DRAFT CONFIRMATION ORDER (2.7); REVIEW DRAFT OF REORGANIZED ADVANTA'S BYLAWS AND CHARTER (.4); EMAIL TO FTI RE: SELECTION OF D&OS FOR REMAINING ENTITIES (.4); EMAIL A. SINGER RE: SCHEDULE 8.7 (.1); RESPOND TO FEE AUDITOR'S PLAN COMMENT (.1).	3.70	2,664.00	023	21383449
01/17/11	Hoehne, Debora DRAFT AND REVISE CONFIRMATION BRIEF.	5.30	3,180.00	023	21395267
01/18/11	Goldstein, Marcia	0.50	537.50	023	21438584

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
EXCHANGE EMAILS AND TELECONFERENCES WITH S. MANEWITZ RE: PLAN ISSUES.					
01/18/11	Goldring, Stuart	0.90	967.50	023	21384077
REVIEW T. GALLAGHER DRAFT PLAN LANGUAGE RE: ADVANTA TRUST (.3); DISCUSS SAME WITH T. GALLAGHER, V. VRON AND, FOR PART, M. GOODMAN (.4); FURTHER CALL WITH R. LEMONS RE: SAME (.2).					
01/18/11	Petherbridge, Vaughan	2.50	1,850.00	023	21391965
REVIEW AND RESPOND TO EMAILS RE: DRAFT ORGANIZATIONAL DOCUMENTS AND LIQUIDATING TRUST AGREEMENT (.8); PREPARE FURTHER REVISED DRAFT OF LIQUIDATING TRUST AGREEMENT FOLLOWING REVIEW OF COMMENTS (.3); EMAIL WITH P. MCRAE RE: ORGANIZATIONAL DOCUMENT REVISIONS (.2); REVIEW AND COMMENT ON P. MCRAE REVISIONS TO ORGANIZATIONAL DOCUMENTS (.3); DISCUSS BOARD RESOLUTIONS FOR ADVANTA ENTITIES WITH V. VRON (.1); DISCUSS RESOLUTIONS WITH P. MCRAE (.2); REVIEW AND RESPOND TO EMAILS RE: RESOLUTIONS (.3); EMAIL WITH P. MCRAE RE: RESOLUTIONS FURTHER (.3).					
01/18/11	Lemons, Robert	1.50	1,275.00	023	21410414
REVIEW TRUST DOCUMENTS AND CHARTER BY LAWS.					
01/18/11	Goodman, Max	1.10	814.00	023	21379195
REVIEW REVISIONS TO ADVANTA TRUST LIQUIDATING TRUST AGREEMENT (.1); DISCUSS ADVANTA TRUST LIQUIDATING TRUST AGREEMENT WITH S. GOLDRING (.2); CONFERENCE CALL WITH S. GOLDRING, V. VRON AND T. GALLAGHER RE: ADVANTA TRUST LIQUIDATING TRUST AGREEMENT (.8).					
01/18/11	Vron, Victoria	4.70	3,384.00	023	21383445
CALL WITH FTI, LATHAM, J. PLAVNER AND S. MARGOLIS RE: EMPLOYEE ISSUES (.7); CONFER WITH S. MARGOLIS RE: COBRA COVERAGE (.3); CALL WITH S. GOLDRING, M. GOODMAN AND T. GALLAGHER RE: BANK OF AMERICA LANGUAGE IN ADVANTA TRUST AGREEMENT (.8); EMAIL WITH R. LEMONS AND M. GOLDSTEIN RE: SAME (.4); REVIEW LATHAM'S CHANGES TO CONFIDENTIALITY AGREEMENT (.2); EMAIL WITH R. LEMONS RE: SAME (.3); CALL WITH C. MARTIN AT LATHAM RE: SAME (.2); REVISE CONFIDENTIALITY AGREEMENT (.1); REVISE SCHEDULES 8.1 AND 8.7 OF THE PLAN (.8); REVIEW REVISED NOTICE OF ASSUMPTION OF CONTRACTS (.2); CONFER WITH A. SAGAT RE: COMPENSATION FOR TRUST ADVISORY BOARD MEMBERS (.1); CONFER WITH R. LEMONS RE: BOARD MEETING (.2); CALL WITH V. PETHERBRIDGE RE: BOARD MEETING AND BOARD RESOLUTIONS (.1); CALL WITH D. DRUCKER RE: PLAN COMMENTS (.2); EMAIL CONFIDENTIALITY AGREEMENT TO LATHAM (.1).					
01/18/11	Griffiths, David	6.00	3,600.00	023	21388594
REVISE CONFIRMATION ORDER (5.0); DRAFT NOTICE OF EFFECTIVE DATE (1.0).					
01/18/11	Ganesh, Jennifer	5.40	3,024.00	023	21400601
PREPARE NOTICE OF FILING PLAN SUPPLEMENT AND RELATED DOCUMENTS FOR FILING (3.9); REVIEW LOCAL RULES RE: SAME (.7); DRAFT AMENDED NOTICE OF ASSUMPTION OF CONTRACTS (.5); EMAIL V. VRON RE: SAME (.1); EMAIL Z. SHAPIRO RE: FILING (.2).					
01/18/11	Hoehne, Debora	0.10	60.00	023	21395248
EMAIL V. VRON RE: CHANGES TO CONFIRMATION BRIEF.					
01/19/11	Goldstein, Marcia	0.60	645.00	023	21438390
ATTEND FOLLOW UP MEETING AND CONFERENCE CALL WITH R. LEMONS, W. ROSOFF, ET AL. RE: PLAN ISSUES.					
01/19/11	Goldstein, Marcia	1.40	1,505.00	023	21438388
MEET WITH R. LEMONS AND FOLLOW UP TELECONFERENCE WITH R. LEMONS AND W. ROSOFF RE: PLAN ISSUES.					
01/19/11	Petherbridge, Vaughan	5.10	3,774.00	023	21391817

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	REVIEW AND RESPOND TO EMAILS RELATING TO ORGANIZATIONAL DOCUMENTS, LIQUIDATING TRUST AGREEMENT AND RELATED MATTERS (1.4); PREPARE SUCCESSIVE REVISED DRAFTS OF ORGANIZATIONAL DOCUMENTS (.6); REVIEW AND REVISE AUTHORIZING RESOLUTION ISSUES AND SUCCESSIVE DRAFTS (1.2); EMAIL P. MCRAE RE: SAME (.1); EMAIL WITH V. VRON (.1); DISCUSS REVISIONS TO RESOLUTIONS WITH P. MCRAE (.2); ATTEND 6PM CALL WITH C. MARTIN AND V. VRON RE: LIQUIDATING TRUST AGREEMENT (.6); EMAIL WITH P. MCRAE RE: ADVANTA TRUST AGREEMENT (.1); PREPARE FURTHER REVISED DRAFT OF LIQUIDATING TRUST AGREEMENT FORM (.8).				
01/19/11	Lemons, Robert	4.10	3,485.00	023	21410419
	ATTEND FOLLOW-UP MEETING WITH R. LEMONS AND W. ROSOFF (.6); REVIEW TRUST AGREEMENT (1.4); CONFER WITH V. VRON RE: SAME (.2); CONFER WITH R. SCHWARTZ AND V. VRON RE: TAB COMPENSATION (.3); CONFER WITH V. VRON RE: TRUST AGREEMENTS (.2); CONFER WITH W. ROSOFF, J. DUBOW AND M. GOLDSTEIN RE: TRUST AGREEMENT TERMS (1.4).				
01/19/11	Vron, Victoria	5.00	3,600.00	023	21387483
	REVIEW REVISED CHARTER AND BYLAWS (.2); CONFER WITH R. LEMONS RE: SAME (.2); EMAILS WITH J. DUBOW RE: SAME (.3); REVISE CHARTER AND BYLAWS (.4); EMAIL R. SCHWARTZ RE: SELECTION OF TRUSTEE AND TAB (.1); CALL WITH J. PLAVNER RE: SCHEDULE 8.7 AND COBRA ISSUES (.2); CALL WITH S. MARGOLIS RE: COBRA ISSUES AND 401(K) ISSUES (.3); REVIEW AND REVISE BOARD RESOLUTIONS (.7); EMAILS TO J. DUBOW AND R. SCHWARTZ RE: SALE OF CERTAIN ASSETS (.2); CALL WITH R. LEMONS AND R. SCHWARTZ RE: TAB COMPENSATION (.3); CONFER WITH M. GOLDSTEIN RE: SAME (.2); CALL WITH R. SCHWARTZ RE: SAME (.1); REVIEW LATHAM'S COMMENTS TO LIQUIDATING TRUST AGREEMENT (.7); EMAIL J. DUBOW RE: SAME (.2); CONFER WITH R. LEMONS RE: TRUST COMMENTS (.2); CALL WITH LATHAM AND V. PETHERBRIDGE RE: LATHAM'S TRUST COMMENTS (.7).				
01/19/11	Griffiths, David	4.90	2,940.00	023	21388593
	REVISE CONFIRMATION ORDER.				
01/19/11	Ganesh, Jennifer	0.50	280.00	023	21400603
	REVISE AMENDED NOTICE OF ASSUMPTION OF CONTRACTS.				
01/19/11	Devaney, Sean	5.40	1,242.00	023	21393530
	REVIEW CHAPTER 11 PLAN (3.7); UPDATE THE LIST OF DEBTORS ACCORDING TO WHOM WE NEED TO PREPARE TRUST AGREEMENTS AND RESOLUTIONS FOR (1.7).				
01/20/11	Goldstein, Marcia	0.20	215.00	023	21438476
	EMAILS RE: CALL WITH S. MANEWITZ RE: PLAN ISSUES.				
01/20/11	Goldstein, Marcia	0.30	322.50	023	21440131
	TELECONFERENCE R. LEMONS AND V. VRON RE: PLAN ISSUES.				
01/20/11	Goldstein, Marcia	0.50	537.50	023	21439129
	EMAIL AND TELECONFERENCE WITH S. MANEWITZ RE: PLAN ISSUES.				
01/20/11	Petherbridge, Vaughan	4.20	3,108.00	023	21392217
	REVIEW AND RESPOND TO EMAILS RE: LIQUIDATING TRUST, RESOLUTIONS AND ORGANIZATIONAL DOCUMENTS (2.1); REVIEW TRUST AGREEMENTS (.3); CONFER WITH V. VRON RE: SAME (.2); REVIEW FURTHER COMMENTS RE: TRUST AGREEMENTS AND PREPARE SUCCESSIVE REVISED DRAFTS (1.0); REVISE TRUST AGREEMENTS PER M. GOODMAN REQUEST (.3); DISCUSS RESIDENT TRUSTEE ISSUES WITH L. PARK (.3).				
01/20/11	Lemons, Robert	2.00	1,700.00	023	21410462
	CALLS WITH W. ROSOFF, R. SCHWARTZ, AND V. VRON RE: PLAN SOLICITATION DOCUMENTS (.3); EMAILS WITH W. ROSOFF, R. SCHWARTZ AND V. VRON RE: SAME (1.1); DRAFT MEMO RE: PLAN TRUST STRUCTURE (.6).				

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
01/20/11	Goodman, Max REVIEW REVISIONS TO FORM OF LIQUIDATING TRUST AGREEMENT (.3); DISCUSS FORM OF LIQUIDATING TRUST AGREEMENT WITH V. VRON (.2); REVISE ADVANTA TRUST LIQUIDATING TRUST AGREEMENT (1.5); DISCUSS ADVANTA TRUST LIQUIDATING TRUST AGREEMENT WITH P. MCRAE (.1); EMAIL WITH S. GOLDRING RE: ADVANTA TRUST LIQUIDATING TRUST AGREEMENT (.1).	2.20	1,628.00	023	21386309
01/20/11	Vron, Victoria REVIEW REVISED DRAFT OF SCHEDULE 8.7 (.4); CALL WITH W. ROSSOFF RE: SCHEDULE 8.7 (.4); CALL WITH J. PLAVNER RE: SCHEDULE 8.7 (.2); REVISE SCHEDULE 8.7 (.6); EMAIL SCHEDULES 8.1 AND 8.7 TO LATHAM AND FTI (.1); CALL WITH R. LEMONS AND W. ROSSOFF RE: SCHEDULE 8.7 (.3); REVIEW REVISED FORM TRUST AGREEMENT (.5); CALL WITH A. SINGER AND C. MARTIN RE: LATHAM'S COMMENTS TO TRUST AGREEMENT (.4); EMAIL V. PETHERBRIDGE AND P. MCRAE RE: SAME (.2); CALLS WITH V. PETHERBRIDGE RE: RESOLUTIONS AND TRUST AGREEMENTS THROUGHOUT DAY (.4); EMAILS WITH J. GANESH RE: PLAN SUPPLEMENT (.3); EMAILS WITH R. SCHWARTZ RE: TRUST AGREEMENT (.4); EMAIL DRAFT LANGUAGE RE: MODIFICATIONS TO TRUST AGREEMENT TO R. LEMONS, CLIENT AND R. SCHWARTZ (.3); REVIEW AND REVISE ADVANTA TRUST AGREEMENT (1.5); EXCHANGE COMMENTS RE SAME WITH M. GOODMAN (.2); REVIEW M. GOODMAN'S COMMENTS TO SAME (.2); REVIEW LATHAM'S COMMENTS TO CONFIDENTIALITY AGREEMENT (.4); EMAIL SAME TO CLIENT (.1); EMAIL SAME TO R. LEMONS (.1); EMAIL SAME TO LATHAM (.1); REVISE CONFIDENTIALITY AGREEMENT AND EMAIL R. LEMONS RE: SAME (.6); EMAIL DRAFT LANGUAGE RE UNDERLAND CLAIMS TO CLIENT (.1); EMAIL SAME TO LATHAM (.1).	7.90	5,688.00	023	21387224
01/20/11	Wencelblat, Patricia CONDUCT LEGAL RESEARCH RE: INSURANCE POLICY PROCEEDS FOR PLAN OBJECTION.	3.10	2,123.50	023	21386905
01/20/11	Ganesh, Jennifer EMAILS WITH V. VRON AND Z. SHAPIRO RE: FILING PLAN SUPPLEMENT (1.5); REVISE NOTICE OF FILING PLAN SUPPLEMENT RE: V. VRON'S COMMENTS (1.2); REVIEW INFORMATION ABOUT LIQUIDATING TRUSTEE (.5); REVIEW V. VRON'S EMAILS AND R. LEMONS' EMAILS RE: SAME (.3); REVIEW PLAN AND DISCLOSURE STATEMENT (.5); REVISE PLAN SUPPLEMENT NOTICE AND COVER PAGES (.8).	4.80	2,688.00	023	21400647
01/21/11	Goldstein, Marcia CALL WITH R. LEMONS AND S. MANEWITZ RE: PLAN ISSUES.	1.00	1,075.00	023	21439467
01/21/11	Goldring, Stuart REVIEW PROPOSED CHANGES TO LIQUIDATING TRUST AGREEMENT (.5), AND DISCUSS WITH M. GOODMAN (.3); REVIEW AND REVISE MATERIAL ADVISOR FILING (.7); EMAIL SAME TO M. GOODMAN (.2); EMAIL EXCHANGES WITH M. GOODMAN, V. PETHERBRIDGE AND OTHERS RE: LIQUIDATING TRUST (.4).	2.10	2,257.50	023	21396339
01/21/11	Petherbridge, Vaughan REVIEW AND RESPOND TO EMAILS RE: REORGANIZED ADVANTA, LIQUIDATING TRUSTS AND RELATED ISSUES (1.2); EMAIL CORRESPONDENCE WITH P. MCRAE RE: SAME (.3); REVIEW FURTHER COMMENTS AND REVISIONS TO TRUST AGREEMENTS AND ORGANIZATIONAL DOCUMENTS AND PREPARE REVISED DRAFTS (1.2); DISCUSS MATTER WITH V. VRON (.1).	2.80	2,072.00	023	21392341
01/21/11	Lemons, Robert PREPARE FOR AND ATTEND TELEPHONIC BOARD MEETING TO APPROVE PLAN SUPPLEMENT DOCUMENTS AND ADVANTA CORP POST-EFFECTIVE DATE DIRECTOR (1.2); CALLS WITH S. MANEWITZ, R. SCHWARTZ AND M. GOLDSTEIN RE: TRUST ADVISORY BOARD (1.0); REVIEW PLAN SUPPLEMENT AND TRUST ADVISORY BOARD DOCUMENTS (4.3); CONFER WITH V. VRON RE: SAME (.1).	6.60	5,610.00	023	21410413
01/21/11	Goodman, Max	1.60	1,184.00	023	21391313

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	DISCUSS ADVANTA TRUST LIQUIDATING TRUST AGREEMENT WITH S. GOLDRING (.3); E-MAIL CORRESPONDENCE WITH V. VRON RE: TAX SOFTWARE (.4); REVISE ADVANTA TRUST LIQUIDATING TRUST AGREEMENT (.8); DISCUSS ADVANTA TRUST LIQUIDATING TRUST AGREEMENT WITH J. NOLL (.1).				
01/21/11	Vron, Victoria	4.80	3,456.00	023	21392043
	ATTEND (PARTIAL) BOARD MEETING WITH R. LEMONS AND M. GOLDSTEIN TO APPROVE EXIT DOCUMENTS (.7); EMAIL WITH R. LEMONS AND M. GOLDSTEIN RE: PLAN SUPPLEMENT ISSUES (.3); REVISE SCHEDULE 8.1 AND EMAIL SAME TO LATHAM (.1); EMAILS WITH V. PETHERBRIDGE RE: ADVANTA TRUST AGREEMENT (.1); EMAIL TO LATHAM RE: STATUS OF TRUST COMMENTS (.1); EMAILS WITH M. GOODMAN AND A. SAGAT RE: D&O INSURANCE ISSUES (.2); CALLS WITH A. SINGER AND C. MARTIN RE: FORM TRUST AGREEMENTS (.3); REVIEW LATHAM'S COMMENTS TO TRUST AGREEMENT AND MAKE REVISIONS TO SAME (.6); EMAIL WITH R. LEMONS RE: SAME (.3); EMAIL CLIENT RE SAME (.2); EMAILS WITH P. MCRAE AND V. PETHERBRIDGE THROUGHOUT DAY RE: REVISIONS TO TRUST AGREEMENTS (.9); REVIEW REVISED CORPORATE DOCUMENTS (.2); EMAIL PLAN SUPPLEMENT MATERIALS TO CLIENT (.2); CALL WITH LATHAM RE: PLAN SUPPLEMENT DOCUMENTS (.2); REVIEW LATHAM'S CHANGES TO PLAN SUPPLEMENT DOCUMENTS (.4).				
01/21/11	Ganesh, Jennifer	5.20	2,912.00	023	21400600
	REVISE COVER PAGES AND NOTICE OF FILING PLAN SUPPLEMENT AS PER V. VRON AND R. LEMONS' COMMENTS (2.1); PREPARE SAME FOR FILING (.5); EMAIL CORRESPONDENCE WITH Z. SHAPIRO AND V. VRON THROUGH OUT THE DAY RE: SAME (1.9); REVIEW PLAN AND DISCLOSURE STATEMENT FOR SERVICE REQUIREMENTS (.7).				
01/21/11	Hoehne, Debora	0.30	180.00	023	21395269
	REVISE CONFIRMATION BRIEF.				
01/21/11	Devaney, Sean	14.20	3,266.00	023	21393408
	REVIEW PLAN AND COMPILE A COMPLETE LIST OF ALL DEBTORS AND CONSOLIDATED DEBTORS DEFINED WITHIN IT (1.4); REVIEW FORM OF TRUST AGREEMENTS (4.8); PREPARE A TRUST AGREEMENT FOR ALL NECESSARY ENTITIES (4.9); BLACKLINE THEM AGAINST THE FORM (1.7); EMAIL FOR REVIEW (.3); PREPARE FOR FILING (1.1).				
01/22/11	Petherbridge, Vaughan	1.40	1,036.00	023	21392364
	REVIEW AND RESPOND TO EMAILS RE: ORGANIZATIONAL DOCUMENTS AND TRUST AGREEMENTS (.5); REVIEW AND REVISE CHARTERS AND BYLAWS (.5); REVIEW DUPLICATED TRUST AGREEMENTS (.4);.				
01/22/11	Vron, Victoria	2.70	1,944.00	023	21392414
	REVIEW AND REVISE TRUST AGREEMENTS AND PREPARE PLAN SUPPLEMENT DOCUMENTS FOR FILING WITH THE COURT (2.4); EMAIL FINAL PLAN SUPPLEMENT TO CLIENT AND LATHAM (.3).				
01/23/11	Wencelblat, Patricia	2.50	1,712.50	023	21389335
	RESEARCH RE: D&O PLAN OBJECTION ISSUE (2.1); EMAIL TO V. VRON (.4).				
01/24/11	Petherbridge, Vaughan	0.30	222.00	023	21413442
	REVIEW AND RESPOND TO EMAILS RE: PLAN SUPPLEMENT DOCUMENTS.				
01/24/11	Vron, Victoria	0.40	288.00	023	21399599
	RESPOND TO EMAILS FROM LATHAM RE: PLAN SUPPLEMENT ISSUES.				
01/24/11	Devaney, Sean	2.90	667.00	023	21455646
	REVIEW FILED DOCUMENTS AND RUN BLACK LINES AGAINST DRAFT VERSIONS SENT BY OPPOSING COUNSEL.				
01/25/11	Vron, Victoria	0.20	144.00	023	21406482

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
	FINALIZE CONFIDENTIALITY AGREEMENT WITH TAB AND MAIL SAME TO LATHAM.				
01/25/11	Vron, Victoria	1.00	720.00	023	21406460
	CALL WITH CLIENT RE: SCHEDULE 8.1 OF THE PLAN (.2); CONFER WITH J. GANESH RE: SAME (.1); REVIEW SECOND AMENDED NOTICE OF ASSUMPTION (.1); EMAIL LATHAM LIQUIDATING TRUST AGREEMENTS (.2); EMAIL J. DRUCKER RE: UNDERLAND PLAN CONCERNS (.1); RESPOND TO VARIOUS PLAN ISSUES THROUGHOUT DAY (.3).				
01/25/11	Ganesh, Jennifer	2.70	1,512.00	023	21400597
	REVISE SCHEDULE 8.1 (1.2); EMAIL CONFERENCE WITH V. VRON RE: SAME (.3); EMAILS TO R. LEMONS (.3), A. SINGER (.5), AND Z. SHAPIRO (.4) RE: SAME.				
01/25/11	Hoehne, Debora	0.20	120.00	023	21398862
	REVISE W. ROSOFF AFFIDAVIT IN SUPPORT OF CONFIRMATION.				
01/26/11	Vron, Victoria	0.80	576.00	023	21406382
	CALL WITH CLAIMANT RE: CERTAIN AMCUSA LIABILITIES (.3); EMAIL WITH D. GRIFFITHS RE: SAME (.3); CONFER WITH R. LEMONS RE: SAME (.1); REVISE CONFIDENTIALITY AGREEMENT SIGNATURE PAGES (.1).				
01/26/11	Ganesh, Jennifer	0.30	168.00	023	21400596
	EMAILS TO A. SINGER (.1) AND Z SHAPIRO (.1) RE: FILING SCHEDULE 8.1; EMAIL WITH V. VRON RE: SAME (.1).				
01/27/11	Lemons, Robert	3.20	2,720.00	023	21410433
	REVIEW CONFIRMATION BRIEF AND ORDER.				
01/27/11	Vron, Victoria	0.60	432.00	023	21406284
	CALL WITH C. MARTIN RE: PLAN ISSUES (.2); EMAILS WITH C. WILSON AND Z. SCHAPIRO RE: POST-CONFIRMATION OPERATING REPORTS (.2); REPLY TO A. HOLDERER RE: PLAN QUESTIONS (.2).				
01/27/11	Hoehne, Debora	1.10	660.00	023	21443082
	REVISE CONFIRMATION RELATED PLEADINGS.				
01/28/11	Gold, Simeon	0.40	430.00	023	21419679
	ATTEND TO CORPORATE/SECURITIES ASPECTS OF THE PROPOSED PLAN.				
01/28/11	Lemons, Robert	2.00	1,700.00	023	21410431
	CALL WITH W. ROSOFF RE: PLAN TRUST STRUCTURE (.6); REVIEW CONFIRMATION BRIEF AND ORDER (1.4).				
01/28/11	Vron, Victoria	1.20	864.00	023	21438636
	CALL WITH UNDERLAND'S COUNSEL RE: PLAN LANGUAGE (.2); REVIEW AND REVISE SAME (.2); EMAIL SAME TO CLIENT AND LATHAM (.1); RESPOND TO CLIENT RE: LAW DEBENTURE PROOF OF CLAIM (.1); EMAIL WITH L. PARK RE: TRUSTEE SELECTION (.1); EMAILS WITH C. WILSON RE: PLAN EFFECTIVE DATE (.3); EMAILS WITH C. WILSON RE: POST-CONFIRMATION REPORTS (.2).				
01/28/11	Ganesh, Jennifer	0.90	504.00	023	21419712
	EMAIL CORRESPONDENCE WITH A. SINGER RE: NOTICE OF ASSUMPTION OF CONTRACTS (.5); CALLS WITH V. VRON RE: SAME (.3).				
01/28/11	Hoehne, Debora	1.60	960.00	023	21429361
	REVISE DECLARATIONS IN SUPPORT OF CONFIRMATION.				

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
01/29/11	Petherbridge, Vaughan REVIEW AND RESPOND TO EMAILS RE: LIQUIDATING TRUSTS.	0.20	148.00	023	21413387
01/29/11	Lemons, Robert REVIEW COMMITTEE COMMENTS TO PLAN DOCUMENTS AND EXCHANGE EMAIL WITH V. VRON RE: SAME.	0.80	680.00	023	21410523
01/29/11	Vron, Victoria REVIEW LATHAM'S COMMENTS TO PLAN.	0.40	288.00	023	21439292
01/30/11	Goodman, Max REVISE LIQUIDATING TRUST AGREEMENTS.	0.40	296.00	023	21414148
01/30/11	Vron, Victoria REVIEW R. LEMONS' COMMENTS TO CONFIRMATION ORDER AND BRIEF (.3); REVISE PLAN PER COMMITTEE'S COMMENTS (.9); REVIEW DRAFTS OF CONFIRMATION DECLARATIONS AND PROVIDE COMMENTS ON SAME (1.1).	2.30	1,656.00	023	21439001
01/30/11	Ganesh, Jennifer REVISE CONFIRMATION ORDER AS PER R. LEMON'S COMMENTS (4.0); REVISE SAME AS PER V. VRON'S COMMENTS (.7); EMAIL V. VRON RE: SAME (.4).	5.10	2,856.00	023	21419715
01/30/11	Hoehne, Debora REVISE CONFIRMATION BRIEF (5.3); REVISE W. ROSOFF DECLARATION (1.0).	6.30	3,780.00	023	21415782
01/31/11	Gold, Simeon ATTEND TO CORPORATE/SECURITIES ASPECTS OF THE PLAN.	0.50	537.50	023	21451392
01/31/11	Petherbridge, Vaughan REVIEW AND RESPOND TO EMAILS RE: LIQUIDATING TRUSTS AND NEW ORGANIZATIONAL DOCUMENTS.	0.70	518.00	023	21427911
01/31/11	Goodman, Max DISCUSS LIQUIDATING TRUST AGREEMENTS WITH J. NOLL.	0.30	222.00	023	21427683
01/31/11	Vron, Victoria REVISE DRAFT CONFIRMATION ORDER AND BRIEF (2.3); EMAIL SAME TO CLIENT FOR REVIEW (.1); EMAIL SAME TO LATHAM FOR REVIEW (.1); CONFER WITH L. BROWNE RE: MOLI OBLIGATIONS (.2); CALL WITH A. SAGAT RE: A&M DECLARATION (.2); REVIEW EMAIL FROM J. PLAVNER RE: SEPARATION AGREEMENTS (.2); CALL WITH COUNSEL FOR SECURITIES LAW PLAINTIFFS RE: OBJECTION TO PLAN (.4); REVIEW CLIENT'S COMMENTS TO CONFIRMATION ORDER, BRIEF AND DECLARATION (1.0); REVIEW A&M'S COMMENTS TO BONDI DECLARATION IN SUPPORT OF PLAN (.5).	5.00	3,600.00	023	21440145
01/31/11	Ganesh, Jennifer EMAIL WITH V. VRON RE: IRON MOUNTAIN (.2); CALL WITH F. MCGINN RE: SAME (.2); REVIEW V. VRON'S EMAIL RE: SAME (.1).	0.50	280.00	023	21419835
01/31/11	Ganesh, Jennifer REVIEW GARDEN CITY GROUP'S EMAIL RE: BALLOTS (.3); REVIEW V. VRON'S EMAILS AND ATTACHMENTS THERETO RE: CONFIRMATION ORDER AND BALLOTS (.4).	0.70	392.00	023	21419837
01/31/11	Hoehne, Debora	0.90	540.00	023	21423597

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
REVIEW COMMENTS FROM W. ROSOFF TO CONFIRMATION RELATED DOCUMENTS (.3); REVISE CONFIRMATION BRIEF (.3); PREPARE Q&A FOR CLIENT RE: CONFIRMATION RELATED PLEADINGS (.3).					
01/31/11	Hoehne, Debora	2.50	1,500.00	023	21422330
REVISE BONDI DECLARATION TO THE CONFIRMATION BRIEF.					
01/31/11	Devaney, Sean	2.20	506.00	023	21455480
REVIEW AND UPDATE THE SEVEN FILED TRUST AGREEMENTS ACCORDING TO OPPOSING COUNSEL'S REQUESTS.					
SUBTOTAL TASK CODE 023 - PLAN OF REORGANIZATION/DISCLOSURE STATEMENT/SOLICITATION/VOTING:		317.40	\$ 212,356.50		
01/11/11	Griffiths, David	0.10	60.00	024	21388535
EMAIL TO P. FERRILLO RE: REAL PROPERTY AND LEASE ISSUES.					
SUBTOTAL TASK CODE 024 - REAL PROPERTY / CONTRACT / 365 ISSUES:		0.10	\$ 60.00		
01/03/11	Ganesh, Jennifer	1.20	672.00	026	21366442
DRAFT OCTOBER FEE APPLICATION.					
01/04/11	Ganesh, Jennifer	6.50	3,640.00	026	21366542
DRAFT OCTOBER FEE APPLICATION (3.0); REVIEW NOVEMBER BILLING STATEMENT (3.5).					
01/04/11	Ghudasara, Priya	1.10	192.50	026	21375535
ASSIST J. GANESH WITH PREPARATION OF THIRD INTERIM FEE STATEMENT.					
01/05/11	Vron, Victoria	0.10	72.00	026	21357828
RESPOND TO EMAIL FROM FEE AUDITOR.					
01/05/11	Ganesh, Jennifer	2.60	1,456.00	026	21366443
RESPOND TO FEE AUDITOR'S REQUEST (.3); REVIEW AND REVISE NOVEMBER BILLING STATEMENT (2.0); EMAIL P. GHODASARA RE: THIRD INTERIM FEE APPLICATION (.3).					
01/05/11	Ghudasara, Priya	0.70	122.50	026	21375496
ASSIST J. GANESH WITH PREPARATION OF THIRD INTERIM FEE APPLICATION.					
01/06/11	Vron, Victoria	0.10	72.00	026	21357650
REVIEW FEE AUDITOR'S FINAL REPORT.					
01/06/11	Ghudasara, Priya	1.10	192.50	026	21375653
ASSIST J. GANESH WITH REVIEW OF DECEMBER BILLING SUMMARY REPORT AS PER UST GUIDELINES.					
01/07/11	Vron, Victoria	0.50	360.00	026	21358029
REVIEW AND REVISE OCTOBER BILLING STATEMENT.					
01/07/11	Ganesh, Jennifer	1.50	840.00	026	21366471
ATTEND TO SECOND ROUND REVISIONS TO NOVEMBER BSR.					

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
01/07/11	Ghodasara, Priya ASSIST J. GANESH WITH REVIEW OF DECEMBER MONTHLY BILLING SUMMARY REPORT AS PER UST GUIDELINES.	5.20	910.00	026	21375596
01/10/11	Vron, Victoria REVIEW NOVEMBER MONTHLY BILLING STATEMENT.	0.20	144.00	026	21362400
01/10/11	Ganesh, Jennifer EMAIL V. VRON RE: NOVEMBER FEE STATEMENT.	0.10	56.00	026	21366478
01/10/11	Ganesh, Jennifer REVISE OCTOBER FEE APPLICATION PER V. VRON'S COMMENTS (.7); REVIEW FEE AUDITOR'S SECOND INTERIM REPORT (.3).	1.00	560.00	026	21366473
01/10/11	Ghodasara, Priya ASSIST J. GANESH WITH PREPARATION OF DECEMBER BILLING SUMMARY REPORT AS PER UST GUIDELINES.	0.90	157.50	026	21375520
01/11/11	Lemons, Robert REVIEW AND COMMENT ON WEIL'S SEPTEMBER 2010 BILL.	0.40	340.00	026	21410489
01/11/11	Vron, Victoria REVIEW AND REVISE NOVEMBER BILLING STATEMENT.	1.50	1,080.00	026	21364417
01/11/11	Ganesh, Jennifer REVISE OCTOBER FEE STATEMENT AS PER R. LEMONS' COMMENTS (.2); PREPARE FOR FILING AND EMAIL TO Z. SHAPIRO (.9).	1.20	672.00	026	21366511
01/11/11	Ghodasara, Priya ASSIST J. GANESH WITH PREPARATION OF OCTOBER MONTHLY FEE APPLICATION.	0.50	87.50	026	21375810
01/12/11	Vron, Victoria REVIEW REVISED NOVEMBER BILLING STATEMENT.	0.10	72.00	026	21366437
01/12/11	Ghodasara, Priya ASSIST J. GANESH WITH PREPARATION OF THIRD INTERIM STATEMENT.	0.50	87.50	026	21375609
01/12/11	Ghodasara, Priya ASSIST J. GANESH WITH PREPARATION OF NOVEMBER FEE APPLICATION.	1.90	332.50	026	21376079
01/13/11	Lemons, Robert REVIEW NOVEMBER 2010 FEE APPLICATION.	0.40	340.00	026	21410510
01/13/11	Vron, Victoria REVIEW NOVEMBER MONTHLY FEE STATEMENT.	0.70	504.00	026	21369288
01/13/11	Ganesh, Jennifer DRAFT NOVEMBER FEE APPLICATION (2.0); REVISE SAME (.3).	2.30	1,288.00	026	21400640
01/13/11	Ghodasara, Priya	0.30	52.50	026	21375767

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
ASSIST J. GANESH WITH PREPARATION OF THIRD INTERIM FEE APPLICATION.					
01/14/11	Ganesh, Jennifer	3.20	1,792.00	026	21400642
REVISE NOVEMBER FEE APPLICATION (.3); PREPARE SAME FOR FILING (.5); PREPARE THIRD INTERIM FEE APPLICATION (1.5); REVISE SAME (.2); EMAILS TO L. YEARWOOD AND P. GHODASARA RE: SAME (.5); EMAIL Z. SHAPIRO RE: SAME (.2).					
01/14/11	Ghodasara, Priya	1.30	227.50	026	21376086
ASSIST J. GANESH WITH PREPARATION OF NOVEMBER MONTHLY FEE APPLICATION AND THIRD INTERIM FEE APPLICATION.					
01/24/11	Ghodasara, Priya	0.30	52.50	026	21417140
ASSIST J. GANESH WITH REVIEW OF DECEMBER BILLING SUMMARY REPORT.					
01/25/11	Ghodasara, Priya	1.40	245.00	026	21417448
ASSIST J. GANESH WITH PREPARATION OF AUGUST MONTHLY FEE APPLICATION.					
01/26/11	Ganesh, Jennifer	3.50	1,960.00	026	21400594
REVIEW DECEMBER MONTHLY BILLING STATEMENT.					
01/28/11	Ganesh, Jennifer	0.30	168.00	026	21419710
SECOND REVIEW OF DECEMBER MONTHLY STATEMENT.					
SUBTOTAL TASK CODE 026 - RETENTION / FEE APPLICATIONS / BILLING: WGM:		42.60	\$ 18,748.00		
01/05/11	Vron, Victoria	0.10	72.00	029	21495501
RESPOND TO C. WILSON RE: DECEMBER MONTHLY OPERATING REPORT.					
01/06/11	Vron, Victoria	0.90	648.00	029	21357818
CALL WITH LATHAM RE: AMENDED SCHEDULES AND AMCUSA (.5); CALL WITH A. SAGAT RE: SAME (.4).					
01/14/11	Vron, Victoria	0.10	72.00	029	21375375
RESPOND TO EMAIL FROM C. WILSON RE: DECEMBER MONTHLY OPERATING REPORT.					
01/20/11	Vron, Victoria	0.10	72.00	029	21387216
REVIEW DRAFT DECEMBER MONTHLY OPERATING REPORT.					
01/24/11	Vron, Victoria	0.10	72.00	029	21399600
CALL WITH CLIENT RE: DECEMBER MONTHLY OPERATING REPORT.					
01/24/11	McRae, Peter	0.50	280.00	029	21500571
REVIEW REVISED MONTHLY OPERATING REPORT DRAFT.					
01/25/11	McRae, Peter	0.20	112.00	029	21500572
REVIEW REVISED MONTHLY OPERATING REPORT.					
01/25/11	Maravilla, Mel	3.50	980.00	029	21457528
PREPARE FORM 8-K AND MONTHLY OPERATING REPORT EXHIBIT FOR FILING WITH THE SEC VIA EDGAR (3.4); EMAIL WITH P. MCRAE RE: SAME (.1).					

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
01/26/11	Maravilla, Mel PREPARE FORM 8-K AND MONTHLY OPERATING REPORT EXHIBIT FOR FILING WITH THE SEC VIA EDGAR (4.8); EMAIL WITH P. MCRAE RE: SAME (.1); FINALIZE EDGAR PROOFS (.1).	5.00	1,400.00	029	21458616
01/27/11	Maravilla, Mel PREPARE FORM 8-K AND MONTHLY OPERATING REPORT EXHIBIT FOR FILING WITH THE SEC VIA EDGAR (7.0); EMAIL WITH P. MCRAE RE: SAME (.2); DISTRIBUTE EDGAR PROOFS (.1).	7.30	2,044.00	029	21458614
01/28/11	Petherbridge, Vaughan REVIEW EMAILS RE: MONTHLY OPERATING REPORT FILING.	0.10	74.00	029	21413352
01/28/11	McRae, Peter REVIEW AND FILE MONTHLY OPERATING REPORT/8K.	1.90	1,064.00	029	21495498
01/28/11	Maravilla, Mel PREPARE/FILE FORM 8-K AND MONTHLY OPERATING REPORT EXHIBIT WITH THE SEC VIA EDGAR (3.3); CONFER WITH P. MCRAE RE: SAME (.1); AND PROVIDE FILING CONFIRMATION (.1).	3.50	980.00	029	21457785
SUBTOTAL TASK CODE 029 - SCHEDULES / STATEMENT OF FINANCIAL AFFAIRS / MORS:		23.30	\$ 7,870.00		
01/03/11	Goldring, Stuart EMAIL WITH M. GOODMAN RE: POSSIBLE TAX FILINGS.	0.50	537.50	030	21355719
01/04/11	Goodman, Max DISCUSS TAX BASIS ISSUE WITH T. GALLAGHER.	0.10	74.00	030	21350106
01/06/11	Goldring, Stuart CALL WITH T. GALLAGHER AND M. GOODMAN RE: FLEET PARTNERSHIP INTEREST AND TAX FILINGS (1.0); CONFER WITH M. GOODMAN AND J. POHL RE: SAME (.2); FURTHER CONSIDER TREATMENT OF FLEET PARTNERSHIP INTEREST (.3).	1.50	1,612.50	030	21355716
01/06/11	Goodman, Max DISCUSS ADVANTA BANK CORP. ISSUE WITH T. GALLAGHER.	0.20	148.00	030	21354127
01/10/11	Goodman, Max CONFERENCE CALL WITH S. GOLDRING, J. POHL, R. LEMONS, V. VRON, T. GALLAGHER, AND W. ROSOFF RE: PARTNERSHIP INTEREST (.5); REVIEW ISSUES LIST RE: FORM OF LIQUIDATING TRUST AGREEMENT (.6).	1.10	814.00	030	21361781
01/12/11	Goldring, Stuart CALL WITH R. LEMONS RE: FLEET INTEREST (.3); CALL WITH B. ROSOFF RE: SAME (.2); CONFERENCE WITH LATHAM AND WATKINS, FTI, R. LEMONS, T. GALLAGHER, M. GOODMAN AND J. POHL RE: BANK OF AMERICA OFFER (1.0); ATTEND FOLLOW-UP CALL WITH R. LEMONS, B. ROSOFF, J. DUBOW, T. GALLAGHER, M. GOODMAN AND J. POHL RE: SAME (.4).	1.90	2,042.50	030	21384190
01/25/11	Goodman, Max DISCUSS IRS AUDIT WITH K. PAUL (.2); E-MAIL W. ROSOFF RE: IRS AUDIT (.3).	0.50	370.00	030	21399134
SUBTOTAL TASK CODE 030 - TAX ISSUES:		5.80	\$ 5,598.50		
01/31/11	Ganesh, Jennifer	0.80	448.00	032	21419836

ITEMIZED SERVICES - 78221.0007 - CHAPTER 11

DATE	TIMEKEEPER/DESCRIPTION	HOURS	AMOUNT	TASK	TIME ID
REVIEW L. PRESTON'S EMAIL RE: UTILITIES (.1); REVIEW FINAL UTILITIES ORDER RE: SAME (.5); EMAIL L. PRESTON RE: SAME (.2).					
SUBTOTAL TASK CODE 032 - UTILITY ISSUES:		0.80	\$ 448.00		
GRAND TOTAL:		507.80	\$ 325,631.00		

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>
01/13/11	HOEHNE, DEBORA LOCAL TRANSPORTATION VENDOR: HOEHNE, DEBORA INVOICE#: CREX0075299501132210 DATE: 1/13/2011 TAXI/CAR SERVICE JAN 08, 2011 - TAXI - FROM/TO: WGM/HOME	011	16461245	26.76
01/13/11	HOEHNE, DEBORA LOCAL TRANSPORTATION VENDOR: HOEHNE, DEBORA INVOICE#: CREX0075299501132210 DATE: 1/13/2011 TAXI/CAR SERVICE JAN 08, 2011 - TAXI - FROM/TO: HOME/WGM	011	16461246	25.00
01/21/11	GOODMAN, MAX A. LOCAL TRANSPORTATION VENDOR: WG&M LLP - PETTY CASH NY; INVOICE#: 20110121; DATE: 1/21/2011 - NY PETTY CASH 01/21/11.M.GOODMAN - TAXI HOME, 01/20/11	011	16475250	7.00
01/24/11	GRIFFITHS, DAVID N. LOCAL TRANSPORTATION VENDOR: GRIFFITHS, DAVID N. INVOICE#: CREX0077506001241956 DATE: 1/24/2011 TAXI/CAR SERVICE JAN 18, 2011 - WORKING - FROM/TO: WGM/HOME	011	16477657	13.32
01/31/11	GANESH, JENNIFER N. LOCAL TRANSPORTATION VENDOR: WG&M LLP - PETTY CASH NY; INVOICE#: 20110131; DATE: 1/31/2011 - NY PETTY CASH 01/31/11. J.GANESH - TAXIS HOME, 01/30/11	011	16495406	22.64
01/07/11	LEMONS, ROBERT J. TRAVEL VENDOR: LEMONS, ROBERT J. INVOICE#: CREX0072668501071944 DATE: 1/7/2011 RAIL, TICKET:2V7942350938, DEC 16, 2010 - ATTEND DISCLOSURE STATEMENT HEARING - FROM/TO: PENN STATION/WILMINGTON, DE	012	16447338	243.00
01/07/11	LEMONS, ROBERT J. TRAVEL VENDOR: LEMONS, ROBERT J. INVOICE#: CREX0072668501071944 DATE: 1/7/2011 AGENCY FEE'S, TICKET:XD0541976112, DEC 16, 2010 - ATTEND DISCLOSURE STATEMENT HEARING	012	16447339	40.00
01/12/11	GOLDSTEIN, MARCIA L.	014	16493306	33.15

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#: 1405690 DATE: 12/22/2010 XYZ 1010251580 366 MARCIA GOLDSTEIN 0076 RIDE DATE: 2010-12-16 FROM: NY MANHATTAN 8 AVE TO: NY MANHATTAN E 64 ST RIDE TIME: 18:36			
01/10/11	VRON, VICTORIA SKYLINE TAXI - LEGAL VENDOR: SKYLINE CREDIT RIDE, INC. INVOICE#: 634019 DATE: 11/26/2010 SKYLINE 1010247146 485 VRON VICTORIA 4005 RIDE DATE: 2010-11-16 FROM: 767 FIFTH AV M TO: WHITE PLAINS WC RIDE TIME: 21:11	014B	16469710	94.14
01/31/11	VRON, VICTORIA SKYLINE TAXI - LEGAL VENDOR: SKYLINE CREDIT RIDE, INC. INVOICE#: 636898 DATE: 12/24/2010 SKYLINE 1010251501 484 VRON VICTORIA 4005 RIDE DATE: 2010-12-16 FROM: M 767 5 AVE TO: M 401 7 AVE RIDE TIME: 11:00	014B	16523569	30.49
01/12/11	PETHERBRIDGE, VAUGHAN TAXI SERVICE - SUPPORT STAFF VENDOR: XYZ INVOICE#: 1406428 DATE: 12/29/2010 XYZ 1010252155 50 MEL MARAVILLA 6563 RIDE DATE: 2010-12-22 FROM: M 767 5 AVE TO: QU 57 AV RIDE TIME: 01:31	015	16479403	61.43
01/31/11	MARAVILLA, MEL C. SUPPORT STAFF O/T MEALS 01/25/2011 DINNER MEL MARAVILLA CORPORATE-PARALEGAL	019G	16503179	26.26
01/31/11	GANESH, JENNIFER N. ATTORNEY MEALS SEAMLESS WEB MEALS ORDERED ON 01/03/11 AT 18:07	020A	16496736	32.65
01/31/11	GRIFFITHS, DAVID N. ATTORNEY MEALS SEAMLESS WEB MEALS ORDERED ON 01/05/11 AT 16:44	020A	16496841	35.00
01/31/11	GANESH, JENNIFER N. ATTORNEY MEALS SEAMLESS WEB MEALS ORDERED ON 01/06/11 AT 18:07	020A	16497039	32.65
01/31/11	GANESH, JENNIFER N. ATTORNEY MEALS SEAMLESS WEB MEALS ORDERED ON 01/10/11 AT 17:54	020A	16497145	35.00
01/31/11	MCRAE, PETER J.	020A	16497392	32.59

ITEMIZED DISBURSEMENTS - 78221.0007 - Chapter 11

<u>DATE</u>	<u>NAME/ DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
	ATTORNEY MEALS SEAMLESS WEB MEALS ORDERED ON 01/13/11 AT 19:29			
01/31/11	PETHERBRIDGE, VAUGHAN ATTORNEY MEALS SEAMLESS WEB MEALS ORDERED ON 01/21/11 AT 18:27	020A	16497940	35.00
01/31/11	MCRAE, PETER J. ATTORNEY MEALS SEAMLESS WEB MEALS ORDERED ON 01/21/11 AT 20:15	020A	16497954	32.69
01/31/11	DEVANEY, SEAN P. ATTORNEY MEALS SEAMLESS WEB MEALS ORDERED ON 01/21/11 AT 23:11	020A	16497956	25.83
01/31/11	MCRAE, PETER J. ATTORNEY MEALS SEAMLESS WEB MEALS ORDERED ON 01/18/11 AT 21:00	020A	16498085	30.44
01/31/11	GRIFFITHS, DAVID N. ATTORNEY MEALS SEAMLESS WEB MEALS ORDERED ON 01/19/11 AT 9:57	020A	16498097	35.00
01/31/11	GANESH, JENNIFER N. ATTORNEY MEALS SEAMLESS WEB MEALS ORDERED ON 01/19/11 AT 17:53	020A	16498111	34.43
01/31/11	PETHERBRIDGE, VAUGHAN ATTORNEY MEALS SEAMLESS WEB MEALS ORDERED ON 01/19/11 AT 18:55	020A	16498143	35.00
01/19/11	VRON, VICTORIA ATTORNEY MEALS 01/06/2011 DINNER VICTORIA VRON BUSINESS FINANCE & RESTRUCTURING	020G	16501697	12.20
01/31/11	VRON, VICTORIA ATTORNEY MEALS 01/20/2011 DINNER VICTORIA VRON BUSINESS FINANCE & RESTRUCTURING	020G	16502422	12.69
01/31/11	MCRAE, PETER J. ATTORNEY MEALS 01/20/2011 DINNER PETER J MCRAE CORPORATE	020G	16502459	14.64
01/31/11	MCRAE, PETER J. ATTORNEY MEALS 01/19/2011 DINNER PETER J MCRAE CORPORATE	020G	16502523	13.53

ITEMIZED DISBURSEMENTS - 78221.0007 - Chapter 11

<u>DATE</u>	<u>NAME/ DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
01/31/11	GRIFFITHS, DAVID N. ATTORNEY MEALS 01/18/2011 DINNER DAVID GRIFFITHS BUSINESS FINANCE & RESTRUCTURING	020G	16502575	13.40
01/31/11	VRON, VICTORIA ATTORNEY MEALS 01/18/2011 BREAKFAST VICTORIA VRON BUSINESS FINANCE & RESTRUCTURING	020G	16502625	16.73
01/11/11	VRON, VICTORIA POSTAGE POSTAGE NY DISK 01/03/2011 NUMBER OF PIECE(S): 1	022	16455413	1.05
01/11/11	SIMONS, CAROLINE KOO AIR COURIER/EXPRESS MAIL VENDOR: FEDERAL EXPRESS-EDI INVOICE#: 733826326 DATE: 12/24/2010 TRACKING #: 796571277502 SHIPMENT DATE: 20101217 SENDER: CAROLINE SIMONS WEIL GOTSHAL & MANGES, 100 FEDERAL ST 34TH FLOOR, BOSTON, MA 02110 SHIP TO: LIANE BROWNE, ADVANTA CORP, 625 W RIDGE PIKE, CONSHOHOCKEN, PA 19428	023X	16455092	10.36
01/12/11	WGM, FIRM DUPLICATING (FIRM) PHOTOCOPIES MADE IN NEW YORK BETWEEN 1/3/2011 TO 1/9/2011	024	16456182	0.40
01/14/11	WGM, FIRM DUPLICATING (FIRM) 2984 PAGES PRINTED IN NEW YORK BETWEEN 12/01/2010 TO 12/21/2010	024D	16467106	298.40
01/11/11	WGM, FIRM DUPLICATING (FIRM) 424 PAGES SCANNED IN NEW YORK BETWEEN 12/01/2010 TO 12/20/2010	024I	16454017	42.40
01/27/11	VIOLA, MATTHEW SERVICE FEES-EDGAR FILINGS DECEMBER 2010 EDGAR FILING - ACCESSION NUMBER: 0000909518-10-000727, SEC FILING DATE: , NUMBER OF PAGES: 32	064B	16483033	210.00
01/25/11	VRON, VICTORIA ELECTRONIC RESEARCH NY LEXIS - VRON, VICTORIA 12/16/2010 ACCOUNTS: 100248	072S	16479912	61.25
01/25/11	VRON, VICTORIA	072S	16479913	13.61

ITEMIZED DISBURSEMENTS - 78221.0007 - Chapter 11

<u>DATE</u>	<u>NAME/ DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
	ELECTRONIC RESEARCH NY LEXIS - VRON, VICTORIA 12/17/2010 ACCOUNTS: 100248			
01/28/11	WENCELBLAT, PATRICIA ELECTRONIC RESEARCH NY WESTLAW - WENCELBLAT,PATRICIA 01/12/2011 CONNECT TIME: 0:00:00 DOC/LINE(S): 1 TRANSACTIONS: 2	072S	16488764	54.65
01/28/11	WENCELBLAT, PATRICIA ELECTRONIC RESEARCH NY WESTLAW - WENCELBLAT,PATRICIA 12/16/2010 CONNECT TIME: 0:00:00 DOC/LINE(S): 0 TRANSACTIONS: 1	072S	16488765	55.31
01/28/11	WENCELBLAT, PATRICIA ELECTRONIC RESEARCH NY WESTLAW - WENCELBLAT,PATRICIA 12/17/2010 CONNECT TIME: 0:00:00 DOC/LINE(S): 1 TRANSACTIONS: 1	072S	16488766	62.49
01/31/11	VRON, VICTORIA ELECTRONIC RESEARCH NY PACER SERVICE CENTER CHARGED 12/01/10-12/31/10	072S	16499510	12.48
01/31/11	LYON, ANDREW H. ELECTRONIC RESEARCH NY PACER SERVICE CENTER CHARGED 12/01/10-12/31/10	072S	16499651	20.00
01/11/11	PETHERBRIDGE, VAUGHAN CLIPPING SERVICE/SEC WATCH DECEMBER 2010 SEC WATCH FOR ADVANTA CORP ORIGINATING ON 11/10/2009	097	16453169	85.00
01/31/11	LEMONS, ROBERT J. MEALS-MEETINGS/CONFERENCE COST CONFERENCE MEAL 1/6/2011 LEMONS, ROBERT 1:45 #PEOPLE: 15 MEAL CODE SN3 INV# 17766	109	16503436	103.70
TOTAL DISBURSEMENTS:				<u>\$2,133.76</u>