

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

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

FOURTEENTH MONTHLY FEE STATEMENT OF ALVAREZ & MARSAL NORTH AMERICA, LLC IN THEIR CAPACITY AS FINANCIAL ADVISORS TO THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD JANUARY 1, 2011 THROUGH JANUARY 31, 2011

Name of Applicant: Alvarez & Marsal North America, LLC

Authorized to provide professional services to: Debtors and Debtors-in-Possession

Date of Retention: December 17, 2009 *Nunc pro Tunc* to Petition Date

Period for which compensation and reimbursement are sought: January 1, 2011 through January 31, 2011

Amount of compensation sought as actual, reasonable, and necessary: \$ 51,550.00

Amount of expense reimbursement sought as actual, reasonable, and necessary: \$ 652.27

Unapplied Retainer \$ 221,449.34

This is an: X monthly ___ interim ___ final application.

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

Requested Payment Amount:

Fees at 80%	\$41,240.00
Expenses at 100%	<u>\$ 652.27</u>
Total:	<u>\$41,892.27</u>

Prior Applications							
Date & Docket No.	Filing Period	Requested Fees	Requested Expenses	CNO Date & Docket No.	Approved Fees	Approved Expenses	Unapproved Holdback
2/1/10 [227]	11/9/09 through 12/31/09	\$354,725.50	\$15,337.15	2/24/10 [287]	\$354,725.50	\$15,337.15	\$ -0-
3/15/10 [338]	1/1/10 through 1/31/10	\$292,362.50	\$6,017.66	4/7/10 [402]	\$292,362.50	\$6,017.66	\$ -0-
4/26/10 [444]	2/1/10 through 2/28/10	\$255,967.50	\$840.27	5/19/10 [535]	\$255,967.50	\$840.27	\$ -0-
5/13/10 [508]	3/1/10 through 3/31/10	\$278,095.50	\$2,824.71	6/7/10 [593]	\$278,095.50	\$2,824.71	\$ -0-
6/10/10 [508]	4/1/10 through 4/30/10	\$225,602.50	\$7,655.88	7/7/10 [649]	\$180,482.00	\$7,655.88	\$ -0-
7/22/10 [670]	5/1/10 through 5/31/10	\$234,259.50	\$3,524.26	8/16/10 [734]	\$187,407.60	\$3,524.26	\$ -0-
8/20/10 [741]	6/1/10 through 6/30/10	\$235,070.50	\$4,608.21	9/13/10 [790]	\$188,056.40	\$4,608.21	\$ -0-
9/2/10 [766]	7/1/10 through 7/31/10	\$161,127.50	\$2,593.67	9/24/10 [825]	\$128,902.00	\$2,593.67	\$ -0-
9/29/10 [832]	8/1/10 through 8/31/10	\$223,917.00	\$5,411.69	10/21/10 [869]	\$179,133.60	\$5,411.69	\$44,783.40
10/15/10 [861]	9/1/10 through 9/30/10	\$163,745.00	\$4,325.02	11/8/10 [907]	\$130,996.00	\$4,325.02	\$32,749.00
12/6/10 [972]	10/1/10 through 10/31/10	\$84,612.50	\$660.41	1/3/11 [1082]	\$67,690.00	\$660.41	\$16,922.50
1/13/11 [1099]	11/1/10 through 11/30/10	\$68,037.50	\$291.29	2/4/11 [1141]	\$54,430.00	\$291.29	\$13,607.50
2/9/11 [1166]	12/1/10 through 12/31/10	\$46,540.00	\$28.02	3/7/11 [1198]	\$37,232.00	\$28.02	\$9,308.00
Totals		\$2,624,063.00	\$54,118.24		\$2,506,092.60	\$54,118.24	\$117,370.40

ATTACHMENT TO MONTHLY FEE APPLICATION

JANUARY 1, 2011 THROUGH JANUARY 31, 2011

SUMMARY OF TIME & FEES BY PROFESSIONAL

Name of Professional	Position	Rate	Total Hours	Total Fees (Prior to Holdback)
Joseph Bondi	Managing Director	\$775	0.7	\$542.50
Andrew Sagat	Director	\$500	74.1	\$37,050.00
Michael Eisenberg	Associate	\$400	14.0	\$5,600.00
Doug Lewandowski	Consultant	\$375	17.7	\$6,637.50
Russell Falkenstein	Analyst	\$200	2.6	\$520.00
Mary Napoliello	Paraprofessional	\$200	6.0	\$1,200.00
Total			115.1	<u>\$51,550.00</u>
	Blended Rate \$447.87			

SUMMARY OF TIME & FEES BY MATTER CODE

Matter Code	Description	Total Hours	Total Fees Requested
Bankruptcy Reporting	Preparation or review of financial related disclosures required by the Court, including the MOR and Form 26.	0.7	\$350.00
Bankruptcy Support	Advise and assist the company on matters concerning operating the business under Chapter 11.	30.3	\$15,000.00
Business Planning/Operations	Advise and assist the company with the planning, development, evaluation and implementation of the company's strategic, business and operating plans.	11.0	\$4,840.00
Cash Management	Advise and assist management in treasury matters including the development of weekly cash forecasts, reporting on cash activity and management of letters of credit and bonding matters.	1.0	\$470.00
Chapter 11 Plan	Assist the Debtors with supporting and seeking approval of the Plan of Reorganization and Disclosure Statement, overall restructuring actions, case management, identification and evaluation of strategic initiatives and meetings to discuss overall reorganization plan.	11.6	\$5,590.00
Claims	Assist the company with the review and analysis of claims filed against the Debtors.	22.5	\$9,037.50
Coordination & Communication with Stakeholders	Coordinate and fulfill information requests, prepare for and attend meetings and participate in negotiations with the prepetition lenders, other interested parties and their advisors.	0.7	\$350.00
Fee Applications	Preparation of monthly and interim fee applications in accordance with court guidelines.	13.6	\$4,842.50
Restructuring Actions	Assist the Debtors with overall restructuring actions, including the sale or disposition of assets, and identification and evaluation of strategic initiatives.	19.1	\$8,770.00
Travel	Billable travel time (reflects 50% of time incurred).	4.6	\$2,300.00
	Total	<u>115.1</u>	<u>\$51,550.00</u>
	Blended Rate \$447.87		

SUMMARY OF EXPENSES BY CATEGORY

Expense Category	Service Provider (if applicable)	Expense Amount
Lodging	Various	\$202.39
Meals	Various	\$6.21
Miscellaneous	Various	\$6.53
Transportation	Various	\$437.14
Total		<u>\$652.27</u>

Annexed hereto are the following schedules for total compensation and reimbursement of expenses sought by the Applicant for the Compensation Period:

1. Exhibit A – Summary of Time by Task
2. Exhibit B – Summary of Time Detail by Professional
3. Exhibit C – Summary of Time Detail by Task by Professional
4. Exhibit D – Time Detail by Task Code which includes a daily time log detailing the activities and services performed by the Applicant on behalf of the Debtor
5. Exhibit E – Summary of Expense by Category
6. Exhibit F - Expense Detail by Professional which includes a breakdown of the Applicant's expenses incurred.

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

In re:)	Chapter 11
)	
ADVANTA CORP., <i>et al.</i> , ¹)	Case No. 09- 13931 (KJC)
)	
Debtors.)	(Jointly Administered)
)	Objection Deadline:
)	March 30, 2011 at
)	4:00 p.m. (EDT)

FOURTEENTH MONTHLY FEE STATEMENT OF ALVAREZ & MARSAL NORTH AMERICA, LLC IN ITS CAPACITY AS FINANCIAL ADVISORS TO THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD JANUARY 1, 2011 THROUGH JANUARY 31, 2011

For its Fourteenth Fee Statement for Compensation and Reimbursement of Expenses (the “Monthly Fee Statement”) Alvarez & Marsal North America, LLC (the “Applicant”), financial advisors to the Debtors and Debtors-in-Possession (the “Debtors”), respectfully represents as follows:

A. BACKGROUND

1. On November 8, 2009 (the “Commencement Date”), each of the Debtors filed a petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

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

2. Pursuant to an order entered on December 3, 2009, the employment of Applicant as financial advisors to the Debtors was authorized effective as of November 8, 2009.

3. Applicant has rendered services on behalf of the Debtors from January 1, 2011 through January 31, 2010 (the "Application Period") totaling 115.1 hours, and in connection therewith requests allowance of monthly compensation in the amount of \$51,550.00 and reimbursement of expenses in the amount of \$652.27.

4. The Debtors to date have paid Applicant \$2,522,950.82 for services rendered and expenses incurred from the commencement of this case through December 31, 2010. Applicant is holding an unapplied retainer in the amount of \$221,449.34.

5. Applicant maintains contemporaneous records of the time expended for the professional services and expenses related thereto performed in connection with these Chapter 11 cases and such records are maintained in the ordinary course of its business. These records provide a detailed description of the services rendered and expenses incurred during the period for which this Application is being made. Applicant's time records in the sum of \$51,550.00 regarding the Chapter 11 proceedings are annexed hereto as Exhibit D.

B. DESCRIPTION OF SERVICES AND EXPENSES AND RELIEF REQUESTED

6. Applicant's services on behalf of the Debtors are described in detail in Exhibit D. In general, Applicant assisted the Debtors in bankruptcy matters, business planning and other related business activities, and also represented the Debtors in meetings with creditors, advisors, and others.

7. To assist the Court in its review of the fees sought by Applicant, Applicant has separated its time entries in Exhibit D into the following categories:

a. Bankruptcy Reporting. This category contains time assisting the company with the preparation and review of financial related disclosures required by the Court.

During the Application Period, the Applicants reviewed the December 2010 MOR and participated in a review meeting with Debtor employees and counsel. The total fees sought under this category for the period January 1, 2011 through January 31, 2010 are \$350.00 (0.7 hours).

b. Bankruptcy Support. This category includes time assisting the company on matters concerning operating the business under Chapter 11. During the Application Period, the Applicant assisted the Debtors with preparing for the transition to a post-effective date liquidating trustee, including preparation of transition road maps, and assisting with various other transition related tasks and issues. The Applicant participated in various calls and meetings with the Debtors, counsel and the Official Committee of Unsecured Creditors (the “UCC”) and its advisors. The total fees sought under this category for the period January 1, 2011 through January 31, 2010 are \$15,000.00 (30.3 hours).

c. Business Planning/Operations. This category contains time advising and assisting the company with the planning, development and implementation of the Company’s business and liquidation forecasts. During the Application Period, the Applicant reviewed a monthly cash forecast and assisted with the preparation of a professional fee forecast. The total fees sought under this category for the period January 1, 2011 through January 31, 2010 are \$4,840.00 (11.0 hours).

d. Cash Management. This category includes time spent assisting the Debtors with preparation of cash flow forecasts and budget vs. actual reporting on cash results, and addressing treasury management issues. During the Application Period, the Applicant assisted the Debtors in reviewing the 13-week cash flow forecast and variances and participated in weekly meetings with Debtor employees and management to review the weekly cash forecast. The total fees sought under this category for the period January 1, 2011 through January 31, 2010 are \$470.00 (1.0 hours).

e. Chapter 11 Plan. This category includes time assisting the Debtors with preparing and reviewing the Chapter 11 Plan and Disclosure Statement. During the Application Period, the Applicant reviewed and responded to diligence questions regarding intercompany balances and other items, reviewed solicitation packages and procedures, and participated in conference calls with the Debtors and counsel to discuss issues related to the Chapter 11 Plan and the post-effective date organization structure. The total fees sought under this category for the period January 1, 2011 through January 31, 2010 are \$5,590.00 (11.6 hours).

f. Claims. This category includes time spent assisting the Debtors with the claims review process. During the Application Period, the Applicant prepared and reviewed claims schedules, Omni draft filings and other related schedules. The Applicant also participated in various meetings and conference calls regarding the claims process. The total fees sought under this category for the period January 1, 2011 through January 31, 2010 are \$9,037.50 (22.5 hours).

g. Coordination and Communication With Stakeholders. This category includes time coordinating and fulfilling information requests and preparing for discussions with the Official Committee of Unsecured Creditors (the "UCC") and its advisors. During the Application Period, the Applicant participated in conference calls with the advisors to the UCC to discuss Chapter 11 issues. The total fees for the period January 1, 2011 through January 31, 2010 are \$350.00 (0.7 hour).

h. Fee Application. This category includes time preparing monthly fee statements in compliance with court guidelines. During the Application Period, the Applicant prepared and reviewed a fee statement and reviewed the Fee auditor's final report on the second interim fee statement. The total fees sought under this category for the period January 1, 2011 through January 31, 2010 are \$4,842.50 (13.6 hours).

i. Restructuring Actions. This category includes time assisting the Debtors with overall restructuring actions, including the sale or disposition of assets and identification and evaluation of strategic alternatives. During the Application Period, the Applicant coordinated and assisted the Debtors' with tracking proceeds from the sale of the Debtors' artwork and assisted the Debtors with the sale of corporate owned automobiles and certain office assets. The Applicant also participated in weekly meetings and conference calls regarding the status of all of the Debtor's asset sales. The total fees sought under this category for the period January 1, 2011 through January 31, 2010 are \$8,770.00 (19.1 hours).

j. Travel. This category contains non-working travel time on behalf of the Debtor. This time was billed at ½ the time incurred. The total fees sought under this category for the period January 1, 2011 through January 31, 2011 are \$2,300.00 (4.6 hours).

The foregoing general description of services rendered in specific areas is not intended to be exhaustive of the scope of the Applicant's activities on behalf of the Debtors in this case. The time records attached as Exhibit D present more completely the work performed by Applicant in each billing category during the period covered by this Application.

8. Applicant believes that the post-petition services rendered during the period January 1, 2011 through January 31, 2010 on behalf of the Debtors are reasonably worth the sum of \$51,550.00 and Applicant requests the allowance of such sum. The blended hourly rate for all services post-petition rendered by Applicant is \$447.87.

9. Applicant further requests reimbursement of costs expended on behalf of the Debtors for the period January 1, 2011 through January 31, 2010 in connection with these Chapter 11 proceedings in the sum of \$652.27 as set forth in the summary attached as Exhibit E.

The detailed expense items incurred by professional is attached and outlined as Exhibit F.

10. The expenses incurred by Applicant may include wireless and long distance telephone calls, over-night delivery, travel expenses, local messenger service, meals,

postage and duplicating charges, all of which Applicant normally bills to its non-bankruptcy clients at rates calculated to compensate Applicant for only the actual cost of the expense. Applicant does not charge for facsimiles.

11. Applicant has reviewed the requirements of Del.Bankr.LR 2016-2 and believes that this Application complies with the requirements of the same.

WHEREFORE, Applicant prays this Court enter an Order allowing Applicant monthly compensation in the sum of \$51,550.00 and reimbursement of costs expended January 1, 2011 through January 31, 2010 in the sum of \$652.27, directing prompt payment of the same by the Debtors to the extent not previously paid, approval to draw down the unapplied retainer, and granting such other and further relief as may be just.

Dated: March 10, 2011
New York, NY

Respectfully submitted,

**ALVAREZ & MARSAL NORTH
AMERICA, LLC**

/s/ Joseph A. Bondi
Joseph A. Bondi
600 Lexington Avenue
6th Floor
New York, NY 10022
Telephone: 646.495.3600
Facsimile: 212.759.5532
jbondi@alvarezandmarsal.com

Financial Advisors for the Debtors
and Debtors-in-Possession

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

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In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
: **Obj. Deadline: 3/30/11 at 4:00 p.m. (EDT)**
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NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that Alvarez & Marsal North America, LLC (the “*Applicant*”) has today filed the attached **Fourteenth Monthly Fee Statement of Alvarez & Marsal North America, LLC in Their Capacity As Financial Advisors to the Debtors and Debtors-in-Possession, for Compensation and Reimbursement of Expenses Incurred for the Period January 1, 2011 Through January 31, 2011** (the “*Application*”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “*Bankruptcy Court*”).

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

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

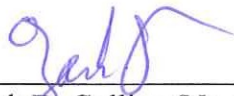
received by (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons); (iii) local counsel to the Debtors, Richards Finger & Layton, P.A. One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Chun I. Jang); (iv) counsel to Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4834 (Attn: Roger G. Schwartz); (v) local counsel to the Official Committee of Unsecured Creditors, Drinker Biddle & Reath LLP, 1100 North Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen); and (vi) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Dave Klauder) by no later than **4:00 p.m. (Eastern Daylight Time) on March 30, 2011** (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that if a response or objection to the Application is timely filed, served and received in accordance with this notice and the Administrative Order, and such objection cannot be resolved, a hearing on the Application and such objection will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the Administrative Order and the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Administrative Order, if no objection is filed by the Objection Deadline, the Applicant will be paid 80 percent of the fees and 100 percent of expenses requested in the Application and, if an objection is filed by the Objection Deadline, the Applicant will be paid 80 percent of the fees and 100 percent of the expenses not subject to such objection, each without the need for further order of the Bankruptcy Court.

Dated: March 10, 2011
Wilmington, Delaware

Respectfully submitted,



Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
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- and -

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Robert J. Lemons
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Telephone: (212) 310-8000
Facsimile: (212) 310-8007

ATTORNEYS FOR THE DEBTORS

*Advanta Corp., et al.,
Summary of Time Detail by Task
January 1, 2011 through January 31, 2011*

<i>Task Description</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Bankruptcy Reporting	0.7	\$350.00
Bankruptcy Support	30.3	\$15,000.00
Business Planning / Operations	11.0	\$4,840.00
Cash Management	1.0	\$470.00
Chapter 11 Plan	11.6	\$5,590.00
Claims	22.5	\$9,037.50
Coordination & Communication with Stakeholders	0.7	\$350.00
Fee Applications	13.6	\$4,842.50
Restructuring Actions	19.1	\$8,770.00
Travel Time	4.6	\$2,300.00
	<i>Total</i>	<i>\$51,550.00</i>

*Advanta Corp., et al.,
Summary of Time Detail by Professional
January 1, 2011 through January 31, 2011*

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775.00	0.7	\$542.50
Andrew Sagat	Director	\$500.00	74.1	\$37,050.00
Michael Eisenberg	Associate	\$400.00	14.0	\$5,600.00
Doug Lewandowski	Consultant	\$375.00	17.7	\$6,637.50
Russell Falkenstein	Analyst	\$200.00	2.6	\$520.00
Mary Napoliello	Paraprofessional	\$200.00	6.0	\$1,200.00
		<i>Total</i>	115.1	\$51,550.00

*Advanta Corp., et al.,
Summary of Time Detail by Professional
January 1, 2011 through January 31, 2011*

Bankruptcy Reporting

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	0.7	\$350.00
			<u>0.7</u>	<u>\$350.00</u>
				<u>\$500.00</u>
				<u>Average Billing Rate</u>

*Advanta Corp., et al.,
Summary of Time Detail by Professional
January 1, 2011 through January 31, 2011*

Bankruptcy Support

Advise and assist the company on matters concerning operating the business under Chapter 11.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	28.8	\$14,400.00
Michael Eisenberg	Associate	\$400	1.5	\$600.00
			<u>30.3</u>	<u>\$15,000.00</u>
		<i>Average Billing Rate</i>		<u>\$495.05</u>

*Advanta Corp., et al.,
Summary of Time Detail by Professional
January 1, 2011 through January 31, 2011*

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	4.4	\$2,200.00
Michael Eisenberg	Associate	\$400	6.6	\$2,640.00
			11.0	\$4,840.00
				<i>Average Billing Rate</i>
				\$440.00

*Advanta Corp., et al.,
Summary of Time Detail by Professional
January 1, 2011 through January 31, 2011*

Cash Management

Advise and assist management in treasury matters including the development of weekly cash forecasts, reporting on cash activity and management of letters of credit and bonding matters.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	0.7	\$350.00
Michael Eisenberg	Associate	\$400	0.3	\$120.00
			1.0	\$470.00
		<i>Average Billing Rate</i>		\$470.00

*Advanta Corp., et al.,
Summary of Time Detail by Professional
January 1, 2011 through January 31, 2011*

Chapter 11 Plan

Assist the Debtors with supporting and seeking approval of the Plan of Reorganization and Disclosure Statement, overall restructuring actions, case management, identification and evaluation of strategic initiatives and meetings to discuss overall reorganization plan.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	9.5	\$4,750.00
Michael Eisenberg	Associate	\$400	2.1	\$840.00
			11.6	\$5,590.00
				<i>Average Billing Rate</i>
				\$481.90

*Advanta Corp., et al.,
Summary of Time Detail by Professional
January 1, 2011 through January 31, 2011*

Claims

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	4.8	\$2,400.00
Doug Lewandowski	Consultant	\$375	17.7	\$6,637.50
			22.5	\$9,037.50
				\$401.67

*Advanta Corp., et al.,
Summary of Time Detail by Professional
January 1, 2011 through January 31, 2011*

**Coordination & Communication
with Stakeholders**

Coordinate and fulfill information requests, prepare for and attend meetings and participate in negotiations with the prepetition lenders, other interested parties and their advisors.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	0.7	\$350.00
			<hr/> 0.7	<hr/> \$350.00
			<hr/> <hr/>	<hr/> <hr/>
		<i>Average Billing Rate</i>		\$500.00
				<hr/> <hr/>

*Advanta Corp., et al.,
Summary of Time Detail by Professional
January 1, 2011 through January 31, 2011*

Fee Applications

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	0.7	\$542.50
Andrew Sagat	Director	\$500	3.4	\$1,700.00
Michael Eisenberg	Associate	\$400	3.5	\$1,400.00
Mary Napoliello	Paraprofessional	\$200	6.0	\$1,200.00
			<hr/>	<hr/>
			13.6	\$4,842.50
			<hr/>	<hr/>
		<i>Average Billing Rate</i>		\$356.07
				<hr/>

*Advanta Corp., et al.,
Summary of Time Detail by Professional
January 1, 2011 through January 31, 2011*

Restructuring Actions

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	16.5	\$8,250.00
Russell Falkenstein	Analyst	\$200	2.6	\$520.00
			19.1	\$8,770.00
		<i>Average Billing Rate</i>		\$459.16

*Advanta Corp., et al.,
Summary of Time Detail by Professional
January 1, 2011 through January 31, 2011*

Travel Time

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	4.6	\$2,300.00
			<hr/> 4.6	<hr/> \$2,300.00
			<hr/> <hr/>	<hr/> <hr/>
		<i>Average Billing Rate</i>		\$500.00
				<hr/> <hr/>

*Advanta Corp., et al.,
Time Detail by Activity by Professional
January 1, 2011 through January 31, 2011*

Bankruptcy Reporting

Professional	Date	Hours	Activity
Andrew Sagat	1/20/2011	0.5	Review of December MOR draft.
Andrew Sagat	1/24/2011	0.2	Prepare for and participate in MOR review call.
Subtotal		0.7	

Bankruptcy Support

Professional	Date	Hours	Activity
Andrew Sagat	1/3/2011	1.0	Review of document requests and other diligence questions.
Andrew Sagat	1/3/2011	1.8	Review of diligence questions on intercompany balances for non-debtors.
Andrew Sagat	1/4/2011	1.8	Prepare response to diligence questions on non-debtor intercompany balances and related correspondence.
Andrew Sagat	1/5/2011	0.8	Participate and review email correspondence with Weil and Advanta regarding various topics.
Andrew Sagat	1/6/2011	1.1	Review of contract diligence questions.
Andrew Sagat	1/6/2011	0.3	Review of follow-up intercompany diligence questions.
Andrew Sagat	1/7/2011	0.5	Prepare for and participate in call with V. Vron (Advanta) regarding contract diligence and other updates.
Andrew Sagat	1/7/2011	0.8	Prepare response regarding contract diligence for Advanta and related follow-up correspondence.
Andrew Sagat	1/10/2011	0.6	Prepare for and participate in document request call with Weil and Advanta.
Andrew Sagat	1/10/2011	1.2	Review of follow-up questions regarding Supplement 8.1, 8.7 and related follow-up.
Andrew Sagat	1/11/2011	0.4	Prepare for and participate in call with N. Gordon (Advanta) regarding contract diligence follow-up questions.
Andrew Sagat	1/11/2011	0.7	Review of severance motion and bonus calculation.
Michael Eisenberg	1/11/2011	1.5	Update incentive bonus calculations.
Andrew Sagat	1/12/2011	0.7	Review transition related information in advance of transition call and related correspondence.
Andrew Sagat	1/12/2011	0.8	Coordination of personnel transition discussion with FTI, Weil and Advanta.
Andrew Sagat	1/13/2011	1.1	Prepare for and participate in transition call with Weil, Advanta, FTI and Latham and related follow-up.
Andrew Sagat	1/14/2011	0.7	Review of document request responses, related follow-up and send to FTI.

*Advanta Corp., et al.,
Time Detail by Activity by Professional
January 1, 2011 through January 31, 2011*

Bankruptcy Support

Professional	Date	Hours	Activity
Andrew Sagat	1/18/2011	0.3	Prepare for and participate in internal call regarding trustee board member fees.
Andrew Sagat	1/18/2011	1.2	Review of contract follow-up questions and prepare for and participate in call with L. Browne (Advanta) and S. Giusti (Advanta) regarding contract diligence questions and follow-up with Weil.
Andrew Sagat	1/20/2011	0.6	Email responses to various questions from Advanta.
Andrew Sagat	1/21/2011	0.5	Correspondence with Advanta and FTI regarding transition meetings.
Andrew Sagat	1/24/2011	0.6	Review of follow-up diligence questions from FTI.
Andrew Sagat	1/24/2011	0.6	Coordinate with Advanta regarding materials for transition meetings.
Andrew Sagat	1/25/2011	0.5	Review of legal entity listing prepared by Advanta.
Andrew Sagat	1/27/2011	0.7	Prepare for and participate in meeting with D. Albert (Advanta) regarding trusts setup.
Andrew Sagat	1/27/2011	3.1	Prepare for and participate in transition meeting with Advanta and FTI and follow-up discussions.
Andrew Sagat	1/28/2011	4.0	Prepare for and participate in transition meeting with Advanta and FTI.
Andrew Sagat	1/31/2011	1.4	Review of and revisions to Bondi declaration regarding the best interests test.
Andrew Sagat	1/31/2011	0.5	Review of diligence questions and send to Advanta and follow-up correspondence with Advanta.
Andrew Sagat	1/31/2011	0.5	Review of updated Bondi declaration.
Subtotal		30.3	

Business Planning / Operations

Professional	Date	Hours	Activity
Andrew Sagat	1/5/2011	0.2	Review of cash forecast package.
Michael Eisenberg	1/5/2011	1.5	Prepare and review professional fee forecast with N. Gordon (Advanta) for weekly cash flow forecast.
Andrew Sagat	1/11/2011	1.0	Review of updated road map file and coordination of personnel call with Advanta and FTI.
Michael Eisenberg	1/11/2011	1.3	Prepare and review professional fee forecast with N. Gordon (Advanta) for weekly cash flow forecast.
Andrew Sagat	1/13/2011	0.3	Prepare for and participate in weekly update call.

*Advanta Corp., et al.,
Time Detail by Activity by Professional
January 1, 2011 through January 31, 2011*

Business Planning / Operations

Professional	Date	Hours	Activity
Andrew Sagat	1/13/2011	0.9	Review of monthly forecast update.
Michael Eisenberg	1/18/2011	1.3	Prepare and review professional fee forecast with N. Gordon (Advanta) for weekly cash flow forecast.
Andrew Sagat	1/21/2011	0.8	Review of road map document.
Andrew Sagat	1/24/2011	0.5	Update automobile roadmap.
Andrew Sagat	1/25/2011	0.7	Respond to questions regarding road map for autos and claims budgeting.
Michael Eisenberg	1/25/2011	2.5	Prepare, review and update professional fee forecast with N. Gordon (Advanta).
Subtotal		11.0	

Cash Management

Professional	Date	Hours	Activity
Andrew Sagat	1/3/2011	0.4	Prepare for and participate in weekly cash meeting.
Michael Eisenberg	1/3/2011	0.3	Prepare for and participate in weekly cash meeting.
Andrew Sagat	1/19/2011	0.3	Prepare for and participate in weekly cash call.
Subtotal		1.0	

Chapter 11 Plan

Professional	Date	Hours	Activity
Andrew Sagat	1/3/2011	0.4	Prepare for and participate in call with L. Preston (Advanta) re: solicitation packages and related follow-up.
Andrew Sagat	1/3/2011	0.9	Review of solicitation package.
Andrew Sagat	1/4/2011	0.5	Prepare for and participate in call with V. Vron (Weil) regarding intercompany balance list.
Andrew Sagat	1/4/2011	0.2	Review of correspondence regarding the Reliance Trust.
Andrew Sagat	1/4/2011	0.4	Prepare for and participate in call with C. Wilson (Advanta) regarding intercompany diligence questions.
Andrew Sagat	1/4/2011	0.3	Participate in call with retail note holder.
Andrew Sagat	1/7/2011	0.4	Review of shared services allocation amounts.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
January 1, 2011 through January 31, 2011***

Chapter 11 Plan

Professional	Date	Hours	Activity
Andrew Sagat	1/7/2011	1.2	Response to FTI follow-up question regarding inter-debtor balances.
Andrew Sagat	1/10/2011	1.0	Prepare for and participate in call with Advanta regarding shared services intercompany adjustment to general ledger and related follow-up.
Michael Eisenberg	1/10/2011	0.8	Prepare for and participate in call on the shared services intercompany adjustment.
Andrew Sagat	1/13/2011	0.6	Prepare for and participate in meeting with L. Preston (Advanta) regarding solicitation items.
Andrew Sagat	1/21/2011	0.5	Prepare for and participate in call with C. Wilson (Advanta) regarding post-effective organization structure.
Andrew Sagat	1/27/2011	0.2	Review of correspondence regarding post-confirmation reporting.
Andrew Sagat	1/27/2011	0.6	Prepare for and participate in meeting with L. Preston (Advanta) regarding retail note claims and calls.
Andrew Sagat	1/28/2011	0.8	Review of email correspondence regarding BNY note holder accounts and post-confirmation reporting.
Andrew Sagat	1/31/2011	1.5	Review of shared services intercompany adjustment and prepare for and participate in call with C. Wilson (Advanta) regarding the same.
Michael Eisenberg	1/31/2011	1.3	Review of intercompany shared service adjustments.
Subtotal		11.6	

Claims

Professional	Date	Hours	Activity
Doug Lewandowski	1/3/2011	0.8	Research ballot issues with L. Preston (Advanta).
Doug Lewandowski	1/3/2011	0.5	Correspond with GCG regarding solicitation questions.
Doug Lewandowski	1/9/2011	0.9	Review retail note holder claims that contain additional bank fees.
Doug Lewandowski	1/9/2011	0.8	Upload objection comments for retail note claims to BART.
Doug Lewandowski	1/9/2011	0.4	Correspond with J. Ganesh (Weil) regarding claim objections.
Doug Lewandowski	1/9/2011	0.7	Create objection exhibit for duplicative claims.
Doug Lewandowski	1/9/2011	0.8	Create Omni 6 drafts for reductions to retail note holder claims.
Andrew Sagat	1/13/2011	0.8	Prepare for and participate in meeting with Advanta regarding claims transition and other related updates.
Andrew Sagat	1/13/2011	0.5	Prepare for and participate in calls with D. Lewandowski (A&M) regarding claims transition.

*Advanta Corp., et al.,
Time Detail by Activity by Professional
January 1, 2011 through January 31, 2011*

Claims

Professional	Date	Hours	Activity
Andrew Sagat	1/14/2011	0.3	Discussion with D. Lewandowski (A&M) regarding claims reporting.
Doug Lewandowski	1/14/2011	0.3	Discussion with A. Sagat (A&M) regarding claims reporting.
Doug Lewandowski	1/17/2011	0.8	Load new claims into BART with newly formatted GCG file.
Doug Lewandowski	1/17/2011	1.5	Upload schedule amendments into BART.
Doug Lewandowski	1/17/2011	2.1	Create revised claims summary file for A. Sagat (A&M) review.
Andrew Sagat	1/19/2011	1.0	Review of Advanta claims reports.
Andrew Sagat	1/19/2011	0.8	Prepare for and participate in call with J. Hertzberg (A&M) and D. Lewandowski (A&M) regarding claims transition options.
Andrew Sagat	1/19/2011	0.5	Prepare for and participate in call with A. Holderer (A&M) regarding claims transition options.
Doug Lewandowski	1/19/2011	0.5	Discussion with A. Sagat (A&M) and J. Hertzberg (A&M) regarding claims reconciliation.
Doug Lewandowski	1/19/2011	1.6	Update objection drafts with changes from J. Ganesh (Weil).
Andrew Sagat	1/27/2011	0.3	Review of claims inventory and process file.
Andrew Sagat	1/31/2011	0.6	Prepare for and participate in call with V. Vron (Weil) regarding claims information and related follow-up correspondence internally.
Doug Lewandowski	1/31/2011	1.4	Compare BART claims register creditors names with GCG register.
Doug Lewandowski	1/31/2011	2.1	Update title transfers in BART.
Doug Lewandowski	1/31/2011	2.5	Compare BART claimed amounts with GCG register.
Subtotal		22.5	

Coordination & Communication with Stakeholders

Professional	Date	Hours	Activity
Andrew Sagat	1/7/2011	0.3	Prepare for call with L. Park (FTI) regarding follow-up to intercompany diligence.
Andrew Sagat	1/11/2011	0.4	Prepare for and participate in call with Advanta, FTI and Latham regarding contract diligence and related follow-up discussions.
Subtotal		0.7	

***Advanta Corp., et al.,
Time Detail by Activity by Professional
January 1, 2011 through January 31, 2011***

Fee Applications

Professional	Date	Hours	Activity
Andrew Sagat	1/2/2011	0.5	Review of final draft of fee auditor response and send response.
Joseph Bondi	1/6/2011	0.3	Review final report issued by Fee Examiner.
Michael Eisenberg	1/6/2011	0.2	Review of 2nd interim fee auditor report.
Andrew Sagat	1/7/2011	0.3	Review of final fee auditor report for 2nd interim fee application.
Mary Napoliello	1/10/2011	2.1	Review and edit time detail. Prepare draft of exhibits, cover sheet and application.
Andrew Sagat	1/11/2011	1.5	Review of November fee application.
Andrew Sagat	1/12/2011	0.6	Review updated fee statement.
Joseph Bondi	1/12/2011	0.4	Review A&M fee application draft.
Mary Napoliello	1/12/2011	2.2	Prepare edits to November statement; resend revised exhibits, cover sheet and application to M. Eisenberg (A&M).
Mary Napoliello	1/12/2011	0.3	Incorporate additional edits to November exhibits and send to M. Eisenberg (A&M).
Michael Eisenberg	1/12/2011	1.6	Prepare November Fee Statement.
Mary Napoliello	1/13/2011	1.4	Prepare draft interim and forward to M. Eisenberg (A&M) for review.
Michael Eisenberg	1/13/2011	1.0	Update November Fee Statement.
Andrew Sagat	1/14/2011	0.5	Review of interim fee application draft.
Michael Eisenberg	1/14/2011	0.7	Prepare and update interim fee application draft.
Subtotal		13.6	

Restructuring Actions

Professional	Date	Hours	Activity
Andrew Sagat	1/3/2011	0.6	Review of art diligence request lists.
Andrew Sagat	1/3/2011	0.5	Review of art proceeds schedule and prepare response email to Advanta.
Andrew Sagat	1/3/2011	0.7	Prepare for and participate in call with D. Epstein (Advanta) regarding art diligence.
Andrew Sagat	1/6/2011	1.7	Review of art diligence inventories and forms and prepare for and participate in call with D. Epstein (Advanta).
Andrew Sagat	1/11/2011	0.3	Review of other contract claims file.
Andrew Sagat	1/11/2011	0.4	Review of art settlement statements and VGFA invoice.

*Advanta Corp., et al.,
Time Detail by Activity by Professional
January 1, 2011 through January 31, 2011*

Restructuring Actions

Professional	Date	Hours	Activity
Andrew Sagat	1/11/2011	1.3	Review of art diligence responses and prepare for and participate in call with D. Epstein (Advanta) regarding the same.
Andrew Sagat	1/12/2011	0.7	Prepare for and participate in call with D. Epstein (Advanta) regarding de minimis asset sales and related follow-up with FTI.
Andrew Sagat	1/12/2011	0.5	Review of art diligence responses.
Andrew Sagat	1/12/2011	0.3	Prepare for and participate in call with A. Holderer (Advanta) regarding headcount forecast.
Andrew Sagat	1/13/2011	1.3	Review of auto sale information and participate in related discussions and correspondence with Weil, FTI and Advanta.
Andrew Sagat	1/13/2011	1.6	Review of sale prices for office assets and prepare for and participate in meeting with D. Epstein (Advanta) regarding the same.
Andrew Sagat	1/14/2011	0.9	Review of auto sale prices and related correspondence and discussions with FTI.
Andrew Sagat	1/14/2011	1.8	Coordination of values for corporate equipment sales, including review of prices and related research.
Andrew Sagat	1/14/2011	0.6	Research market rates for trustee board members.
Russell Falkenstein	1/14/2011	2.6	Research and valuation of various electronic equipment.
Andrew Sagat	1/18/2011	0.2	Prepare for and participate in call with N. Gordon (Advanta) regarding office equipment sales and art questions and related follow-up.
Andrew Sagat	1/18/2011	0.2	Coordination of Paris sale advice and payment timing.
Andrew Sagat	1/21/2011	0.3	Coordination with Weil and Advanta regarding insurance questions.
Andrew Sagat	1/21/2011	0.6	Review of art settlement statement and proceeds from Paris art sale.
Andrew Sagat	1/24/2011	0.7	Review of asset sale listing.
Andrew Sagat	1/25/2011	0.6	Update art forecast and related correspondence regarding proceeds and exchange rate.
Andrew Sagat	1/26/2011	0.7	Coordination of second Paris sale payment with Advanta and VGFA and reconcile of VGFA past invoices.
Subtotal		19.1	

Travel Time

Professional	Date	Hours	Activity
Andrew Sagat	1/13/2011	2.3	Non-working round-trip travel from New York to Advanta at 50%.

*Advanta Corp., et al.,
Time Detail by Activity by Professional
January 1, 2011 through January 31, 2011*

Travel Time

Professional	Date	Hours	Activity
Andrew Sagat	1/27/2011	1.2	Non-working travel from New York to Advanta at 50%.
Andrew Sagat	1/28/2011	1.1	Non-working travel from Advanta to New York at 50%.
Subtotal		4.6	
Grand Total		115.1	

*Advanta Corp., et al.,
Summary of Expense Detail by Category
January 1, 2011 through January 31, 2011*

<i>Expense Category</i>	<i>Sum of Expenses</i>
Lodging	\$202.39
Meals	\$6.21
Miscellaneous	\$6.53
Transportation	\$437.14
	<i>Total</i> \$652.27

*Advanta Corp., et al.,
Expense Detail by Category
January 1, 2011 through January 31, 2011*

Lodging

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	1/28/2011	\$202.39	Marriott Philadelphia West - 1 night.
Expense Category Total		\$202.39	

Meals

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	1/13/2011	\$6.21	Out of town breakfast - Sagat.
Expense Category Total		\$6.21	

Miscellaneous

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	1/6/2011	\$1.72	Verizon conference call charges.
Andrew Sagat	1/25/2011	\$1.10	Wireless usage charges.
Doug Lewandowski	1/6/2011	\$0.27	Conference call charges.
Doug Lewandowski	1/25/2011	\$3.34	Wireless usage charges.
Joseph Bondi	1/25/2011	\$0.10	Wireless usage charges.
Expense Category Total		\$6.53	

Transportation

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	1/13/2011	\$115.00	Round-trip from NYC to Advanta.
Andrew Sagat	1/13/2011	\$24.84	EZ-Pass charges.
Andrew Sagat	1/22/2011	\$26.54	Fuel.
Andrew Sagat	1/28/2011	\$29.20	PlatePass charges.
Andrew Sagat	1/28/2011	\$241.56	Hertz rental - 2 days.
Expense Category Total		\$437.14	

*Advanta Corp., et al.,
Expense Detail by Category
January 1, 2011 through January 31, 2011*

Grand Total

\$652.27