

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

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

**Objection Deadline: May 5, 2011 at 4:00 p.m.
Hearing Date: September 13, 2011 at 10:00 a.m.**

NOTICE OF FILING OF FINAL FEE APPLICATION

PLEASE TAKE NOTICE that Drinker Biddle & Reath LLP has today filed the attached **Final Fee Application of Latham & Watkins LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors of Advanta Corp. Incurred for the period from November 19, 2009 through February 28, 2011** (the “**Final L&W Application**”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “**Bankruptcy Court**”). The Final L&W Application seeks a final allowance of compensation in the amount of \$6,164,912.25 and reimbursement for actual and necessary expenses incurred by L&W in the amount of \$125,196.77.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Final L&W Application must filed with the Clerk of the Bankruptcy Court , and be served upon and received by: (i) the Debtors , 625 W. Ridge Pike Bldg. E, Suite 105, Conshohocken, PA 19428 (Attn: Amy Holderer); the trustee for the trusts established pursuant to the Debtors’ chapter 11 plan of reorganization, FTI Consulting Inc., 3 Times Square, 10th Floor, New York, NY 10036 (Attn: Andrew Scruton); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert L. Lemons, Esq.); (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, Esq.); (iv) counsel to the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10003 (Attn: Mitchell A. Seider, Esq.) and Drinker Biddle & Reath LLP, 1100 N. Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen, Esq.); and (v) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David Klauder, Esq.) **no later than 4:00 p.m. on May 5, 2011.**

¹ The Debtors in these cases, along with the last four digits of each Debtors’ 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

PLEASE TAKE FURTHER NOTICE that a hearing on the Final L&W Application (the “*Final Fee Hearing*”) is currently scheduled to be held on September 13, 2011 at 10:00 a.m. before the Honorable Kevin J. Carey, Chief Judge, at the Bankruptcy Court, 824 North Market Street 5th Floor, Courtroom 5, Wilmington, Delaware 19801. Only those objections or responses made in writing and timely filed, served and received will be considered by the Bankruptcy Court at the Final Fee Hearing.

IF NO OBJECTIONS TO THE FINAL L&W APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE FINAL L&W APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: April 14, 2011
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801-1254
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

- and -

Mitchell A. Seider
LATHAM & WATKINS LLP
885 Third Avenue, Suite 1200
New York, New York 10022-4834
Telephone: (212) 906-1200
Facsimile: (212) 751-4864

*Counsel for the Official Committee
of Unsecured Creditors*

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**FINAL FEE APPLICATION OF LATHAM & WATKINS LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF ADVANTA CORP. INCURRED
FOR THE PERIOD NOVEMBER 19, 2009 THROUGH FEBRUARY 28, 2011**

Applicant: Latham & Watkins LLP
Professional Services To: The Official Committee of Unsecured Creditors
Date of Retention: Effective November 19, 2009
(Order entered January 15, 2010)
Period For Which Compensation And
Reimbursement Is Sought: November 19, 2009 to February 28, 2011
Amount of Compensation Sought As Actual,
Reasonable And Necessary: \$6,164,912.25²
Amount of Expense Reimbursement Sought
As Actual, Reasonable And Necessary: \$ 125,196.77³

This is an: _____ interim X final application

¹ The Debtors in these cases, along with the last four digits of each Debtors' 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

² This figure does not include the fee auditor's recommended reductions of \$11,430.50 and \$1,320.00 in fees for the First and Second Interim Periods, respectively, which reductions have been agreed to by the Applicant.

³ This figure does not include the fee auditor's recommended reductions of \$510.00 and \$801.17 in expenses for the First and Second Interim Periods, respectively, which reductions have been agreed to by the Applicant.

PRIOR MONTHLY APPLICATIONS

Date Filed	Period Covered	Requested		Approved for Payment		20% Holdback
		Fees	Expenses	Fees	Expenses	
1/20/2010 (Docket No. 168)	11/19/2009-11/30/2008	\$109,783.50	\$18.00	\$87,826.80	\$18.00	\$21,956.70
2/10/2010 (Docket No. 264)	12/1/2009-12/31/2009	\$133,832.00	\$744.59	\$107,065.60	\$744.59	\$26,766.40
3/30/2010 (Docket No. 369)	1/1/2010-1/31/2010	\$342,981.50	\$2,725.47	\$274,385.20	\$2,725.47	\$68,596.30
4/23/2010 (Docket No. 440)	2/1/2010-2/28/2010	\$318,160.50	\$3,858.37	\$254,528.40	\$3,858.37	\$63,632.10
4/29/2010 (Docket No. 454)	3/1/2010-3/31/2010	\$426,353.00	\$13,534.20	\$341,082.40	\$13,534.20	\$85,270.60
6/4/2010 (Docket No. 575)	4/1/2010-4/30/2010	\$289,940.50	\$8,583.09	\$231,952.40	\$8,583.09	\$57,988.10
7/2/2010 (Docket No. 644)	5/1/2010-5/31/2010	\$315,757.00	\$4,859.76	\$252,605.60	\$4,859.76	\$63,151.40
8/13/2010 (Docket No. 731)	6/1/2010-6/2/2010	\$422,064.00	\$7,909.21	\$337,651.20	\$7,909.21	\$84,412.80
9/2/2010 (Docket No. 768)	7/1/2010-7/31/2010	\$470,483.00	\$7,214.88	\$376,386.40	\$7,214.88	\$94,096.60
10/13/2010 (Docket No. 856)	8/1/2010-8/31/2010	\$598,607.75	\$15,313.58	\$478,886.20	\$15,313.58	\$119,721.55
12/1/2010 (Docket No. 965)	9/1/2010-9/30/2010	\$441,173.50	\$26,759.70	\$352,938.80	\$26,759.70	\$88,234.70
12/6/2010 (Docket No. 971)	10/1/2010-10/31/2010	\$585,457.50	\$9,336.96	\$468,366.00	\$9,336.96	\$117,091.50
1/6/2011 (Docket No. 1088)	11/1/2010-11/30/2010	\$596,920.00	\$13,219.92	\$477,536.00	\$13,219.92	\$119,384.00

Date Filed	Period Covered	Requested		Approved for Payment		20% Holdback
		Fees	Expenses	Fees	Expenses	
2/2/2011 (Docket No. 1136)	12/1/2010-12/31/2010	\$419,828.50	\$4,924.16	\$335,862.80	\$4,924.16	\$83,965.70
3/14/2011 (Docket No. 1203)	1/1/2011-1/31/2011	\$283,502.00	\$1,972.33	\$226,801.60	\$1,972.33	\$56,700.40
4/8/2011 (Docket No. 1220)	2/1/2011-2/28/2011	\$410,068.00	\$4,222.55	\$328,054.40	\$4,222.55	\$82,013.60
Total		\$6,164,912.25	\$125,196.77	\$4,931,929.80	\$125,196.77	\$1,232,982.45

PRIOR INTERIM APPLICATIONS

Date Filed	Period Covered	Requested		Approved for Payment	
		Fees	Expenses	Fees	Expenses
5/14/2010 (Docket No. 512)	11/19/2010- 3/31/2010	\$1,331,110.50	\$20,880.63	\$1,319,680.00	\$20,370.63
9/14/2010 (Docket No. 794)	4/1/2010- 7/31/2010	\$1,498,244.50	\$28,566.94	\$1,496,924.50	\$27,765.77
1/10/2011 (Docket No. 1093)	8/1/2010- 11/30/2010	\$2,222,158.75	\$64,630.16	Pending	Pending

**SUMMARY OF TIME AND THE HOURLY RATES CHARGED BY THE
APPLICANT FOR ITS ATTORNEY AND PARALEGAL TIME FOR THE PERIOD
FROM NOVEMBER 19, 2009 THROUGH FEBRUARY 28, 2011**

SUMMARY OF COMPENSABLE TIME¹

Name Of Professional Person	Position of Applicant	Date of Hire	Bar Year	Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Alexander F. Cohen	Partner	1 April 2009	1988	Capital Markets	995.00	5.70	\$ 5,671.50
Blair G. Connelly	Partner	17 October 1994	1994	Insurance Coverage Litigation Securities Litigation and Professional Liability	835.00	3.10	\$ 2,588.50
Brian W. Smith	Partner	19 February 2004	1972	Banking Financial Regulatory	930.00	17.90	\$ 16,647.00
Brynn D. Peltz	Partner	13 April 2009	1989	Financial Regulatory Investment Funds	995.00	2.70	\$ 2,686.50
Brynn D. Peltz	Partner	13 April 2009	1989	Financial Regulatory Investment Funds	960.00	21.10	\$ 20,256.00
Christopher Harris	Partner	25 November 1996	1997	Securities Litigation and Professional Liability	835.00	48.40	\$ 40,414.00
David W. Barby	Partner	6 August 1984	1984	Benefits and Compensation	995.00	8.80	\$ 8,756.00
David W. Barby	Partner	6 August 1984	1984	Benefits and Compensation	960.00	108.00	\$ 103,680.00

¹ This summary table includes services rendered in 2009, 2010 and 2011. If there is one line in the chart for a given professional (not including travel time), then the services could have been billed in 2009, 2010 or 2011. If that professional's billing rate did not change from 2009, 2010 or 2011, services could have been rendered in either or all time periods. If there are two or three lines for a given professional (not including travel time), the first line indicates services rendered and rates from and after January 1, 2011, the second line indicates services rendered and rates applicable during 2010 and the third line indicates services rendered and rates applicable during 2009. If a professional billed to travel time, the same format applies so that a professional who billed working time and travel time in 2009, 2010 and 2011, has six entries in this Summary of Compensable Time. Please consult the Monthly Fee Applications for questions about individual professionals.

Name Of Professional Person	Position of Applicant	Date of Hire	Bar Year	Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
David Raab	Partner	10 October 1988	1994	Transactional Tax	995.00	245.20	\$ 243,974.00
Ellen L. Marks	Partner	9 September 1991	1991	Structured Finance and Securitization	885.00	17.90	\$ 15,841.50
Jed Brickner	Partner	1 July 1980	1993	Benefits and Compensation	995.00	13.70	\$ 13,631.50
Jed Brickner	Partner	1 July 1980	1993	Benefits and Compensation	990.00	84.20	\$ 83,358.00
Jennifer S. Perkins	Partner	29 September 1997	1998	Mergers & Acquisitions	860.00	13.30	\$ 11,438.00
Joel Hale Trotter	Partner	2 November 1998	1995	Mergers & Acquisitions	885.00	8.90	\$ 7,876.50
John D. Shyer	Partner	13 May 1985	1982	Benefits and Compensation	990.00	7.20	\$ 7,128.00
Joseph M. Kronsoble	Partner	16 September 1991	1991	Transactional Tax	930.00	0.90	\$ 837.00
Mitchell A. Seider	Partner	31 March 2004	1987	Restructuring, Insolvency and Workouts	995.00	1.80	\$ 1,791.00
Mitchell A. Seider	Partner	31 March 2004	1987	Restructuring, Insolvency and Workouts	990.00	59.20	\$ 58,608.00
Mitchell A. Seider	Partner	31 March 2004	1987	Restructuring, Insolvency and Workouts	950.00	38.00	\$ 36,100.00
Robert A. Zuccaro	Partner	19 June 1998	1983	Capital Markets	995.00	17.40	\$ 17,313.00
Robert A. Zuccaro	Partner	19 June 1998	1983	Capital Markets	960.00	25.90	\$ 24,864.00
Robert J. Malioneck	Partner	28 September 1998	1997	Securities Litigation and Professional Liability	810.00	44.90	\$ 36,369.00
Robert J. Malioneck	Partner	28 September 1998	1997	Securities Litigation and Professional Liability	780.00	549.50	\$ 428,610.00
Roger G. Schwartz	Partner	14 September	1997	Restructuring, Insolvency and	920.00	199.40	\$ 183,448.00

Name Of Professional Person	Position of Applicant	Date of Hire	Bar Year	Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
		2009		Workouts			
Roger G. Schwartz	Partner	14 September 2009	1997	Restructuring, Insolvency and Workouts	885.00	1,068.20	\$ 945,357.00
Roger G. Schwartz	Partner	14 September 2009	1997	Restructuring, Insolvency and Workouts	850.00	45.80	\$ 38,930.00
Roger G. Schwartz	Partner	14 September 2009	1997	Restructuring, Insolvency and Workouts	460.00	2.30	\$ 1,058.00
Roger G. Schwartz	Partner	14 September 2009	1997	Restructuring, Insolvency and Workouts	422.50	6.30	\$ 2,787.75
Senet S. Bischoff	Partner	18 October 1999	2000	Capital Markets	805.00	0.30	\$ 241.50
Alexandra A. Roje	Counsel	26 July 2004	2000	Insurance Coverage Litigation	785.00	14.30	\$ 11,225.50
Alexandra A. Roje	Counsel	26 July 2004	2000	Insurance Coverage Litigation	755.00	28.60	\$ 21,593.00
Pandora D. Strasler Vitkowsky	Counsel	15 October 2007	1997	Banking	755.00	3.50	\$ 2,642.50
Aaron M. Singer	Associate	12 November 2007	2008	Restructuring, Insolvency and Workouts	600.00	296.80	\$ 178,080.00
Aaron M. Singer	Associate	12 November 2007	2008	Restructuring, Insolvency and Workouts	550.00	1,478.40	\$ 813,120.00
Aaron M. Singer	Associate	12 November 2007	2008	Restructuring, Insolvency and Workouts	475.00	104.00	\$ 49,400.00
Aaron M. Singer	Associate	12 November 2007	2008	Restructuring, Insolvency and Workouts	300.00	3.00	\$ 900.00
Aaron M. Singer	Associate	12 November 2007	2008	Restructuring, Insolvency and Workouts	275.00	4.10	\$ 1,127.50
Adam J. Goldberg	Associate	11 October 2006	2007	Restructuring, Insolvency and Workouts	640.00	1.50	\$ 960.00

Name Of Professional Person	Position of Applicant	Date of Hire	Bar Year	Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Adam J. Goldberg	Associate	11 October 2006	2007	Restructuring, Insolvency and Workouts	575.00	687.40	\$ 395,255.00
Adam J. Goldberg	Associate	11 October 2006	2007	Restructuring, Insolvency and Workouts	530.00	34.90	\$ 18,497.00
Adam J. Goldberg	Associate	11 October 2006	2007	Restructuring, Insolvency and Workouts	287.50	7.00	\$ 2,012.50
Angie S. Foster	Associate	4 September 2007	2004	Real Estate	670.00	1.90	\$ 1,273.00
Annemarie V. Tackenberg	Associate	14 December 2009	2010	Restructuring, Insolvency and Workouts	435.00	19.90	\$ 8,656.50
Austin Ozawa	Associate	8 October 2007	2008	Benefits and Compensation	630.00	53.30	\$ 33,579.00
Austin Ozawa	Associate	8 October 2007	2008	Benefits and Compensation	580.00	188.80	\$ 109,504.00
Blake Denton	Associate	19 October 2009	2008	Unassigned	495.00	18.10	\$ 8,959.50
Catherine M. Martin	Associate	8 October 2007	2008	Restructuring, Insolvency and Workouts	600.00	130.20	\$ 78,120.00
Catherine M. Martin	Associate	8 October 2007	2008	Restructuring, Insolvency and Workouts	550.00	514.40	\$ 282,920.00
Catherine M. Martin	Associate	8 October 2007	2008	Restructuring, Insolvency and Workouts	475.00	41.60	\$ 19,760.00
Catherine M. Martin	Associate	8 October 2007	2008	Restructuring, Insolvency and Workouts	300.00	3.00	\$ 900.00
Christopher D. Blickley	Associate	27 October 2008	2008	Unassigned	495.00	69.40	\$ 34,353.00
Christopher D. Blickley	Associate	27 October 2008	2008	Unassigned	425.00	12.70	\$ 5,397.50
Eli Kay-Oliphant	Associate	3 November 2008	2006	Securities Litigation and Professional Liability	615.00	128.30	\$ 78,904.50
Evan R. Thor	Associate	29 September	2009	Unassigned	495.00	67.90	\$ 33,610.50

Name Of Professional Person	Position of Applicant	Date of Hire	Bar Year	Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
		2008					
Evan R. Thor	Associate	29 September 2008	2009	Unassigned	425.00	7.10	\$ 3,017.50
Heather M. Degregorio	Associate	17 September 2007	2008	Corporate	600.00	24.40	\$ 14,640.00
Jason C. Hegt	Associate	14 December 2009	2010	Securities Litigation and Professional Liability	435.00	122.80	\$ 53,418.00
Jason M. Casey	Associate	May 19 2003	2004	Securities Litigation and Professional Liability	645.00	337.40	\$ 217,623.00
Jocelyn F. Noll	Associate	8 March 2006	2002	Transactional Tax	765.00	14.00	\$ 10,710.00
Jocelyn F. Noll	Associate	8 March 2006	2002	Transactional Tax	755.00	169.30	\$ 127,821.50
Jocelyn F. Noll	Associate	8 March 2006	2002	Transactional Tax	695.00	5.90	\$ 4,100.50
Jennifer E. Glasser	Associate	4 January 2010	2010	Securities Litigation and Professional Liability	515.00	53.80	\$ 27,707.00
Jennifer E. Glasser	Associate	4 January 2010	2010	Securities Litigation and Professional Liability	435.00	557.10	\$ 242,338.50
Justin A. Levy	Associate	18 October 2010	2010	Unassigned	450.00	39.40	\$ 17,730.00
Kelli G. Sussman	Associate	14 December 2009	2009	Securities Litigation and Professional Liability	435.00	390.70	\$ 169,954.50
Kenneth Rock	Associate	14 December 2009	2010	Securities Litigation and Professional Liability	515.00	21.00	\$ 10,815.00
Kenneth Rock	Associate	14 December 2009	2010	Securities Litigation and Professional Liability	435.00	350.10	\$ 152,293.50

Name Of Professional Person	Position of Applicant	Date of Hire	Bar Year	Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Kevin Kay	Associate	13 September 2010	2010	Unassigned	450.00	6.20	\$ 2,790.00
Kimberley M. Coppola	Associate	15 November 2010	--	Unassigned	450.00	10.60	\$ 4,770.00
Kyle L. Wallace	Associate	16 November 2009	2009	Unassigned	495.00	17.10	\$ 8,464.50
Matthew R.H. Barblan	Associate	14 December 2009	2010	Unassigned	435.00	24.00	\$ 10,440.00
Melinda C. Franek	Associate	11 October 2006	2001	Restructuring, Insolvency and Workouts	645.00	272.50	\$ 175,762.50
Melissa R.H. Hall	Associate	27 February 2006	2001	Financial Regulatory	670.00	215.40	\$ 144,318.00
Melissa R.H. Hall	Associate	27 February 2006	2001	Financial Regulatory	620.00	50.60	\$ 31,372.00
Min Shi	Associate	14 December 2009	2010	Unassigned	435.00	54.80	\$ 23,838.00
Nicholas C. Yunes	Associate	18 September 2006	2006	Mergers & Acquisitions	575.00	11.50	\$ 6,612.50
Orly C. Morgenstern	Associate	22 December 2008	2008	Transactional Tax	505.00	38.50	\$ 19,442.50
Samuel Ochieng Ollunga	Associate	9 August 2010	2009	Capital Markets	550.00	13.70	\$ 7,535.00
Tristan Tyler	Associate	8 October 2007	2008	Corporate	550.00	16.10	\$ 8,855.00
William J. Rinner	Associate	May 19 2008	2009	Unassigned	435.00	8.50	\$ 3,697.50
Damon Gaynair	Paralegal	1 October 1995	--	Litigation	285.00	3.40	\$ 969.00
Damon Gaynair	Paralegal	1 October 1995	--	Litigation	275.00	54.70	\$ 15,042.50
George J. Lofaso	Paralegal	14 February 1997	--	Corporate	335.00	9.00	\$ 3,015.00

Name Of Professional Person	Position of Applicant	Date of Hire	Bar Year	Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
George J. Lofaso	Paralegal	14 February 1997	--	Corporate	320.00	2.20	\$ 704.00
Kelly O'Callaghan	Paralegal	28 June 2010	--	Corporate	185.00	7.60	\$ 1,406.00
Lauren S. Gaskill	Paralegal	11 May 2007	--	Finance	190.00	92.40	\$ 17,556.00
Lauren S. Gaskill	Paralegal	11 May 2007	--	Finance	185.00	19.80	\$ 3,663.00
Lawrence L. Henderson	Paralegal	17 February 2004	--	Litigation	245.00	3.40	\$ 833.00
Neil S. Klein	Paralegal	2 July 2007	--	Litigation	190.00	13.90	\$ 2,641.00
Sarita Chalen	Paralegal	2 September 2003	--	Finance	240.00	0.30	\$ 72.00
Sarita Chalen	Paralegal	2 September 2003	--	Finance	230.00	104.00	\$ 23,920.00
Sarita Chalen	Paralegal	2 September 2003	--	Finance	220.00	5.00	\$ 1,100.00
Yelizaveta Lozovatskaya	Paralegal	26 July 2010	--	Finance	185.00	28.00	\$ 5,180.00
Yelizaveta Lozovatskaya	Paralegal	26 July 2010	--	Finance	180.00	54.40	\$ 9,792.00
Jeremy M. Alexander	Summer Clerk	24 May 2010	--	Unassigned	370.00	15.30	\$ 5,661.00
Robert S. Ruff III	Summer Clerk	24 May 2010	--	Unassigned	370.00	15.10	\$ 5,587.00
David F McElhoe	Summer Clerk	24 May 2010	--	Unassigned	370.00	11.80	\$ 4,366.00
Adria Hirsch	Professional Staff	15 November 2010	--	Library	295.00	0.80	\$ 236.00
Alicia Do	Professional Staff	13 September 2010	--	Technology	220.00	4.70	\$ 1,034.00
Amadou Sarr	Professional Staff	3 November 2010	--	Technology	250.00	3.60	\$ 900.00
Barbara A.	Professional	6 January	--	Library	285.00	2.40	\$ 684.00

Name Of Professional Person	Position of Applicant	Date of Hire	Bar Year	Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Micgiel	Staff	1997					
Daniel Torba	Professional Staff	30 May 2006	--	Technology	250.00	14.70	\$ 3,675.00
Jason Park	Professional Staff	16 February 2010	--	Technology	220.00	2.50	\$ 550.00
Jessica Perazelli	Professional Staff	12 July 2010	2007	Discovery Services Attorney	475.00	2.40	\$ 1,140.00
Karen O'Donnell	Professional Staff	3 May 2004	--	Library	285.00	0.80	\$ 228.00
Lauren Carambot	Professional Staff	11 January 2010	--	Technology	250.00	5.80	\$ 1,450.00
Maria T. Hernandez	Professional Staff	3 May 2010	--	Library	275.00	0.70	\$ 192.50
Maria T. Hernandez	Professional Staff	3 May 2010	--	Library	265.00	1.30	\$ 344.50
Minuchkaina Sainvil	Professional Staff	4 February 2002	--	Technology	250.00	1.00	\$ 250.00
Plinio Almedia	Professional Staff	28 March 2005	--	Technology	250.00	1.90	\$ 475.00
Rachel Feld	Professional Staff	7 January 2008	2010	Staff Attorney	145.00	0.50	\$ 72.50
Tamera Goodman	Professional Staff	1 June 2010	--	Technology	250.00	1.00	\$ 250.00
Saraia Guerra	Professional Staff	14 July 2008	--	Technology	250.00	0.30	\$ 75.00
Sharika K. De Freitas	Professional Staff	6 August 2007	--	Unassigned	220.00	2.00	\$ 440.00
Yevganiya Zamostina	Professional Staff	12 March 2007	--	Technology	220.00	1.50	\$ 330.00
Total						9,899.70	\$6,164,912.25

COMPENSATION BY PROJECT CATEGORY

Matter	Project Category	Total Hours	Fees
0001	Case Administration	526.20	\$277,486.50
0002	Committee Meetings	384.30	\$266,664.50
0003	Review and Summary of Pleadings	327.90	\$206,130.50
0004	Tax	653.20	\$496,818.00
0005	FDIC and Regulatory	354.70	\$229,253.00
0006	Professional Retention	122.90	\$68,007.00
0007	Securitization	13.00	\$9,562.00
0008	Asset Sales	115.40	\$76,023.50
0009	Plan and Disclosure Statement	1410.30	\$982,583.00
0010	Meetings with Committee Professionals, Hearings	165.90	\$107,397.00
0011	Meetings with Other Parties	295.70	\$202,859.00
0012	Non Working Travel Time ¹	43.70	\$20,035.75
0013	Draft and Revise Pleadings and Documents	303.80	\$178,334.00
0014	Claims Analysis and Research	700.50	\$398,576.50
0015	Fee Application and Preparation	330.30	\$141,292.00
0016	FDIC Adversary Proceedings	1,385.50	\$861,228.00
0017	Claims Analysis and Employee Claims	1,344.50	\$817,984.00
0018	Plan Contested Matters, Adversary Proceeding	1,422.10	\$824,678.00
Total		9,899.70	\$6,164,912.25
Less Fee Auditor Reduction from First Interim Fee Order			(11,430.50)
Less Fee Auditor Reduction from Second Interim Fee Order			(1,320.00)
Grand Total			\$6,152,161.75

¹ Non Working Travel Time was billed in accordance with the Local Rule 2016-2.

EXPENSE SUMMARY

Expense Category	Total Expenses
Airfare and Trainfare – Out of Town	\$6,770.60
Binding	\$84.00
Calling Card	\$2.42
Docket Research	\$44.80
Document Copies	\$6.50
Document Preparation	\$1,290.00
Federal Express	\$161.95
Global Document Support	\$3,114.00
Ground Transportation – Out of Town	\$483.75
Ground Transportation – Local	\$6,232.98
Lexis	\$15,617.90
Meal Services	\$11,594.23
Meals – Out of Town	\$184.27
Meals – Local	\$1,489.59
Other Database Research	\$5,130.89
Outside Services (Non-Attorney)	\$1,462.29
Overtime	\$225.00
Parking	\$8.00
Photocopying	\$12,590.53
Postage	\$11.23
Scanning	\$54.90
Technology Services	\$20.00
Telephone	\$2,591.16
Transcripts	\$25,225.55
Trip Expenses – Out of Town	\$455.04
Westlaw	\$30,345.19
Total	\$125,196.77
Less Fee Auditor Reduction from First Interim Fee Order	(510.00)
Less Fee Auditor Reduction from Second Interim Fee Order	(801.17)
Total Expenses	\$123,885.60

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

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

**FINAL FEE APPLICATION OF LATHAM & WATKINS LLP
FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS COUNSEL
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITOR
FOR THE PERIOD FROM NOVEMBER 19, 2009 THROUGH FEBRUARY 28, 2011**

Latham & Watkins LLP (the “**Applicant**” or “**L&W**”), counsel to the official committee of unsecured creditors (the “**Committee**”) in the chapter 11 bankruptcy cases of the above captioned debtors and debtors-in-possession (the “**Debtors**”), hereby submits its *Final Fee Application of Latham & Watkins LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel For The Official Committee of Unsecured Creditors From November 19, 2009 through February 28, 2011* (the “**Final L&W Application**”), and respectfully represents and alleges:

INTRODUCTION

1. Applicant makes this Final L&W Application for payment of professional services rendered and expenses incurred in its representation of the Committee as provided under §§ 330 and 331 of title 11 of the United States Code (“**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (“**Bankruptcy Rules**”), the applicable local rules of this

¹ The Debtors in these cases, along with the last four digits of each Debtors’ 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

Court (the “**Local Rules**”), the *Order Implementing Certain Procedures for the Interim Compensation and Reimbursement of Professionals* (“**Interim Compensation Order**”) entered December 3, 2009 [Docket No. 102], and the *Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Payment of Compensation and Reimbursement of Professionals and Members of Official Committees and Consideration of Fee Applications* entered February 4, 2010 [Docket No. 249].

2. Applicant, in its Final L&W Application, seeks an award of compensation in the amount of \$6,164,912.25 for 9,899.70 hours of professional services rendered from November 19, 2009 through and including February 28, 2011 (the “**Compensation Period**”); and reimbursement of disbursements actually and necessarily incurred in the amount of \$125,196.77 during the Compensation Period.

BACKGROUND

3. On November 8, 2009 and November 20, 2009 (as applicable, the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”).

4. On November 19, 2009, the Committee was formed and on November 24, 2009, the United States Trustee for the District of Delaware filed a Notice of Appointment of the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

5. This Court approved the Committee’s retention of L&W nunc pro tunc to November 19, 2009 by the order dated January 15, 2010 [Docket No. 163] (the “**Retention Order**”).

6. On May 14, 2010, the Applicant filed the First Interim Application for Compensation of Latham & Watkins LLP for the period November 19, 2009 to March 31, 2010

(the “**First Interim Period**”) requesting legal fees in the amount of \$1,331,110.50 and \$20,880.63 in expenses [Docket No. 512] (the “**First Interim Fee Application**”).

7. On October 26, 2010 this Court entered an Order [Docket No. 879] granting the First Interim Fee Application and awarded the sum of \$1,319,680.00 in legal fees and \$20,370.63 in expenses. The Order granting the First Interim Fee Application is incorporated herein by reference.

8. On September 14, 2010, the Applicant filed the Second Interim Application for Compensation of Latham & Watkins LLP for the period April 1, 2010 to July 31, 2010 (the “**Second Interim Period**”) requesting legal fees in the amount of \$1,498,244.50 and \$28,566.94 in expenses [Docket No. 794] (the “**Second Interim Fee Application**”).

9. On February 8, 2011 this Court entered an Order [Docket No. 1150] granting the Second Interim Fee Application and awarded the sum of \$1,496,924.50 in legal fees and \$27,765.77 in expenses. The Order granting the Second Interim Fee Application is incorporated herein by reference.

10. On January 10, 2011, the Applicant filed the Third Interim Application for Compensation of Latham & Watkins LLP for the period August 1, 2010 to November 30, 2010 requesting legal fees in the amount of \$2,222,158.75 and \$64,630.16 in expenses [Docket No. 1093] (the “**Third Interim Fee Application**”).

11. On, February 2, 2011 the Applicant filed the Fourteenth Monthly Fee Application of Latham & Watkins LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Committee for the Period from December 1, 2010 through December 31, 2010 requesting legal fees in the amount of \$419,828.50 and \$4,924.16 in expenses [Docket No. 1136] (the “**Fourteenth Monthly Fee Application**”).

12. On, March 14, 2011 the Applicant filed the Fifteenth Monthly Fee Application of Latham & Watkins LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Committee for the Period from January 1, 2010 through January 31, 2010 requesting legal fees in the amount of \$283,502.00 and \$1,972.33 in expenses [Docket No. 1203] (the “**Fifteenth Monthly Fee Application**”).

13. On, April 8, 2011 the Applicant filed the Sixteen Monthly Fee Application of Latham & Watkins LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Committee for the Period from February 1, 2010 through February 28, 2010 requesting legal fees in the amount of \$410,068.00 and \$4,222.55 in expenses [Docket No. 1220] (the “**Sixteenth Monthly Fee Application**”).

14. The hearing on the Third Interim Fee Application, Fourteenth Monthly Fee Application, Fifteenth Monthly Fee Application and Sixteenth Monthly Fee Application is scheduled concurrently with the hearing on this Final L&W Application. Accordingly, the Third Interim Fee Application, Fourteenth Monthly Fee Application, Fifteenth Monthly Fee Application, and Sixteenth Monthly Fee Application will be presented to the Court for its consideration at the same time as this Final L&W Application. The Third Interim Fee Application, Fourteenth Monthly Fee Application, Fifteenth Monthly Fee Application and Sixteenth Monthly Fee Application are incorporated herein by reference.

JURISDICTION

15. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

TERMS AND CONDITINOS OF COMPENSATION

16. Subject to Bankruptcy Court approval, L&W seeks payment for compensation on an hourly basis, plus reimbursement of actual, necessary expenses incurred by L&W during the Compensation Period. The rates charged by L&W for its services rendered to the Committee in these Chapter 11 Cases are consistent with the rates L&W charges other clients in chapter 11 cases for services rendered by the professionals and paraprofessionals rendering services to the Committee.²

17. L&W's hourly rates are set at a level designed to fairly compensate L&W for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

18. By the Final L&W Application, L&W requests final allowance and payment of all compensation and reimbursement of expenses sought in this application including the First Interim Fee Application, the Second Interim Fee Application, the Third Interim Fee Application, Fourteenth Monthly Fee Application, Fifteenth Monthly Fee Application, and Sixteenth Monthly Fee Application filed in these Chapter 11 Cases by L&W, which interim and monthly applications are incorporated herein by reference. Accordingly, L&W requests final allowance and payment of legal fees in the amount of \$6,164,912.25 and reimbursement for actual and necessary expenses in the amount of \$125,196.77 for an aggregate of \$6,290,109.02 for the period of November 19, 2009 through February 28, 2011.

² The Retention Order provides that L&W, without first petitioning the Court, will not charge an hourly rate for any of its attorneys or personnel of more than \$1,000.00 per hour.

19. As set forth in the First Interim Fee Application approved by the order entered on entered on October 26, 2010 [Docket No. 879], L&W rendered 2,088.70 hours of professional services for the period from November 19, 2009 through March 31, 2010, resulting in legal fees in the amount of \$1,331,110.50 and associated reasonable and necessary expenses in the amount of \$20,880.63.³

20. As set forth in the Second Interim Fee Application approved by the order entered on entered on February 8, 2011 [Docket No. 794], L&W rendered 2,379.10 hours of professional services for the period from April 1, 2010 through July 31, 2010, resulting in legal fees in the amount of \$1,498,244.50 and associated reasonable and necessary expenses in the amount of \$28,566.94.⁴

21. As set forth in **Exhibit A**, the Third Interim Fee Application, L&W rendered 3,671.30 hours of professional services for the period from August 1, 2010 through November 30, 2010, resulting in legal fees in the amount of \$2,222,158.75 and associated reasonable and necessary expenses in the amount of \$64,630.16.

22. As set forth in **Exhibit B**, the Fourteenth Fee Application, L&W rendered 719.10 hours of professional services for the period from December 1, 2010 through December 31, 2010, resulting in legal fees in the amount of \$419,828.50 and associated reasonable and necessary expenses in the amount of \$4,924.16.

23. As set forth in **Exhibit C**, the Fifteenth Fee Application, L&W rendered 418.3 hours of professional services for the period from January 1, 2011 through January 31, 2011,

³ These figures do not include the fee auditor's recommended reductions of \$11,430.50 in fees and \$510.00 in expenses for the First Interim Period, which reductions have been agreed to by the Applicant.

⁴ These figures do not include the fee auditor's recommended reductions of \$1,320.00 in fees and \$801.17 in expenses for the Second Interim Period, which reductions have been agreed to by the Applicant.

resulting in legal fees in the amount of \$283,502.00 and associated reasonable and necessary expenses in the amount of \$1,972.33.

24. As set forth in **Exhibit D**, the Sixteenth Fee Application, L&W rendered 623.20 hours of professional services for the period from February 1, 2011 through February 28, 2011, resulting in legal fees in the amount of \$410,068.00 and associated reasonable and necessary expenses in the amount of \$4,222.55.

25. Applicant is seeking compensation pursuant to the Final L&W Application for services performed on behalf of or for the Committee in connection with the Chapter 11 Cases, and not on behalf of any other person or entity.

26. Applicant has received no payment or promise for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the Chapter 11 Cases, other than promises of payment from the Debtors' estates to the extent payment of compensation and reimbursement of expenses incurred is approved by this Court. There is no agreement or understanding between Applicant and any other person for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

27. This is L&W's final application.

SUMMARY OF SERVICES RENDERED

28. During the Compensation Period, Applicant provided significant professional services to the Committee in connection with the Chapter 11 Cases. These services included, among other things:

- (a) advising the Committee with respect to its rights, duties and powers in these Chapter 11 cases;
- (b) assisting and advising the Committee in its discussions and consultations with the Debtors and other parties in interest regarding the administration of these Chapter 11 cases;

- (c) assisting the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure and in negotiating with holders of claims and equity interests;
- (d) assisting the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and of the operation of the Debtors' businesses and affairs;
- (e) assisting the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the assumption or rejection of certain leases of non-residential real property and executory contracts, asset dispositions, financing of other transactions and the terms of one or more plans of reorganization for the Debtors and accompanying disclosure statements and related plan documents;
- (f) assisting and advising the Committee as to its communications to the general creditor body regarding significant matters in these Chapter 11 Cases;
- (g) representing the Committee at all hearings held before this Court and other proceedings and communicating with the Committee regarding the matters heard and the issues raised as well as the decisions and considerations of this Court;
- (h) reviewing and analyzing all motions, applications, orders, statements of operations and schedules filed with the Court and advising the Committee as to their necessity, propriety and impact upon the interests of unsecured creditors in these cases, and to the extent deemed appropriate by the Committee supporting, joining or objecting to pleadings or orders on behalf of the Committee;
- (i) assisting with and preparing, on behalf of the Committee, any pleadings, including without limitation, applications, motions, memoranda, proposed orders, complaints, adversary complaints, objections or comments in connection with any of the foregoing, as required in support of positions taken by the Committee, including all trial preparation as necessary;
- (j) advising and assisting the Committee with respect to any regulatory or governmental activities;
- (k) investigating and analyzing any claims against the Debtors' non-debtor affiliates;

- (l) conferring with the professionals retained by the Debtors and other parties in interest, as well as with such other professionals as may have been selected and employed by the Committee; and
- (m) performing such other legal services as may have been required or otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

CALCULATION OF TIME AND FEES

29. The Compensation Period covers the period from November 19, 2009 through February 28, 2011. All professional services for which compensation is requested herein, and all reimbursement for expenses incurred, have been for services directly related to the Chapter 11 Cases and were rendered for the benefit of the Committee. No agreement or understanding exists between L&W and any other person for the sharing of compensation received or to be received in connection with these cases, other than as disclosed or authorized pursuant to 11 U.S.C. §§ 327, 328, 330 and 331.

30. As set forth in the attached exhibits, L&W's attorneys and paralegals have spent a total of 9,899.70 hours providing necessary legal services for the Committee. As a result, they request compensation in the amount of \$6,164,912.25 for actual, necessary legal services performed. In addition, L&W has expended the sum of \$125,196.77 for actual, necessary expenses incurred in representing the Committee.

31. In preparing this Final L&W Application, L&W has calculated the amount of time spent by each attorney and paralegal in performing actual, necessary legal services for the Committee. The data used came directly from computer printouts which are kept on each L&W client. The hourly rates charged are the hourly rates charged by L&W to its non-bankruptcy and

bankruptcy clients.⁵ L&W worked to avoid any duplication of efforts between parties, and in instances where more than one attorney billed for a project, there was a need for multiple attorneys' involvement.

32. No compensation has been promised to L&W other than as disclosed to or approved by this Court. L&W certifies that there is no agreement between it and any other party regarding the sharing of fees except with L&W's partners, and L&W has not discussed or negotiated the amount of its fees with any party except its clients. Finally, L&W represents that it is and remains a disinterested party and does not hold any adverse relationship with these estates.

33. It is Applicant's policy to charge its clients in all areas of practice for identifiable non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client.

34. Applicant has worked closely with the Committee, the Committee's advisors, and other professionals in the Chapter 11 Cases to avoid unnecessary duplication of the services charged to the Committee.

NOTICE

35. Notice of this Final L&W Application has been given to the "Notice Parties" as defined in the Interim Compensation Order.

NO PRIOR REQUEST

36. No prior request for the relief sought in this Final L&W Application has been made to this or any other court.

⁵ The Retention Order provides that L&W, without first petitioning the Court, will not charge an hourly rate for any of its attorneys or personnel of more than \$1,000.00 per hour.

WHEREFORE, L&W respectfully requests this Court, pursuant to section 330 of the Bankruptcy Code, after notice and hearing, enter a final order: (i) allowing final compensation to L&W in the amount of \$6,164,912.25 for actual, reasonable and necessary professional services rendered on behalf of the Committee during the Compensation Period; (ii) allowing final compensation to L&W in the amount of \$125,196.77 for actual, reasonable and necessary expenses incurred during the Compensation Period; (iii) authorizing and directing the Debtors (and their successors in interest) to pay to L&W any portion of the foregoing allowed fees and expenses not previously paid; (iv) providing that all of the foregoing fees and expenses shall be treated as administrative expense claims pursuant to 11 U.S.C. § 503(b); and (v) granting L&W such other and further relief as may be just and proper.

Dated: April 14, 2011
Wilmington, Delaware

/s/ Mitchell A. Seider
Mitchell A. Seider
LATHAM & WATKINS LLP
885 Third Avenue, Suite 1200
New York, New York 10022-4834
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
E-mail: Mitchell.Seider@lw.com

*Counsel for the Official Committee
of Unsecured Creditors*

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

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

CERTIFICATION OF MITCHELL A. SEIDER

I, Mitchell A. Seider, an attorney admitted to practice before the courts of the States of Texas and New York, certify that:

1. I am a partner at the law firm of Latham & Watkins LLP, counsel for the Official Committee of Unsecured Creditors (the “**Committee**”).

2. I have read the *Final Fee Application of Latham & Watkins LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from November, 19 2009 through and including February 28, 2011* (the “**Application**”), and know the contents thereof. The same is true to the best of my knowledge. I am generally familiar with all work performed on behalf of the Committee by the attorneys and para-professionals in the firm of Latham & Watkins LLP.

3. I have read the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), and I certify that the Application substantially complies with the Local Rules.

Dated: April 14, 2011
New York, New York

/s/ Mitchell A. Seider
Mitchell A. Seider
LATHAM & WATKINS LLP
885 Third Avenue, Suite 1200
New York, New York 10022-4834

Exhibit A

**Third Interim Application for the Period
August 1, 2010 through November 30, 2010**

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

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

**Objection Deadline: January 31, 2011 at 4:00 p.m.
Hearing Date: TBD**

NOTICE OF INTERIM FEE APPLICATION REQUEST

Name of applicant (the “*Applicant*”): Latham & Watkins LLP

Authorized to provide professional services to: Official Committee of Unsecured Creditors

Date of retention: November 19, 2009

Period for which compensation and reimbursement is sought: August 1, 2010 through November 30, 2010

Amount of compensation sought as actual, reasonable and necessary: \$2,222,158.75

Amount of expense reimbursement sought as actual, reasonable and necessary: \$64,630.16

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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801. Additional information regarding the Debtors’ business and the background relating to events leading up to these chapter 11 cases can be found in 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 Debtors filed their petitions (the “*Commencement Date*”) under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”). As of the Commencement Date, 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.

This is (a)n: X interim _____ final application
 Summary of fee applications for the compensation period:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
10/13/2010	08/01/2010-08/31/2010	\$598,607.75	\$15,313.58	\$ 478,886.20	\$15,313.58
12/01/2010	09/01/2010-09/30/2010	\$441,173.50	\$26,759.70	\$ 352,938.80	\$26,759.70
12/06/2010	10/01/2010-10/31/2010	\$585,457.50	\$ 9,336.96	\$ 468,366.00	\$ 9,336.96
01/06/2011	11/01/2010-11/30/2010	\$596,920.00	\$13,219.92	\$ 477,536.00	\$13,219.92

Summary of any objections to fee applications:

Date of Fee Application	Date of Objection	Total Fees Subject to Objection	Total Expenses Subject to Objection
N/A			

PLEASE TAKE NOTICE that, pursuant to the Court’s 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, dated 12/03/2009 (Docket No. 102) (the **“Interim Compensation Order”**), objections, if any, to this Interim Fee Application² must be filed with the Court and served on the Applicant at the address set forth below and the Notice Parties so as to be received by so as to be received **by or before 4:00 p.m. (E.T.) on January 31, 2011**.. If no timely objections are filed to the Interim Fee Application, the Court, in accordance with the terms of the Interim Compensation Order, may enter an order granting the Interim Fee Application without a hearing.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Interim Compensation Order.

Dated: January 10, 2011
Wilmington, Delaware

Respectfully Submitted,

/s/ Mitchell A. Seider
Mitchell A. Seider
Roger G. Schwartz
LATHAM & WATKINS LLP
885 Third Avenue, Suite 1200
New York, New York 10022-4834
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
E-mail: Mitchell.Seider@lw.com
Roger.Schwartz@lw.com

Attorneys For The Official Committee
of Unsecured Creditors

Exhibit B

**Monthly Application for the Period
December, 2010 through December 31, 2010**

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

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

**Objection Deadline: February 23, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed**

**FOURTEENTH MONTHLY APPLICATION OF LATHAM & WATKINS LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

Name of Applicant: Latham & Watkins LLP

Authorized to Provide Professional Services to: the Official Committee of Unsecured Creditors

Date of Retention: nunc pro tunc to November 19, 2009

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

Amount of Compensation sought as actual,
reasonable, and necessary: \$335,862.80 (80% of \$419,828.50)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$ 4,924.16

This is an: X interim final application

¹ The Debtors in these cases, along with the last four digits of each Debtors' 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
01/20/2010	11/19/2009 - 11/30/2009	\$ 109,783.50	\$ 18.00	\$ 109,783.50	\$ 18.00
02/10/2010	12/01/2009 - 12/31/2009	\$ 133,832.00	\$ 744.59	\$ 133,832.00	\$ 744.59
03/30/2010	01/01/2010 - 01/31/2010	\$ 342,981.50	\$ 2,725.47	\$ 342,981.50	\$ 2,725.47
04/23/2010	02/01/2010 - 02/28/2010	\$ 318,160.50	\$ 3,858.37	\$ 318,160.50	\$ 3,858.37
04/29/2010	03/01/2010 - 03/31/2010	\$ 426,353.00	\$ 13,534.20	\$ 426,353.00	\$ 13,534.20
06/04/2010	04/01/2010 - 04/30/2010	\$ 289,940.50	\$ 8,583.09	\$ 231,952.40	\$ 8,583.09
07/02/2010	05/01/2010 - 05/31/2010	\$ 315,757.00	\$ 4,859.76	\$ 252,605.60	\$ 4,859.76
08/13/2010	06/01/2010 - 06/30/2010	\$ 422,064.00	\$ 7,909.21	\$ 337,651.20	\$ 7,909.21
09/02/2010	07/01/2010 - 07/31/2010	\$ 470,483.00	\$ 7,214.88	\$ 376,386.40	\$ 7,214.88
10/13/2010	08/01/2010 - 08/31/2010	\$ 598,607.75	\$ 15,313.58	\$ 478,886.20	\$ 15,313.58
12/01/2010	09/01/2010 - 09/30/2010	\$ 441,173.50	\$ 26,759.70	\$ 352,938.80	\$ 26,759.70
12/06/2010	10/01/2010 - 10/31/2010	\$ 585,457.50	\$ 9,336.96	\$ 468,366.00	\$ 9,336.96
01/06/2011	11/01/2010 - 11/30/2010	\$ 596,920.00	\$ 13,219.92	\$ 477,536.00	\$ 13,219.92
	TOTAL	\$5,051,513.75	\$114,077.73	\$4,307,433.10	\$114,077.73

Name of Professional Individual	Position, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
David Raab	Partner/22 years. Admitted 1988.	\$995.00	1.10	\$1,094.50
Robert J. Malionek	Partner/ 12 years. Admitted 1997.	\$780.00	38.60	\$30,108.00
Christopher Harris	Partner/ 13 years Admitted 1997	\$835.00	27.70	\$23,129.50
Mitchell A. Seider	Partner/ 6 years. Admitted 1987.	\$990.00	3.10	\$3,069.00
Robert A. Zuccaro	Partner/ 12 years. Admitted 1983.	\$960.00	0.30	288.00
Roger G. Schwartz	Partner/13 years. Admitted 1997.	\$885.00	119.10	\$105,403.50
Roger G. Schwartz	Partner/13 years. Admitted 1997.	\$442.50	1.50	\$663.75
Brynn D. Peltz	Partner/ 1 year. Admitted 1989.	\$960.00	0.50	\$480.00
Alexandra A. Roje	Counsel/ 6 years Admitted 2000	\$755.00	1.50	\$1,132.50
Jocelyn F. Noll	Associate/8 years. Admitted 2002.	\$755.00	1.40	\$1,057.00
Adam J. Goldberg	Associate/4 years. Admitted 2007.	\$575.00	69.30	\$39,847.50
Adam J. Goldberg	Associate/4 years. Admitted 2007.	\$287.50	4.50	\$1,293.75
Austin T. Ozawa	Associate/2 Years. Admitted 2008	\$580.00	1.20	\$696.00
Jennifer E. Glasser	Associate/ Less than 1 year Admitted 2010	\$435.00	101.60	\$44,196.00
Jason C. Hegt	Associate/ 1 year Admitted 2010	\$435.00	0.30	\$130.50
Catherine M. Martin	Associate/2 years. Admitted /2008.	\$550.00	42.40	\$23,320.00
Aaron M. Singer	Associate/2 years. Admitted 2008.	\$550.00	156.50	\$86,075.00
Aaron M. Singer	Associate/2 years. Admitted 2008.	\$275.00	4.10	\$1,127.50
Kenneth M. Rock	Associate/less than 1 year. Admitted 2010.	\$435.00	111.10	48,328.50
Maria T. Hernandez	Professional Staff	\$265.00	0.40	\$106.00
Barbara A. Micgiel	Professional Staff	\$285.00	0.70	\$199.50
Sarita Chalen	Paralegal/ 7 years.	\$230.00	4.50	\$1,035.00
Damon Gaynair	Paralegal/ 15 years.	\$275.00	21.70	\$5,967.50
Yelizaveta Lozovatskaya	Paralegal/ less than 1 year.	\$180.00	6.00	\$1,080.00
TOTAL			719.10	\$419,828.50

COMPENSATION BY PROJECT CATEGORY
DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010

Project Category	Total Hours	Total Fees
Case Administration	10.0	\$5,643.50
Committee Meetings	11.30	\$7,324.50
Review and Summary of Pleadings	1.50	\$747.50
Asset Sales	1.20	\$734.50
Plan and Disclosure Statement	34.40	\$22,467.50
Nonworking Travel Time	10.10	\$3,085.00
Claims Analysis and Research	1.50	\$652.50
Fee Application Preparation	13.50	\$6,197.50
Claims Analysis and Employee Claims	70.50	\$40,862.50
Plan Contested Matters, Adversary Proceeding	565.10	332,113.50
TOTAL	719.10	\$419,828.50

EXPENSE SUMMARY
DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010

Expense Category	Total Expenses
Photocopying	\$1,186.94
Telephone	\$126.40
Airfare and Trainfare	\$885.00
Lexis	\$429.98
Westlaw	\$1,056.43
Binding	\$30.00
Meals	\$22.62
Ground Transportation – Local	\$634.92
Meal Services	\$551.87
TOTAL	\$4,924.16

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

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

**Objection Deadline: February 23, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed**

**FOURTEENTH MONTHLY APPLICATION OF LATHAM & WATKINS LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 102] (the “Interim Compensation Order”), Latham & Watkins LLP (“L&W”) hereby files this Twelfth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the Period from December 1, 2010 through December 31, 2010 (the “Application”). By this Application, L&W seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$419,828.50 as compensation and \$4,924.16 for reimbursement of actual and necessary expenses for a total of \$424,752.66 for the period commencing December 1, 2010

¹ The Debtors in these cases, along with the last four digits of each Debtors’ 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

through December 31, 2010 (the “Compensation Period”). In support of this Application, L&W respectfully represents as follows:

BACKGROUND

1. On November 8, 2009 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

2. On November 19, 2009, the Committee was formed and on November 24, 2009, the United States Trustee for the District of Delaware filed a Notice of Appointment of the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

3. This Court approved the Committee’s retention of L&W *nunc pro tunc* to November 19, 2009 by the order dated January 15, 2010 (the “Retention Order”).

BASIS FOR THE MONTHLY FEE APPLICATION

4. By this Application, L&W seeks compensation for the services rendered and reimbursement of expenses incurred by L&W as general reorganization and bankruptcy counsel to the Committee during the Compensation Period. The amount of fees sought for services rendered during this period is \$424,752.66, representing 719.10 hours in professional and paraprofessional time for such services. Reimbursement of actual and necessary expenses incurred by L&W during the Compensation Period in connection with these services is requested in the amount of \$4,924.16.

5. All services for which compensation is requested by L&W were performed solely for or on behalf of the Committee. As set forth in the Committee’s motion seeking authority to retain L&W, L&W’s services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services, including (but not limited to) tax

and regulatory matters. The Retention Order authorized L&W to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. L&W 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 L&W and any other person other than the partners of L&W for the sharing of compensation to be received for services rendered in these cases.

FEE STATEMENT

7. The fee statement for the Compensation Period is attached hereto as Exhibit A (the "Billing Detail"). The Billing Detail contains a detailed chronological narrative of the time spent (divided among ten (10) descriptive billing categories), the dates and descriptions of the services rendered, and the identity of the attorneys and other professionals who provided such services on behalf of the Committee during the Compensation Period. Certain of these narratives in the Billing Detail have been redacted for privilege and confidentiality purposes. To the best of L&W's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

8. A summary of actual and necessary expenses incurred by L&W during the Compensation Period is included in the attached Billing Detail. L&W has incurred out-of-pocket expenses in the amount of \$4,924.16 in connection with its services rendered to the Committee during the Compensation Period. These expenses were incurred for items not included in L&W's hourly rates, including (but not limited to) duplicating charges, document delivery and

messenger services, telephone and facsimile charges, legal research charges, travel expenses and in-house document production. L&W submits that all such expenses are necessary and actual expenses for the performance of its services in this case, and further submits that many of the expenses were necessitated by the time constraints under which L&W's professionals and staff have operated in this case.

INTERIM NATURE OF COMPENSATION

9. In accordance with the Interim Compensation Order, L&W requests that, upon expiration of the objection deadline in respect of this Application and L&W's filing of a certificate of no objection, the Committee be authorized to pay L&W an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, L&W respectfully submits that the amounts requested by this Application are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

REVIEW OF APPLICABLE LOCAL RULES

11. The undersigned has reviewed the requirements of Del. Bankr. L.R. 2016-2 and certifies that, to the best of his information, knowledge and belief, this Application complies with Rule 2016-2.

NOTICE

12. No trustee or examiner has been appointed in these Chapter 11 Cases. The Committee has provided notice of this Application to: (a) the Office of the United States Trustee,

(b) the Debtors, (c) counsel for the Debtors, (c) local counsel to the Debtors and (d) all parties entitled to notice pursuant to the Interim Compensation Order. In light of the nature of the relief requested, the Committee submits that no further notice is required or needed under the circumstances.

WHEREFORE, L&W respectfully requests that the Court (i) approve compensation in the amount of \$424,752.66 for necessary professional services rendered and reimbursement of expenses in the amount of \$4,924.16, (ii) authorize the Committee to remit to L&W, in accordance with the Interim Compensation Order, \$335,862.80 (80% of \$419,828.50) for necessary professional services rendered and \$4,924.16 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: February 2, 2011
Wilmington, Delaware

Respectfully Submitted,

/s/ Mitchell A. Seider
Mitchell A. Seider
Roger G. Schwartz
LATHAM & WATKINS LLP
885 Third Avenue, Suite 1200
New York, New York 10022-4834
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
E-mail: Mitchell.Seider@lw.com
Roger.Schwartz@lw.com

Attorneys for the Official Committee
of Unsecured Creditors

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

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

**Objection Deadline: February 23, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed**

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that co-counsel for the Official Committee of Unsecured Creditors (“Committee”) has filed the its *Fourteenth Monthly Application of Latham & Watkins LLP (“Latham”) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From December 1, 2010 Through December 31, 2010* (the “Application”), which seeks approval of Latham’s request for compensation for the professional services rendered in the amount of \$419,828.50 and reimbursement for the expenses it incurred in the amount of \$4,924.16 during the period from December 1, 2010 Through December 31, 2010.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed and served so as to actually be received by the undersigned counsel on or before 4:00 p.m. (E.T.) on **February 23, 2011** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response so as to be received on or before the Objection Deadline by the following: (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-0844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert L. Lemons, Esq.); (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, Esq.); (iv) counsel to the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10003 (Attn: Mitchell A. Seider, Esq.) and Drinker Biddle & Reath LLP, 1100 N. Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen, Esq.); and (v) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David Klauder, Esq.).

¹ The Debtors in these cases, along with the last four digits of each Debtors’ 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS [DOCKET NO. 102], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

Dated: February 2, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

- and -

LATHAM & WATKINS LLP
Mitchell A. Seider (admitted *pro hac vice*)
Roger G. Schwartz (admitted *pro hac vice*)
Adam J. Goldberg (admitted *pro hac vice*)
885 Third Avenue, Suite 1000
New York, NY 10003
Telephone: (212) 906-1200
Facsimile: (212) 751-4864

*Counsel for the Official
Committee of Unsecured Creditors*

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

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

CERTIFICATION

I, Mitchell A. Seider, Esq., hereby certify and state as follows:

1. I am a member of the law firm of Latham & Watkins LLP, counsel to the Official Committee of Unsecured Creditors, in the above-captioned matter. I submit this certification in connection with Latham & Watkins LLP's fourteenth monthly application for allowance of compensation for services rendered and for reimbursement of expenses for the period of December 1, 2010 through December 31, 2010 (the "Application").

2. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certify to the best of my knowledge and belief that this Application complies with Local Rule 2016-2.

I certify, under penalty of perjury, that the foregoing statements made by me are true to the best of my knowledge, information, and belief.

Dated: February 2, 2011

/s/ Mitchell A. Seider
Mitchell A. Seider

EXHIBIT A

[L&W Invoice]

LATHAM & WATKINS LLP

53rd at Third
885 Third Avenue
New York, New York 10022-4834
Tel: +1.212.906.1200 Fax: +1.212.751.4864
www.lw.com

Tax identification No: 95-2018373

INVOICE

December 31, 2010

OFFICIAL UNSECURED CREDITORS' COMM OF ADVANTA CORP.
STONEHILL CAPITAL
885 THIRD AVENUE
NEW YORK, NY 10022

ATTN: MICHAEL STERN

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:

Latham & Watkins LLP
P.O. Box 7247-8181
Philadelphia, PA
19170-8181

Please identify your check or wire transfer with the following numbers:

Invoice No. 110600011
File No. 047606-0000

The following is a summary of services rendered through December 31, 2010:

NAME	TITLE	HOURS	RATE	AMOUNT
HARRIS, CHRISTOPHER	PARTNER	27.70	835.00	23,129.50
MALIONEK, ROBERT J	PARTNER	38.60	780.00	30,108.00
PELTZ, BRYNN D	PARTNER	0.50	960.00	480.00
RAAB, DAVID S	PARTNER	1.10	995.00	1,094.50
SCHWARTZ, ROGER G	PARTNER	1.50	442.50	663.75
SCHWARTZ, ROGER G	PARTNER	119.10	885.00	105,403.50
SEIDER, MITCHELL A	PARTNER	3.10	990.00	3,069.00
ZUCCARO, ROBERT A	PARTNER	0.30	960.00	288.00
ROJE, ALEXANDRA A	COUNSEL	1.50	755.00	1,132.50
GOLDBERG, ADAM J	ASSOCIATE, SR.	4.50	287.50	1,293.75
GOLDBERG, ADAM J	ASSOCIATE, SR.	69.30	575.00	39,847.50
NOLL, JOCELYN F	ASSOCIATE, SR.	1.40	755.00	1,057.00
GLASSER, JENNIFER E	ASSOCIATE, JR.	101.60	435.00	44,196.00
HEGT, JASON C	ASSOCIATE, JR.	0.30	435.00	130.50
MARTIN, CATHERINE M	ASSOCIATE, JR.	42.40	550.00	23,320.00
OZAWA, AUSTIN T	ASSOCIATE, JR.	1.20	580.00	696.00
ROCK, KENNETH M	ASSOCIATE, JR.	111.10	435.00	48,328.50
SINGER, AARON M	ASSOCIATE, JR.	4.10	275.00	1,127.50
SINGER, AARON M	ASSOCIATE, JR.	156.50	550.00	86,075.00
HERNANDEZ, MARIA T	PROF STAFF	0.40	265.00	106.00
MICGIEL, BARBARA A	PROF STAFF	0.70	285.00	199.50
CHALEN, SARITA	PARALEGAL	4.50	230.00	1,035.00
GAYNAIR, DAMON	PARALEGAL	21.70	275.00	5,967.50
LOZOVATSKAYA, YELIZAVETA	PARALEGAL	6.00	180.00	1,080.00
GRAND TOTAL		719.10		419,828.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 110600011

Matter Name CASE ADMINISTRATION

R G SCHWARTZ	1.10hrs. @	\$885.00	\$973.50
A J GOLDBERG	.20hrs. @	\$575.00	\$115.00
C M MARTIN	.30hrs. @	\$550.00	\$165.00
A M SINGER	7.60hrs. @	\$550.00	\$4,180.00
S CHALEN	.60hrs. @	\$230.00	\$138.00
Y LOZOVATSKAYA	.40hrs. @	\$180.00	<u>\$72.00</u>

5,643.50

Matter Name COMMITTEE MEETINGS

C HARRIS	.70hrs. @	\$835.00	\$584.50
R G SCHWARTZ	2.50hrs. @	\$885.00	\$2,212.50
A J GOLDBERG	2.90hrs. @	\$575.00	\$1,667.50
C M MARTIN	1.30hrs. @	\$550.00	\$715.00
A M SINGER	3.90hrs. @	\$550.00	<u>\$2,145.00</u>

7,324.50

Matter Name REVIEW AND SUMMARY OF PLEADINGS

A J GOLDBERG	1.30hrs. @	\$575.00	<u>\$747.50</u>
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747.50

Matter Name ASSET SALES

R G SCHWARTZ	.20hrs. @	\$885.00	\$177.00
A J GOLDBERG	.30hrs. @	\$575.00	\$172.50
C M MARTIN	.50hrs. @	\$550.00	\$275.00
A M SINGER	.20hrs. @	\$550.00	<u>\$110.00</u>

734.50

Matter Name PLAN AND DISCLOSURE STATEMENT

B D PELTZ	.50hrs. @	\$960.00	\$480.00
D S RAAB	1.10hrs. @	\$995.00	\$1,094.50
R G SCHWARTZ	8.70hrs. @	\$885.00	\$7,699.50
M A SEIDER	.40hrs. @	\$990.00	\$396.00
RA ZUCCARO	.30hrs. @	\$960.00	\$288.00
A J GOLDBERG	1.70hrs. @	\$575.00	\$977.50
J F NOLL	1.40hrs. @	\$755.00	\$1,057.00
C M MARTIN	5.50hrs. @	\$550.00	\$3,025.00
K M ROCK	6.00hrs. @	\$435.00	\$2,610.00
A M SINGER	8.80hrs. @	\$550.00	<u>\$4,840.00</u>

22,467.50

Matter Name NON WORKING TRAVEL TIME

R G SCHWARTZ	1.50hrs. @	\$442.50	\$663.75
A J GOLDBERG	4.50hrs. @	\$287.50	\$1,293.75
A M SINGER	4.10hrs. @	\$275.00	<u>\$1,127.50</u>

3,085.00

Matter Name Claims Analysis and Research

K M ROCK	1.50hrs. @	\$435.00	<u>\$652.50</u>
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652.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 11060011

Matter Name FEE APPLICATION PREPARATION

R G SCHWARTZ	2.30hrs. @	\$885.00	\$2,035.50
C M MARTIN	5.10hrs. @	\$550.00	\$2,805.00
A M SINGER	.70hrs. @	\$550.00	\$385.00
Y LOZOVATSKAYA	5.40hrs. @	\$180.00	<u>\$972.00</u>

6,197.50

Matter Name Claims Analysis and Employee Claims

R J MALIONEK	11.70hrs. @	\$780.00	\$9,126.00
R G SCHWARTZ	5.20hrs. @	\$885.00	\$4,602.00
AA ROJE	1.50hrs. @	\$755.00	\$1,132.50
A J GOLDBERG	.60hrs. @	\$575.00	\$345.00
J E GLASSER	21.40hrs. @	\$435.00	\$9,309.00
J C HEGT	.30hrs. @	\$435.00	\$130.50
K M ROCK	1.50hrs. @	\$435.00	\$652.50
A M SINGER	28.30hrs. @	\$550.00	<u>\$15,565.00</u>

40,862.50

Matter Name Plan Contested Matters, Adversary Proceeding

C HARRIS	27.00hrs. @	\$835.00	\$22,545.00
R J MALIONEK	26.90hrs. @	\$780.00	\$20,982.00
R G SCHWARTZ	99.10hrs. @	\$885.00	\$87,703.50
M A SEIDER	2.70hrs. @	\$990.00	\$2,673.00
A J GOLDBERG	62.30hrs. @	\$575.00	\$35,822.50
J E GLASSER	80.20hrs. @	\$435.00	\$34,887.00
C M MARTIN	29.70hrs. @	\$550.00	\$16,335.00
A T OZAWA	1.20hrs. @	\$580.00	\$696.00
K M ROCK	102.10hrs. @	\$435.00	\$44,413.50
A M SINGER	107.00hrs. @	\$550.00	\$58,850.00
S CHALEN	3.90hrs. @	\$230.00	\$897.00
D GAYNAIR	21.70hrs. @	\$275.00	\$5,967.50
Y LOZOVATSKAYA	.20hrs. @	\$180.00	\$36.00
M T HERNANDEZ	.40hrs. @	\$265.00	\$106.00
B A MICGIEL	.70hrs. @	\$285.00	<u>\$199.50</u>

332,113.50

Matter Name EXPENSES

Other Charges:

PHOTOCOPYING	1,186.94
TELEPHONE	126.40
AIRFARE & TRAINFARE	885.00
BINDING	30.00
MEALS	13.58
LEXIS	429.98
WESTLAW	1,056.43
MEALS – LOCAL	9.04
GROUND TRANSPORTATION – LOCAL	634.92
MEAL SERVICES	551.87

4,924.16

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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Total Fees	419,828.50
Less 20% Holdback	<u>(83,965.70)</u>
Total Fees	335,862.80
Total Charges and Disbursements	<u>4,924.16</u>
TOTAL AMOUNT DUE	<u>\$340,786.96</u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
 COMM OF ADVANTA CORP.
 MATTER: 047606-0000

NAME: OFFICIAL UNSECURED CREDITORS '
 NAME: EXPENSES

COSTS AND DISBURSEMENTS:

<u>DATE</u>	<u>TYPE</u>	<u>DESCRIPTION</u>	<u>ATTY</u>	<u>VENDOR</u>	<u>AMOUNT</u>
12/03/10	TELEPHONE	TELEPHONE 01828 GOLDBERG, ADAM J	A J GOLDBERG		.47
12/03/10	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		19.73
12/09/10	TELEPHONE	TELEPHONE 01766 SCHWARTZ, ROGER G	R G SCHWARTZ		4.23
12/10/10	TELEPHONE	TELEPHONE 01766 SCHWARTZ, ROGER G	R G SCHWARTZ		1.41
12/15/10	TELEPHONE	TELEPHONE 07633 8A	UNASSIGNED EXT. UNASSIGNED EXT.		2.82
12/15/10	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		4.70
12/15/10	TELEPHONE	TELEPHONE 01766 SCHWARTZ, ROGER G	R G SCHWARTZ		1.23
12/15/10	TELEPHONE	TELEPHONE 01816 MALIONEK, ROBERT J	R J MALIONEK		3.76
12/20/10	TELEPHONE	TELEPHONE 03517	UNASSIGNED EXT. U		5.17
		** TOTAL TELEPHONE			43.52
12/01/10	LEXIS NEXIS	LEXIS NEXIS Search-- 12/01/10 bill_group:100MX7 lexis_id:D00VZ0	K M ROCK		214.88
12/02/10	LEXIS NEXIS	LEXIS NEXIS Search-- 12/02/10 bill_group:100MX7 lexis_id:D00VZ0	K M ROCK		215.10
		** TOTAL LEXIS NEXIS			429.98
12/02/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 12/02/10 grp:1000427646 westlaw_id7195727	K M ROCK		176.40
12/05/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 12/05/10 grp:1000427646 westlaw_id7195727	K M ROCK		25.20
12/06/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 12/06/10 grp:1000427646 westlaw_id7195712	J E GLASSER		172.80
12/07/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 12/07/10 grp:1000427646 westlaw_id10294952	A J HIRSCH		55.19
12/12/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 12/12/10 grp:1000427646 westlaw_id7195727	K M ROCK		30.91
12/14/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 12/14/10 grp:1000427646 westlaw_id7195712	J E GLASSER		175.50
12/14/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search--	A J HIRSCH		59.53

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		12/14/10 grp:1000427646 westlaw_id10294952			
12/15/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search--	J E GLASSER		175.50
		12/15/10 grp:1000427646 westlaw_id7195712			
12/20/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search--	J E GLASSER		185.40
		12/20/10 grp:1000427646 westlaw_id7195712			
		** TOTAL WESTLAW (WEST PUBLISHIN			1056.43
12/01/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		21.52
12/01/10	MEAL SERVICES	MEAL SERVICES	A J GOLDBERG		21.32
12/02/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		11.07
12/02/10	MEAL SERVICES	MEAL SERVICES	A J GOLDBERG		38.59
12/02/10	MEAL SERVICES	MEAL SERVICES	J E GLASSER		36.41
12/03/10	MEAL SERVICES	MEAL SERVICES	A J GOLDBERG		38.05
12/03/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		21.52
12/06/10	MEAL SERVICES	MEAL SERVICES	K M ROCK		18.79
12/06/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		13.68
12/06/10	MEAL SERVICES	MEAL SERVICES	J E GLASSER		34.12
12/07/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		13.23
12/08/10	MEAL SERVICES	MEAL SERVICES	K M ROCK		23.26
12/12/10	MEAL SERVICES	MEAL SERVICES	Y LOZOVATSKAYA		16.23
12/13/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		13.68
12/14/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		12.19
12/14/10	MEAL SERVICES	MEAL SERVICES	A J GOLDBERG		28.65
12/14/10	MEAL SERVICES	MEAL SERVICES	S CHALEN		18.74
12/15/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		15.23
12/20/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		9.90
12/28/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		21.94
12/29/10	MEAL SERVICES	MEAL SERVICES	V G PERRY		123.75
		** TOTAL MEAL SERVICES			551.87
12/01/10	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 11/2/2010-11/4/2010	A J GOLDBERG	AT&T TELECONFERENCE SERVICES	12.14
12/01/10	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 11/1/2010-11/18/2010	A M SINGER	AT&T TELECONFERENCE SERVICES	70.74
		** TOTAL TELEPHONE			82.88
11/17/10	AIRFARE & TRAINFARE - OUT OF TOWN	AIRFARE & TRAINFARE - OUT OF TOWN Advanta 2004 Hearing in Wilmington DE	R J MALIONEK	ROBERT J MALIONEK	228.00
12/16/10	AIRFARE & TRAINFARE - OUT OF TOWN	AIRFARE & TRAINFARE - OUT OF TOWN Disclosure Statement Approval Hearing in Wilming	R G SCHWARTZ	ROGER G SCHWARTZ	287.00
12/16/10	AIRFARE & TRAINFARE - OUT OF TOWN	AIRFARE & TRAINFARE - OUT OF TOWN Hearing in Wilmington DE	A J GOLDBERG	ADAM J GOLDBERG	185.00
12/16/10	AIRFARE & TRAINFARE - OUT OF TOWN	AIRFARE & TRAINFARE - OUT OF TOWN Travel to/from Wilmington DE	A M SINGER	AARON M SINGER	185.00
		** TOTAL AIRFARE & TRAINFARE - O			885.00

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11/17/10	MEALS - OUT OF TOWN	MEALS - OUT OF TOWN Advanta 2004 Hearing in Wilmington DE	R J MALIONEK	ROBERT J MALIONEK	13.58
		** TOTAL MEALS - OUT OF TOWN			13.58
11/17/10	MEALS - LOCAL	MEALS - LOCAL Advanta 2004 Hearing in Wilmington DE	R J MALIONEK	ROBERT J MALIONEK	5.73
12/16/10	MEALS - LOCAL	MEALS - LOCAL Hearing in Wilmington DE	A J GOLDBERG	ADAM J GOLDBERG	3.31
		** TOTAL MEALS - LOCAL			9.04
10/13/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Taxi fares	J E GLASSER	JENNIFER E GLASSER	228.40
11/17/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Advanta 2004 Hearing in Wilmington DE	R J MALIONEK	ROBERT J MALIONEK	16.60
12/01/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Taxis home from office.	K M ROCK	KENNETH M ROCK	75.15
12/01/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Taxi fare while working late on client/matter	A M SINGER	AARON M SINGER	31.00
12/03/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Ground Transportation	A M SINGER	AARON M SINGER	12.80
12/07/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Ground Transportation	A M SINGER	AARON M SINGER	8.87
12/07/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - VITAL TRANSPORTATION INC. 12/3/2010	A J GOLDBERG	VITAL TRANSPORTATION INC.	23.73
12/07/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - VITAL TRANSPORTATION INC. 11/29/2010	S CHALEN	VITAL TRANSPORTATION INC.	57.79
12/08/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Ground Transportation	A M SINGER	AARON M SINGER	14.90
12/13/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Ground Transportation	A M SINGER	AARON M SINGER	33.37
12/14/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Taxi - late work.	A J GOLDBERG	ADAM J GOLDBERG	21.78
12/16/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Travel to/from Wilmington DE	A M SINGER	AARON M SINGER	19.12
12/16/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Hearing in Wilmington DE	A J GOLDBERG	ADAM J GOLDBERG	10.00
12/17/10	GROUND	GROUND	S CHALEN	ELITE LIMOUSINE	73.51

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	TRANSPORTATION - LOCAL	TRANSPORTATION - LOCAL - - ELITE LIMOUSINE PLUS INC. - 12/14/2010		PLUS INC.	
12/21/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Ground Transportation	A M SINGER	AARON M SINGER	7.90
		** TOTAL GROUND TRANSPORTATION -			634.92
12/01/10	PHOTOCOPYING	PHOTOCOPYING 14078	D GAYNAIR		189.89
12/06/10	PHOTOCOPYING	CT0612021097773 PHOTOCOPYING 71423	A M SINGER		.17
12/08/10	PHOTOCOPYING	CT0612071004041 PHOTOCOPYING 71423	A M SINGER		.34
12/08/10	PHOTOCOPYING	CT0612091009927 PHOTOCOPYING 71963	K M ROCK		248.20
12/08/10	PHOTOCOPYING	CT0612091008951 PHOTOCOPYING 71423	A M SINGER		.17
12/09/10	PHOTOCOPYING	CT0612091009811 PHOTOCOPYING 71423	A M SINGER		.17
12/09/10	PHOTOCOPYING	CT0612101012695 PHOTOCOPYING 14078	D GAYNAIR		1.02
12/09/10	PHOTOCOPYING	CT0612101012151 PHOTOCOPYING 14078	D GAYNAIR		80.92
12/09/10	PHOTOCOPYING	CT0612101012379 PHOTOCOPYING 14078	D GAYNAIR		1.19
12/09/10	PHOTOCOPYING	CT0612101012389 PHOTOCOPYING 14078	D GAYNAIR		1.70
12/09/10	PHOTOCOPYING	CT0612101012785 PHOTOCOPYING 14078	D GAYNAIR		143.48
12/09/10	PHOTOCOPYING	CT0612101012971 PHOTOCOPYING 14078	D GAYNAIR		107.44
12/09/10	PHOTOCOPYING	CT0612111014109 PHOTOCOPYING 14078	D GAYNAIR		201.45
12/14/10	PHOTOCOPYING	CT0612111014127 PHOTOCOPYING 17183	S CHALEN		2.55
12/14/10	PHOTOCOPYING	CT0612151021309 PHOTOCOPYING 17183	S CHALEN		84.15
12/15/10	PHOTOCOPYING	CT0612151021561 PHOTOCOPYING 71963	K M ROCK		123.76
12/16/10	PHOTOCOPYING	CT0612161023405 PHOTOCOPYING 71423	A M SINGER		.17
12/22/10	PHOTOCOPYING	CT0612171025339 PHOTOCOPYING 71423	A M SINGER		.17
		CT0612231034827			
		** TOTAL PHOTOCOPYING			1186.94
12/14/10	BINDING	BINDING - 12/14/2010	S CHALEN		10.00
12/15/10	BINDING	BINDING - 12/15/2010	K M ROCK		10.00
12/15/10	BINDING	BINDING - 12/15/2010	A M SINGER		8.00

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12/19/10 BINDING

BINDING - 12/19/2010 A M SINGER

2.00

** TOTAL BINDING

30

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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0001

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: CASE ADMINISTRATION

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SCHWARTZ	12/01/10	.30	REVIEW OF MATERIALS RELATED TO COMMITTEE COMMUNICATION ISSUES
CHALEN	12/01/10	.20	PULL UPDATED COURT DOCKETS AND DISTRIBUTE TO ATTORNEYS FOR REVIEW OF ISSUES AND DEVELOPMENTS RELEVANT TO CLIENT'S CLAIM
SCHWARTZ	12/03/10	.20	TELEPHONE CALL WITH A. SINGER, L. BINDER AND D. KERR REGARDING DISCUSSION OF CASE ADMINISTRATION PROCEDURES
SCHWARTZ	12/03/10	.40	FOLLOW UP EMAILS AND REVIEW OF MATERIALS RELATED TO CASE ADMINISTRATION PROCEDURES
SCHWARTZ	12/06/10	.20	TELEPHONE CALL WITH COUNSEL FOR CREDITOR REGARDING STATUS OF PLAN PROCESS AND ISSUES ON FOR 12/16 HEARING
SINGER	12/06/10	.20	TAKE CALL FROM CREDITOR REGARDING CASE STATUS
CHALEN	12/07/10	.20	PULL UPDATED COURT DOCKETS AND DISTRIBUTE TO ATTORNEYS FOR REVIEW OF ISSUES AND DEVELOPMENTS RELEVANT TO CLIENT'S CLAIM
SINGER	12/08/10	.30	SEND DOCKET ENTRIES TO TEAM (.2); PLAN COMMITTEE CALL (.1);
GOLDBERG	12/09/10	.20	REVIEW LETTER FROM CREDITOR REGARDING CASE STATUS
SINGER	12/09/10	.20	PHONE CORRESPONDENCE WITH CREDITOR REGARDING CASE STATUS
SINGER	12/10/10	.30	ORGANIZE MEETING WITH COMMITTEE REGARDING HEARING AND NEXT STEPS
SINGER	12/13/10	.70	TAKE CALL FROM CREDITOR REGARDING CASE STATUS (.2); ORGANIZE CALL WITH CREDITORS AND PROFESSIONALS (.2); UPDATE COMMITTEE WEBSITE (.3)
SINGER	12/14/10	.20	TAKE CALL FROM CREDITOR REGARDING CASE STATUS (.1); ORGANIZE TRAVEL FOR HEARING (.1)
SINGER	12/17/10	1.10	DRAFT SUMMARY, REVIEW ORDERS, AND UPDATE COMMITTEE ON NEW SCHEDULE

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FOR CASE

LOZOVATSKAYA	12/17/10	.20	SEND DOCKET UPDATE AND REVIEW SAME
SINGER	12/19/10	.70	UPDATE WEBSITE (.3); DRAFT EMAIL TO DEBTORS REGARDING TRUSTEES (.2); ORGANIZE COMMITTEE CALL (.2)
SINGER	12/20/10	.50	TAKE CALL FROM CREDITOR REGARDING CASE STATUS (.3); TAKE CALL FROM CREDITOR REGARDING CASE STATUS (.2)
SINGER	12/20/10	.50	REVIEW CASE DOCKET AND UPDATE WEBSITE
LOZOVATSKAYA	12/20/10	.20	SEND DOCKET UPDATE AND REVIEW SAME
MARTIN	12/21/10	.30	ATTEND TO CREDITOR INQUIRY REGARDING CASE STATUS
SINGER	12/21/10	.20	TAKE CALL FROM CREDITOR REGARDING CASE STATUS
SINGER	12/21/10	.20	ORGANIZE MEETING WITH COMMITTEE
SINGER	12/22/10	.60	UPDATE WEBSITE (.4); AND ORGANIZE COMMITTEE MEETING (.2)
SINGER	12/23/10	.50	DISCUSS WITH DEBTORS AND GCG SENDING TRUSTEE NOTICES DIRECTLY THROUGH GCG
SINGER	12/27/10	.40	TAKE CALL FROM CREDITOR REGARDING CASE STATUS (.2); TAKE CALL FROM CREDITOR REGARDING CASE STATUS (.2)
SINGER	12/28/10	.50	TAKE CALL FROM CREDITOR REGARDING CASE STATUS (.3); ORGANIZE CALL WITH FTI REGARDING ISSUES WITH ON EXECUTORY CONTRACTS (.2)
CHALEN	12/28/10	.20	PULL UPDATED COURT DOCKETS AND DISTRIBUTE TO ATTORNEYS FOR REVIEW OF ISSUES AND DEVELOPMENTS RELEVANT TO CLIENT'S CLAIM
SINGER	12/31/10	.50	TAKE CALLS FROM TWO CREDITORS REGARDING CASE STATUS

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<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	1.10	885.00	973.50	PARTNER
A J GOLDBERG	71125	.20	575.00	115.00	ASSOCIATE, SR.
C M MARTIN	71406	.30	550.00	165.00	ASSOCIATE, JR.
A M SINGER	71423	7.60	550.00	4,180.00	ASSOCIATE, JR.
S CHALEN	17183	.60	230.00	138.00	PARALEGAL
Y LOZOVATSKAYA	17240	.40	180.00	72.00	PARALEGAL
		10.20		5,643.50	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0002

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: COMMITTEE MEETINGS

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
GOLDBERG	12/01/10	.60	ATTEND COMMITTEE CALL REGARDING DISCOVERY AND HEARING ISSUES
MARTIN	12/01/10	.50	COMMITTEE UPDATE CALL REGARDING COMMITTEE PLEADINGS AND DISCOVERY
HARRIS	12/08/10	.70	ATTEND COMMITTEE CALL REGARDING HEARING ISSUES
SCHWARTZ	12/08/10	.50	PREPARE FOR COMMITTEE CALL REGARDING UPDATE ON STATUS OF 12/16 HEARING ISSUES AND NEXT STEPS RELATED TO SAME
SCHWARTZ	12/08/10	.60	PARTICIPATE ON COMMITTEE CALL REGARDING UPDATE ON STATUS OF 12/16 HEARING AND NEXT STEPS
SINGER	12/08/10	1.10	PREPARE FOR AND ATTEND COMMITTEE CALL TO DISCUSS UPDATES ON FILINGS, NEXT STEPS FOR HEARING AND COMMITTEE MEMBER POSITIONS IN ORDER TO PREPARE FOR HEARING
GOLDBERG	12/10/10	1.30	ATTEND COMMITTEE MEETING REGARDING PLAN ISSUES
SINGER	12/10/10	1.00	ATTEND COMMITTEE CALL REGARDING FILINGS AND NEXT STEPS TO RESOLUTION OF REMAINING ISSUES
SCHWARTZ	12/13/10	.60	PARTICIPATE ON COMMITTEE CALL REGARDING UPDATE ON NEGOTIATIONS WITH DEBTORS CONCERNING POTENTIAL RESOLUTION OF PLAN AND EXCLUSIVITY ISSUES
GOLDBERG	12/13/10	1.00	ATTEND COMMITTEE CONFERENCE CALL REGARDING PLAN ISSUES
MARTIN	12/13/10	.80	COMMITTEE MEETING TO DISCUSS PROPOSAL REGARDING PLAN SETTLEMENT ISSUES
SINGER	12/13/10	1.00	ATTEND COMMITTEE UPDATE MEETING REGARDING PLAN ISSUES
SCHWARTZ	12/22/10	.30	PREPARATION FOR COMMITTEE CALL REGARDING DISCUSSION OF NEXT STEPS RELATED TO PLAN CONFIRMATION AND CASES GENERALLY

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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SCHWARTZ 12/22/10 .50 PARTICIPATE ON COMMITTEE CALL
REGARDING UPDATE ON PLAN
CONFIRMATION ISSUES AND CASE ISSUES
GENERALLY

SINGER 12/22/10 .80 ATTEND COMMITTEE MEETING
REGARDING NEXT STEPS IN ORDER TO
SOLICIT OPINIONS FROM COMMITTEE

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
C HARRIS	02602	.70	835.00	584.50	PARTNER
R G SCHWARTZ	04913	2.50	885.00	2,212.50	PARTNER
A J GOLDBERG	71125	2.90	575.00	1,667.50	ASSOCIATE, SR.
C M MARTIN	71406	1.30	550.00	715.00	ASSOCIATE, JR.
A M SINGER	71423	3.90	550.00	2,145.00	ASSOCIATE, JR.
		11.30		7,324.50	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0003
PLEADINGS

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: REVIEW AND SUMMARY OF

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
GOLDBERG	12/22/10	1.30	ATTEND CALL WITH FTI REGARDING REVISED SCHEDULES (0.4); CORRESPONDENCE REGARDING SAME (0.5); MEETING REGARDING PLAN ISSUES (0.2); CALL WITH TRUSTEE CANDIDATE (0.2)

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
A J GOLDBERG	71125	1.30	575.00	747.50	ASSOCIATE, SR.
		1.30		747.50	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0008

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: ASSET SALES

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SCHWARTZ	12/01/10	.20	EMAILS AND TELEPHONE CALL WITH A. GOLDBERG REGARDING AMENDMENTS TO VGFA RETENTION AND UPDATE REGARDING ART COLLECTION LIQUIDATION
GOLDBERG	12/01/10	.30	CORRESPONDENCE REGARDING ART CONSULTANT (0.3)
SINGER	12/01/10	.20	REVIEW EXTENSION OF VARA AGREEMENT
MARTIN	12/20/10	.50	REVIEW MATERIALS REGARDING VISA STOCK SALE

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	.20	885.00	177.00	PARTNER
A J GOLDBERG	71125	.30	575.00	172.50	ASSOCIATE, SR.
C M MARTIN	71406	.50	550.00	275.00	ASSOCIATE, JR.
A M SINGER	71423	.20	550.00	110.00	ASSOCIATE, JR.
		1.20		734.50	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0009

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: PLAN AND DISCLOSURE STATEMENT

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SEIDER	12/06/10	.40	TELEPHONE CALL WITH LATHAM REGARDING OBJECTION TO EXCLUSIVITY AND RELATED MATTERS
SCHWARTZ	12/07/10	.50	REVIEW OF MATERIALS RELATED TO COMMITTEE PLAN CONSIDERATIONS AND EMAILS WITH A. SCRUTON RELATED TO SAME
SCHWARTZ	12/08/10	.20	TELEPHONE CALL WITH A. SINGER REGARDING DISCUSSION OF PLAN STRUCTURE AND CREDITOR ISSUES
GOLDBERG	12/08/10	.60	CALL WITH DEBTORS AND INDENTURE TRUSTEES REGARDING PLAN ISSUES
SINGER	12/08/10	.90	DISCUSS PLAN ISSUES AND REVIEW REVISIONS TO PLAN (.5); ATTEND CALL REGARDING PLAN WITH INDENTURE TRUSTEES (.4)
MARTIN	12/10/10	1.00	MEETING TO DISCUSS STRATEGY REGARDING PLAN PROVISIONS
RAAB	12/14/10	1.10	REVIEWED REVISED PLAN AND DISCLOSURE STATEMENT (0.8); CONFERENCE WITH J. NOLL REGARDING SAME (0.3)
NOLL	12/14/10	1.40	REVIEW REVISED DISCLOSURE STATEMENT AND PLAN
SCHWARTZ	12/16/10	.50	MULTIPLE EMAILS WITH L&W TEAM AND V. VRON REGARDING FOLLOW UP ISSUES RELATED TO REVISED VERSIONS OF PLAN AND DS AND OTHER DOCUMENTS FOR FILING AND APPROVAL BY COURT
SCHWARTZ	12/16/10	.40	EMAILS AND TELEPHONE CALLS WITH L&W TEAM REGARDING FOLLOW UP ISSUES AND ACTION ITEMS RELATED TO PLAN CONFIRMATION PROCESS
SCHWARTZ	12/17/10	.20	TELEPHONE CONFERENCE WITH A. GOLDBERG REGARDING UPDATE ON GO FORWARD PLAN AND CONFIRMATION ISSUES AND TASKS AND ACTION ITEMS RELATED TO SAME
SCHWARTZ	12/17/10	.30	VARIOUS EMAILS WITH L&W TEAM REGARDING LIQUIDATING TRUSTEE CANDIDATES AND COMMUNICATIONS WITH COMMITTEE RELATED TO SAME

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GOLDBERG	12/17/10	.40	REVIEW REVISED PLAN, DISCLOSURE STATEMENT AND DISCLOSURE STATEMENT ORDER
SINGER	12/18/10	1.40	REVIEW PROPOSALS FROM POTENTIAL TRUSTEES (.6); REVIEW DEBTORS' PROPOSED LIST OF EXECUTORY CONTRACTS TO REJECT (.8)
SCHWARTZ	12/19/10	.70	REVIEW OF LIQUIDATING TRUSTEE PROPOSALS RECEIVED AND FORWARDED BY WEIL (0.5); EMAILS WITH L&W TEAM REGARDING SAME (0.2)
SCHWARTZ	12/20/10	.30	EMAILS WITH L&W AND WEIL REGARDING LIQUIDATING TRUSTEE PROPOSALS AND INTERVIEW PROCESS
SCHWARTZ	12/20/10	.30	TELEPHONE CALL WITH A. SCRUTON REGARDING UPDATE ON VARIOUS PLAN CONFIRMATION ISSUES AND NEXT STEPS AND ACTION ITEMS RELATED TO SAME
SCHWARTZ	12/20/10	.40	EMAILS WITH L&W TEAM AND REVIEW OF CASE LAW RELATED TO ERISA CLAIMS AND PLAN SUBORDINATION ISSUES
SCHWARTZ	12/20/10	.20	REVIEW AND EMAILS WITH L&W TEAM REGARDING DEBTORS' 8K RELATED TO APPROVAL OF DISCLOSURE STATEMENT
GOLDBERG	12/20/10	.50	REVIEW RESEARCH REGARDING PLAN (0.3); CORRESPONDENCE REGARDING TRUSTEE CANDIDATES (0.2)
ROCK	12/20/10	1.30	TELEPHONE CALL WITH A. SINGER REGARDING REVIEW OF LIQUIDATING TRUSTEE BIDS (.1); DRAFT SUMMARY CHART OF LIQUIDATING TRUSTEE BIDS (1.2)
SINGER	12/20/10	.50	PREPARE SUMMARY FOR COMMITTEE ON POTENTIAL TRUSTEES
SCHWARTZ	12/21/10	.30	EMAILS WITH WEIL AND L&W TEAM REGARDING LIQUIDATING TRUSTEE INTERVIEWS AND PROCESS ISSUES RELATED TO SAME
ROCK	12/21/10	2.60	CONTINUE DRAFTING SUMMARY CHART OF LIQUIDATING TRUSTEE BIDS
SINGER	12/21/10	2.10	DRAFT SUMMARY OF PROPOSALS (1.10); REVIEW EXECUTORY CONTRACTS FOR DISCUSSION WITH FTI (1.0)
SCHWARTZ	12/22/10	.20	TELEPHONE CALL WITH LIQUIDATING TRUSTEE CANDIDATE

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SCHWARTZ	12/22/10	.30	TELEPHONE CALL WITH M. STERN REGARDING DISCUSSION OF ISSUES IN CONNECTION WITH PLAN CONFIRMATION AND NEXT STEPS AND ACTION ITEMS RELATED TO SAME
SCHWARTZ	12/22/10	.20	REVIEW OF SUMMARY OF LIQUIDATING TRUSTEE PROPOSALS CIRCULATED BY A. SINGER
SCHWARTZ	12/22/10	.50	TELEPHONE CALLS WITH R. LEMONS REGARDING DISCUSSION OF VARIOUS ISSUES RELATED TO PLAN CONFIRMATION
MARTIN	12/22/10	2.00	REVIEW PLAN MATERIALS AND LITIGATION TRUSTEE MATERIALS (1.2); ADVANTA MEETING WITH COMMITTEE TO DISCUSS DISCOVERY AND LITIGATION TRUST ISSUES (0.8)
ROCK	12/22/10	2.00	PREPARE FOR AND ATTEND TELECONFERENCE WITH L. PARK OF FTI REGARDING REVIEW OF AMENDMENTS TO CLAIM SCHEDULES (.6); CONFERENCE WITH A. GOLDBERG REGARDING REVIEW OF AMENDMENTS TO CLAIM SCHEDULES (.3); EMAIL CORRESPONDENCE WITH R. SCHWARTZ REGARDING TELECONFERENCE AND REVIEW OF AMENDED SCHEDULES (.7); EMAIL CORRESPONDENCE WITH A. GOLDBERG REGARDING FURTHER REVIEW OF AMENDED SCHEDULES (.4)
SINGER	12/22/10	2.20	TEAM MEETING REGARDING OUTSTANDING ISSUES (.6); REVIEW LIST OF EXECUTORY CONTRACTS TO REJECT AND COMPARE WITH REMAINING EXECUTORY CONTRACTS (1.1); REVIEW PRIVILEGE ISSUE AND CONSIDER POSSIBLE PLAN MECHANICS (.5)
SCHWARTZ	12/23/10	.30	TELEPHONE CALL WITH COMMITTEE MEMBER AND COUNSEL REGARDING DISCUSSION OF ISSUES RELATED TO LIQUIDATING TRUSTEE ISSUES AND PLAN CONFIRMATION ISSUES
SCHWARTZ	12/23/10	.50	EMAILS WITH L&W TEAM REGARDING UPDATE AND ACTION ITEMS RELATED TO PLAN CONFIRMATION AND LIQUIDATING TRUST ISSUES
GOLDBERG	12/23/10	.20	TEAM CALL REGARDING PLAN MATTERS
MARTIN	12/23/10	1.00	MEETING TO DISCUSS PLAN ISSUES AND PLAN SUPPLEMENT
ROCK	12/23/10	.10	EMAIL CORRESPONDENCE WITH V. VRON

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OF WEIL GOTSHAL REGARDING
AMENDMENTS TO SCHEDULES

SINGER	12/23/10	.20	EMAIL CORRESPONDENCE REGARDING PLAN AND ADVISORY COMMITTEE
PELTZ	12/27/10	.50	REVIEW EMAIL REGARDING LIQUIDATING TRUST AGREEMENT AND RELATED DOCUMENTS
SINGER	12/28/10	.70	REVIEW SPREADSHEET OF EXECUTORY CONTRACTS AGAINST SCHEDULE 8.1 AND PROVIDE COMMENTS
SCHWARTZ	12/29/10	.30	TELEPHONE CALL WITH R. ZUCCARO REGARDING DISCUSSION OF STATUS OF PLAN CONFIRMATION ISSUES AND DOCUMENTATION AND ISSUES RELATED TO REVIEW OF LIQUIDATING TRUST AGREEMENT AND OTHER PLAN AND REORGANIZED DEBTORS' CORPORATE GOVERNANCE DOCUMENTATION
SCHWARTZ	12/29/10	.40	EMAILS WITH C. MARTIN AND A. SINGER REGARDING SCHEDULE AND PROCESS ISSUES RELATED TO PLAN CONFIRMATION DOCUMENTATION AND INTERVIEWS WITH LIQUIDATING TRUSTEE CANDIDATES
SCHWARTZ	12/29/10	.30	EMAILS WITH WEIL REGARDING STATUS AND SCHEDULING ISSUES RELATED TO TRUSTEE INTERVIEWS AND OTHER PLAN CONFIRMATION ISSUES
ZUCCARO	12/29/10	.30	TELECONFERENCE R. SCHWARTZ REGARDING ADVANTA LIQUIDATING TRUSTS, TIMING AND DOCUMENTATION; CORPORATE GOVERNANCE AND LIQUIDATING TRUSTEE ISSUES
MARTIN	12/29/10	.50	REVIEW LITIGATION TRUST ISSUES
SINGER	12/29/10	.40	CALL WITH L. PARK REGARDING EXECUTORY CONTRACT ISSUES
SINGER	12/29/10	.10	EMAIL CORRESPONDENCE REGARDING POTENTIAL TRUSTEES
SCHWARTZ	12/30/10	.60	REVIEW AND MARK UP DRAFT LIQUIDATING TRUST AGREEMENT CIRCULATED BY WEIL GOTSHAL
SCHWARTZ	12/30/10	.30	TELEPHONE CALL WITH V. VRON AND C. MARTIN REGARDING DISCUSSION OF LIQUIDATING TRUSTEE INTERVIEWS AND CONFIRMATION TIME TABLE AND PROCESS ISSUES
SCHWARTZ	12/30/10	.50	OFFICE CONFERENCE WITH C. MARTIN REGARDING DISCUSSION OF COMMENTS

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AND ISSUES RELATED TO DRAFT
LIQUIDATING TRUST AGREEMENT

MARTIN 12/30/10 1.00 CALL WITH WEIL TO DISCUSS LITIGATION
TRUST (0.5); MEETING WITH R. SCHWARTZ
REGARDING COMMENTS TO LITIGATION
TRUST AGREEMENT (0.5)

SINGER 12/30/10 .30 ORGANIZE MEETINGS REGARDING
TRUSTEE INTERVIEWS

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
B D PELTZ	04903	.50	960.00	480.00	PARTNER
D S RAAB	01848	1.10	995.00	1,094.50	PARTNER
R G SCHWARTZ	04913	8.70	885.00	7,699.50	PARTNER
M A SEIDER	01754	.40	990.00	396.00	PARTNER
RA ZUCCARO	00993	.30	960.00	288.00	PARTNER
A J GOLDBERG	71125	1.70	575.00	977.50	ASSOCIATE, SR.
J F NOLL	07300	1.40	755.00	1,057.00	ASSOCIATE, SR.
C M MARTIN	71406	5.50	550.00	3,025.00	ASSOCIATE, JR.
K M ROCK	71963	6.00	435.00	2,610.00	ASSOCIATE, JR.
A M SINGER	71423	8.80	550.00	4,840.00	ASSOCIATE, JR.
		34.40		22,467.50	

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CLIENT: 047606
 COMM OF ADVANTA CORP.
 MATTER: 047606-0012

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: NON WORKING TRAVEL TIME

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SCHWARTZ	12/16/10	1.50	NON-WORKING TRAVEL TIME RETURNING FROM DS APPROVAL HEARING
GOLDBERG	12/16/10	4.50	TRAVEL FROM NEW YORK TO DELAWARE (1.5); TRAVEL FROM DELAWARE TO NEW YORK (3.0)
SINGER	12/16/10	4.10	TRAIN TO AND FROM HEARING IN WILMINGTON

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	1.50	442.50	663.75	PARTNER
A J GOLDBERG	71125	4.50	287.50	1,293.75	ASSOCIATE, SR.
A M SINGER	71423	4.10	275.00	1,127.50	ASSOCIATE, JR.
		10.10		3,085.00	

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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0014

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: Claims Analysis and Research

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
ROCK	12/20/10	1.50	REVIEW AMENDED SCHEDULES FILED BY DEBTORS ON DECEMBER 17 (1.4); EMAIL CORRESPONDENCE WITH L. PARK REGARDING REVIEW OF AMENDED SCHEDULES (.1)

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
K M ROCK	71963	1.50	435.00	652.50	ASSOCIATE, JR.
		1.50		652.50	

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CLIENT: 047606
COMM OF ADVANTA CORP.

NAME: OFFICIAL UNSECURED CREDITORS'

MATTER: 047606-0015

NAME: FEE APPLICATION PREPARATION

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
MARTIN	12/01/10	1.30	REVIEW FINAL INVOICE AND FEE APPLICATION
LOZOVATSKAYA	12/01/10	.80	FINALIZE AND SEND MONTHLY FEE APPLICATION (0.5); CORRESPONDENCE WITH LOCAL COUNCIL AND FEE AUDITOR REGARDING SAME (0.3)
LOZOVATSKAYA	12/06/10	.20	EMAIL CORRESPONDENCE WITH LOCAL COUNCIL AND FEE AUDITOR REGARDING MONTHLY FEE APPLICATION (0.3); REVISE MONTHLY FEE APPLICATION (0.20)
LOZOVATSKAYA	12/09/10	.20	EMAIL CORRESPONDENCE WITH LOCAL COUNSEL AND C. MARTIN REGARDING OCTOBER, NOVEMBER AND INTERIM FEE APPLICATIONS
LOZOVATSKAYA	12/12/10	1.60	REVIEW AND MARK UP NOVEMBER PROFORMAS
MARTIN	12/13/10	.50	MEET WITH PARALEGAL TO DISCUSS PROFORMAS
LOZOVATSKAYA	12/13/10	1.00	MARK UP NOVEMBER PROFORMAS (0.6); MEET WITH C. MARTIN TO REVIEW SAME (0.40)
LOZOVATSKAYA	12/14/10	1.40	CONTINUE TO REVISE MARK UP NOVEMBER PROFORMAS (1.30); EMAIL CORRESPONDENCE WITH S. SCHADE REGARDING SAME (0.10)
MARTIN	12/15/10	1.50	REVIEW NOVEMBER PRO FORMAS
LOZOVATSKAYA	12/16/10	.20	EMAILS W. SCHADE AND C. MARTIN REGARDING REVISIONS TO NOVEMBER PROFORMAS
SCHWARTZ	12/19/10	2.30	REVIEW AND MARK UP OF NOVEMBER PRO FORMA BILLING STATEMENTS
MARTIN	12/22/10	.30	ATTENTION TO FEE AUDITOR REQUESTS
MARTIN	12/23/10	1.50	REVIEW PRO FORMAS (1.0); ATTEND TO FEE AUDITOR ISSUES (0.5)
SINGER	12/28/10	.70	REVIEW FTI FEE APPLICATIONS

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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R G SCHWARTZ	04913	2.30	885.00	2,035.50	PARTNER
C M MARTIN	71406	5.10	550.00	2,805.00	ASSOCIATE, JR.
A M SINGER	71423	.70	550.00	385.00	ASSOCIATE, JR.
Y LOZOVATSKAYA	17240	5.40	180.00	972.00	PARALEGAL
		13.50		6,197.50	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
COMMITTEE OF ADVANTA CORP.
MATTER: 047606-0017
Claims

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: Claims Analysis and Employee

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
GOLDBERG	12/01/10	.30	CORRESPONDENCE REGARDING CLAIMS
ROJE	12/02/10	1.50	EMAILS WITH K. ROCK, AND REVIEW AND ANALYZE D&O COVERAGE ISSUES
ROCK	12/07/10	1.00	DRAFT CORRESPONDENCE TO PROFESSIONAL TEAM ATTACHING PLEADINGS FILED ON DECEMBER 7
SINGER	12/08/10	1.10	CONDUCT RESEARCH REGARDING CLAIMS ESTIMATION ISSUE
ROCK	12/09/10	.50	CONTINUE DRAFTING SUMMARY OF THIRD-PARTY OBJECTIONS FILED ON DECEMBER 7
GLASSER	12/14/10	3.50	RESEARCH AND ANALYSIS REGARDING STATUTE OF LIMITATIONS IN CONNECTION WITH ASSERTION CLAIMS
HEGT	12/14/10	.30	REVIEW RESEARCH REGARDING STATUTE OF LIMITATIONS (0.2); CORRESPOND WITH J. GLASSER REGARDING SAME (0.1)
GLASSER	12/15/10	1.80	RESEARCH AND ANALYSIS REGARDING STATUTE OF LIMITATIONS ISSUES FOR POTENTIAL CLAIMS (1.3); CORRESPONDENCE WITH A. GOLDBERG REGARDING SAME (.5)
GOLDBERG	12/17/10	.30	ANALYSIS REGARDING STATUTE OF LIMITATIONS
GLASSER	12/17/10	.20	CORRESPONDENCE WITH A. GOLDBERG REGARDING STATUTE OF LIMITATIONS FOR POTENTIAL CAUSES OF ACTION
MALIONEK	12/19/10	.30	CONFERENCE WITH R. SCHWARTZ REGARDING ALTER/ROSOFF CLAIMS AND THIRD PARTY DISCOVERY
SCHWARTZ	12/19/10	.30	TELEPHONE CALL WITH R. MALIONEK REGARDING DISCUSSION OF 3RD PARTY 2004 MOTIONS RELATED TO SENIOR MANAGEMENT CLAIMS AND NEXT STEPS RELATED TO SAME
MALIONEK	12/20/10	.40	CONFERENCE WITH J. GLASSER REGARDING 2004 MOTION AND REVISIONS TO DOCUMENT REQUESTS AND EMAILS WITH A. SINGER REGARDING SAME

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GLASSER	12/20/10	2.60	REVISE RULE 2004 DOCUMENT REQUESTS AND MOTION FOR RULE 2004 EXAMINATION (2.3); EMAILS WITH R. MALIONEK REGARDING SAME (.3)
GLASSER	12/20/10	4.20	DRAFT AND REVISE MOTION AND DOCUMENT REQUESTS FOR RULE 2004 DISCOVERY FROM THIRD PARTIES IN CONNECTION WITH INVESTIGATION OF POTENTIAL CAUSES OF ACTION AGAINST OFFICERS AND DIRECTORS (3.5); DRAFT LIST OF PRIORITY DILIGENCE REQUESTS FOR DEBTORS (.5); CORRESPONDENCE WITH R. MALIONEK REGARDING RULE 2004 REQUESTS AND MOTION (.2)
MALIONEK	12/21/10	2.10	REVIEW 2004 DOCUMENTS AND COMMENTS TO TEAM REGARDING SAME (1.5); CONFERENCE WITH J. GLASSER REGARDING ACTION PLAN (0.2); EMAILS WITH J. BRANDT REGARDING DISCOVERY ISSUES (0.4)
MALIONEK	12/22/10	1.60	COMMITTEE CALL REGARDING 2004 DISCOVERY OVER ALTER/ROSOFF AND ESTATE CLAIMS (0.8); EMAILS WITH A. SINGER AND J. GLASSER REGARDING SAME (0.4); REVIEW AND REVISE LIST OF DOCUMENT REQUESTS TO DEBTORS (0.4)
GLASSER	12/22/10	.50	REVIEW AND REVISE LIST OF PRIORITY DILIGENCE REQUESTS FOR DEBTORS (.4); CORRESPONDENCE WITH R. MALIONEK REGARDING DILIGENCE REQUESTS FOR DEBTORS (.1)
SINGER	12/22/10	.10	REVIEW 2004 MOTION
MALIONEK	12/23/10	2.20	REVIEW AND REVISE 2004 MOTION (2.0); CONFERENCE WITH J. GLASSER REGARDING SAME (0.2)
SCHWARTZ	12/23/10	.30	REVIEW OF CURRENT REVISED VERSION OF 3RD PARTY 2004 REQUESTS RELATED TO SENIOR MANAGEMENT CLAIMS
SCHWARTZ	12/23/10	.30	EMAILS WITH L&W TEAM REGARDING UPDATE AND STATUS REGARDING 3RD PARTY 2004 REQUESTS RELATED TO SENIOR MANAGEMENT CLAIMS
GLASSER	12/23/10	5.60	DRAFT AND REVISE RULE 2004 REQUESTS FOR EXAMINATION OF THIRD PARTIES IN CONNECTION WITH INVESTIGATION OF POTENTIAL AFFIRMATIVE CLAIMS (3.1); COMMUNICATION WITH A. SINGER AND R. MALIONEK REGARDING SAME (.4); COMMUNICATION WITH L. PARK REGARDING OUTSTANDING DILIGENCE REQUESTS FOR DEBTORS (.3); REVISE AND

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FINALIZE PRIORITY DILIGENCE REQUESTS FOR DEBTORS (1.3); REVIEW AND REVISE MOTION FOR RULE 2004 EXAMINATION OF THIRD PARTIES (.5)

SINGER	12/23/10	8.50	DRAFT RULE 2004 MOTION AND DOCUMENT REQUESTS
MALIONEK	12/27/10	2.00	REVIEW AND REVISE 2004 MOTION AND REQUESTS
GLASSER	12/27/10	1.50	REVISE RULE 2004 REQUESTS FOR EXAMINATION OF THIRD PARTIES
SINGER	12/27/10	2.40	DRAFT RULE 2004 MOTION AND REVISE BASED ON INTERNAL COMMENTS
MALIONEK	12/28/10	.30	CONFERENCE WITH A. SINGER REGARDING 2004 MOTION
GLASSER	12/28/10	1.50	REVISE RULE 2004 REQUESTS FOR EXAMINATION OF THIRD PARTIES (1.3); CORRESPONDENCE WITH R. SCHWARTZ, R. MALIONEK AND A. SINGER REGARDING SAME (.2)
SINGER	12/28/10	5.20	DRAFT RULE 2004 MOTION AND REVISE BASED ON INTERNAL COMMENTS (4.9); DISCUSS COMMENTS WITH. R. MALIONEK (.3):
MALIONEK	12/29/10	.10	EMAILS WITH A. SINGER REGARDING REVISED 2004 DOCUMENTS
SINGER	12/29/10	1.10	DRAFT RULE 2004 MOTION
MALIONEK	12/30/10	1.80	REVIEW/REVISE 2004 MOTION AND REQUESTS AND EMAILS WITH TEAM REGARDING SAME (1.5); CONFERENCE WITH R. SCHWARTZ REGARDING BRIEF (0.3)
SCHWARTZ	12/30/10	.20	TELEPHONE CALL WITH R. MALIONEK REGARDING DISCUSSION OF COMMENTS AND OPEN POINTS REGARDING THIRD PARTY 2004 DISCOVERY MOTION
SCHWARTZ	12/30/10	2.30	CLOSE REVIEW AND MARK UP OF DRAFT THIRD PARTY 2004 MOTION AND DOCUMENT REQUESTS
SCHWARTZ	12/30/10	.30	TELEPHONE CALL WITH A. SINGER REGARDING DISCUSSION OF COMMENTS AND OPEN POINTS RELATED TO DRAFT THIRD PARTY 2004 MOTION
SINGER	12/30/10	6.20	DRAFT AND REVISE RULE 2004 MOTION
MALIONEK	12/31/10	.90	REVIEW REVISED BRIEF AND COMMENTS AND EMAILS WITH TEAM REGARDING

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SAME AND REGARDING CONFIDENTIALITY

SCHWARTZ	12/31/10	.50	MULTIPLE EMAILS W/ A. SINGER, R. MALIONEK AND J. GLASSER RE: OPEN POINTS AND ISSUES RELATED TO DRAFT THIRD PARTY 2004 DISCOVERY MOTION AND DOCUMENT REQUESTS
SCHWARTZ	12/31/10	1.00	REVIEW OF REVISED THIRD PARTY 2004 DISCOVERY MOTION AND DOCUMENT REQUESTS AS CIRCULATED BY A. SINGER
SINGER	12/31/10	3.70	DRAFT AND REVISE RULE 2004 MOTION

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R J MALIONEK	06779	11.70	780.00	9,126.00	PARTNER
R G SCHWARTZ	04913	5.20	885.00	4,602.00	PARTNER
AA ROJE	07140	1.50	755.00	1,132.50	COUNSEL
A J GOLDBERG	71125	.60	575.00	345.00	ASSOCIATE, SR.
J E GLASSER	08346	21.40	435.00	9,309.00	ASSOCIATE, JR.
J C HEGT	71931	.30	435.00	130.50	ASSOCIATE, JR.
K M ROCK	71963	1.50	435.00	652.50	ASSOCIATE, JR.
A M SINGER	71423	28.30	550.00	15,565.00	ASSOCIATE, JR.
		70.50		40,862.50	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0018
Adversary Proceeding

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: Plan Contested Matters,

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
HARRIS	12/01/10	4.20	ATTEND MEETING REGARDING DEPOSITION STRATEGY (0.5), REVIEW EXCLUSIVITY BRIEF AND EDIT SAME AND DISCLOSURE STATEMENT OBJECTION (1.20); DRAFT NOTES OF DUNN TRANSCRIPT (2.50)
MALIONEK	12/01/10	2.40	TEAM MEETING REGARDING EXCLUSIVITY AND DISCLOSURE STATEMENT BRIEFING STRATEGY AND EMAILS REGARDING SAME (0.6); EMAILS REGARDING DUNN TRANSCRIPT AND REVIEW SAME (0.9); EMAILS REGARDING CONFIDENTIALITY (0.3); COMMITTEE CALL REGARDING DEPOSITION OF ROSOFF (0.6)
SCHWARTZ	12/01/10	.20	TELEPHONE CALL WITH C. HARRIS REGARDING RECAP OF ISSUES FROM DUNN DEPOSITION AND NEXT STEPS RELATED TO 2004 DISCOVERY
SCHWARTZ	12/01/10	.50	EMAILS AND TELEPHONE CALLS WITH L&W TEAM AND REVIEW OF DOCUMENTS RELATED TO CONFIDENTIALITY ISSUES REGARDING 2004 DISCOVERY ISSUES
SCHWARTZ	12/01/10	.50	TELEPHONE CALLS AND EMAILS WITH C. HARRIS AND R. MALIONEK REGARDING DISCUSSION OF NEXT STEPS AND ACTIONS RELATED TO 2004 DISCOVERY ISSUES
SCHWARTZ	12/01/10	.40	TELEPHONE CALL WITH A. SCRUTON REGARDING UPDATE ON 2004 DISCOVERY ISSUES AND NEXT STEPS RELATED TO SAME AND RELATED TO DS AND EXCLUSIVITY OBJECTIONS
SCHWARTZ	12/01/10	.40	PREPARE FOR COMMITTEE CALL REGARDING UPDATE ON 2004 DISCOVERY ISSUES AND NEXT STEPS RELATED TO SAME AND RELATED TO DS AND EXCLUSIVITY OBJECTIONS
SCHWARTZ	12/01/10	.50	PARTICIPATION ON COMMITTEE CALL REGARDING UPDATE ON 2004 DISCOVERY AND DEPOSITION OF INDEPENDENT DIRECTOR AND DISCUSSION OF NEXT STEPS RELATED TO 2004 DISCOVERY AND DS AND EXCLUSIVITY OBJECTIONS
SCHWARTZ	12/01/10	1.00	FOLLOW UP OFFICE CONFERENCES, TELEPHONE CALLS AND EMAILS WITH

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L&W TEAM AND OTHER COMMITTEE
PROFESSIONALS REGARDING RESULTS OF
COMMITTEE CALL AND NEXT STEPS
REGARDING 2004 DISCOVERY AND DS AND
EXCLUSIVITY OBJECTIONS

SCHWARTZ	12/01/10	.20	UPDATE EMAIL TO M. SEIDER REGARDING STATUS OF 2004 DISCOVERY AND COMMITTEE POSITIONS REGARDING DS AND EXCLUSIVITY OBJECTIONS
SCHWARTZ	12/01/10	.80	INITIAL REVIEW OF DRAFT DISCLOSURE STATEMENT APPROVAL OBJECTION AND CHART OF ADDITIONAL DISCLOSURES PREPARED BY A. GOLDBERG AND OTHERS
SCHWARTZ	12/01/10	.30	EMAILS WITH A. GOLDBERG REGARDING SUBSTANTIVE ISSUES AND CONSIDERATIONS RELATED TO DRAFT DISCLOSURE STATEMENT APPROVAL OBJECTIONS
GOLDBERG	12/01/10	9.20	MEETING REGARDING DEPOSITION (0.4); REVISE DISCLOSURE STATEMENT OBJECTION (4.2); REVISE COMMITTEE LETTER (1.3); MEETINGS REGARDING OBJECTIONS (1.9); REVISE EXCLUSIVITY OBJECTION (1.4)
GLASSER	12/01/10	5.50	COMMUNICATION WITH C. HARRIS REGARDING REVISIONS TO EXCLUSIVITY MOTION (.4); DRAFT AND REVISE EXCLUSIVITY MOTION (4.1); TEAM MEETING TO DISCUSS MOTION STRATEGY (1.0)
MARTIN	12/01/10	6.50	REVISE DISCLOSURE STATEMENT OBJECTION (2.5); MEETING WITH WORKING GROUP REGARDING EXCLUSIVITY AND DISCLOSURE STATEMENT MOTIONS (1.0); REVIEW COMMENTS TO EXCLUSIVITY MOTION (1.0); REVIEW TRANSCRIPT OF HEARING IN RELATION (2.0)
OZAWA	12/01/10	1.20	REVIEW AND REVISE SUMMARY OF SUPPLEMENTAL EXECUTIVE INSURANCE PROGRAM AND SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN IN CONNECTION WITH OBJECTION TO BANKRUPTCY PLAN
ROCK	12/01/10	8.90	EMAIL CORRESPONDENCE WITH A. OZAWA REGARDING REVIEW OF DEBTOR EMPLOYMENT DOCUMENTS (.2); RESEARCH TO SUPPORT PORTION OF MOTION IN OPPOSITION TO EXTENSION OF EXCLUSIVITY (2.9); CONTINUE DRAFTING ARGUMENT ON TERMINATION FOR CAUSE (3.0); MEETING WITH A. GOLDBERG REGARDING EDITS TO MOTION IN

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OPPOSITION TO EXCLUSIVITY (.5);
 TELECONFERENCE WITH A. OZAWA
 REGARDING RESULTS OF REVIEW OF
 DEBTOR EMPLOYMENT AGREEMENTS (.3);
 EMAIL CORRESPONDENCE TO A. ROJE
 REGARDING QUESTION ON DIRECTOR AND
 OFFICER LIABILITY INSURANCE
 COVERAGE (1.0); REVIEW OF AND EDITS TO
 EXHIBIT TO DISCLOSURE STATEMENT
 OBJECTION (1.0)

SINGER	12/01/10	7.70	ATTEND TEAM STRATEGY MEETING TO DISCUSS NEXT STEPS FOR DISCOVERY AND TO PROVIDE CASE HISTORY (1.0); ATTEND COMMITTEE CALL ON DISCOVERY IN ORDER TO PROVIDE CASE HISTORY ANALYSIS (.5); DRAFT COMMITTEE SOLICITATION LETTER AND REVISE BASED ON COMMENTS FROM TEAM (4.0); REVIEW OBJECTION TO EXCLUSIVITY (.7); BEGIN REVIEW OF DEPOSITION TRANSCRIPT (.6); CONDUCT RESEARCH AND REVIEW OF PRECEDENT (.9)
SINGER	12/01/10	.40	ORGANIZE TEAM MEETING AND COMMITTEE MEETING REGARDING UPDATE ON DISCOVERY
HARRIS	12/02/10	3.70	EMAILS REGARDING DEPOSITION STRATEGY (.3); EDIT EXCLUSIVITY AND DISCLOSURE STATEMENT BRIEFS AND ATTEND MEETING REGARDING SAME (3.4)
MALIONEK	12/02/10	1.70	EMAILS AND CONFERENCES WITH TEAM REGARDING MOTION STRATEGY AND USE OF DEPOSITION TESTIMONY (0.8); EMAILS WITH R. LEVINE REGARDING ROSOFF DEPOSITION (0.4); EMAILS REGARDING LATE PRODUCTION (0.5)
SCHWARTZ	12/02/10	.50	EMAILS AND DISCUSSIONS WITH R. MALIONEK AND C. HARRIS REGARDING STATUS OF ROSOFF DEPOSITION AND COMMITTEE POSITION AND DECISION REGARDING SAME
SCHWARTZ	12/02/10	.40	TELEPHONE CALL WITH A. GOLDBERG AND A. SINGER REGARDING DISCUSSION OF ISSUES RELATED TO DEBTORS' PROPOSED SOLICITATION PROCESS AND OTHER PLAN-RELATED CONSIDERATIONS
SCHWARTZ	12/02/10	.80	REVIEW OF FINAL TRANSCRIPT FROM DUNN DEPOSITION IN CONNECTION WITH ASSESSMENT OF EXCLUSIVITY AND DS OBJECTIONS
SCHWARTZ	12/02/10	.50	EMAILS AND TELEPHONE CALLS WITH A. SINGER AND A. GOLDBERG REGARDING

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COMMITTEE INPUT RE: DS AND
EXCLUSIVITY OBJECTIONS AND PLAN AND
SOLICITATION ISSUES

SCHWARTZ	12/02/10	.50	CONFERENCE CALL WITH A. SINGER, A. GOLDBERG AND DRINKER REGARDING DISCUSSION OF DS APPROVAL ISSUES AND PROCEDURES IN CONNECTION WITH PREPARATION OF OBJECTION
SCHWARTZ	12/02/10	1.00	CONFERENCE WITH LW TEAM REGARDING DISCUSSION OF ISSUES (.8), ARGUMENTS AND OPEN POINTS RELATED TO DRAFT EXCLUSIVITY AND DS OBJECTIONS AND NEXT STEPS AND ACTION ITEMS RELATED TO DRAFTING OF SAME (.2)
SCHWARTZ	12/02/10	2.30	REVIEW OF CASE LAW AND PRECEDENTS RELATED TO ISSUES RELEVANT TO PREPARATION OF EXCLUSIVITY AND DS OBJECTIONS
SCHWARTZ	12/02/10	1.00	REVIEW OF ADDITIONAL DISCOVERY MATERIALS PRODUCED BY DEBTORS (.2); MULTIPLE EMAILS WITH L&W TEAM REGARDING ASSESSMENT OF MATERIALS AND RESPONSE TO SAME (.8)
SCHWARTZ	12/02/10	3.00	REVIEW AND COMMENT ON MULTIPLE REVISED VERSIONS OF EXCLUSIVITY AND DS OBJECTIONS AND RELATED DOCUMENTATION INCLUDING COMMITTEE RECOMMENDATION LETTER AND SUPPLEMENTAL DISCLOSURE CHART
GOLDBERG	12/02/10	10.80	MEETINGS REGARDING PLAN/DS LITIGATION RESEARCH (0.8); REVISE DISCLOSURE STATEMENT OBJECTION (1.9); CORRESPONDENCE REGARDING OBJECTIONS (0.9); REVISE EXCLUSIVITY OBJECTION (5.8); REVIEW DISCOVERY MATERIALS (0.4); MEETING REGARDING OBJECTIONS (1.0)
GLASSER	12/02/10	12.80	REVISE AND DRAFT MOTION TO TERMINATE EXCLUSIVITY (11.5); CORRESPONDENCE WITH TEAM REGARDING SAME (.2); PREPARE FOR AND ATTEND TEAM MEETING TO DISCUSS EXCLUSIVITY MOTION AND DISCLOSURE STATEMENT OBJECTION (1.1)
MARTIN	12/02/10	4.50	REVIEW REVISED EXCLUSIVITY PLEADING AND EDIT SAME (2.5); MEETING TO DISCUSS DISCLOSURE STATEMENT OBJECTION (1.0); REVIEW SOLICITATION MATERIALS (0.5); CALL WITH DRINKER TO DISCUSS SAME (0.5)
ROCK	12/02/10	11.50	CONTINUE REVIEW OF PRECEDENT

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REGARDING DS ISSUES (1.3); REVIEW COMMENTS RECEIVED FROM A. OZAWA ON THE SERP AND SEIP AGREEMENTS (.2); MEETING WITH LATHAM TEAM REGARDING STATUS OF PLEADINGS (.8); CONTINUE RESEARCH REGARDING EXCLUSIVITY (2.3); CONTINUE RESEARCH REGARDING DISCLOSURE STATEMENT OBJECTIONS (2.5); EMAIL CORRESPONDENCE WITH A. ROJE REGARDING DIRECTOR LIABILITY INSURANCE ISSUES (.6); EMAIL CORRESPONDENCE WITH LATHAM TEAM REGARDING RESULTS OF CONTINUED RESEARCH REGARDING DISCLOSURE STATEMENT OBJECTIONS (.2); EMAIL CORRESPONDENCE WITH DRINKER BIDDLE REGARDING DISCLOSURE STATEMENT AND EXTENSION OF EXCLUSIVITY OBJECTIONS (.2); CONTINUE DRAFTING PORTION OF MOTION IN OPPOSITION TO EXTENSION OF EXCLUSIVITY (2.9); REVIEW DEPOSITION TRANSCRIPT OF D. DUNN (.5)

SINGER	12/02/10	8.60	RESEARCH PRECEDENT CASE (.8); REVIEW OBJECTION TO DISCLOSURE STATEMENT (1.0); REVIEW AND ANALYZE SOLICITATION PROCEDURES AND PRECEDENT (3.0); REVIEW DEADLINES AND PROCEDURES UNDER PLAN (1.0); DRAFT SOLICITATION LETTER (.8); ATTEND TEAM MEETING REGARDING OBJECTION STRATEGY AND TIMING (1.0); ATTEND MEETING WITH DRINKER REGARDING SOLICITATION PROCEDURES (.5); EMAIL AND PHONE CORRESPONDENCE REGARDING SOLICITATION PROCEDURES WITH INDENTURE TRUSTEES (.5)
CHALEN	12/02/10	.30	ASSIST WITH PACER SEARCHES FOR DISCLOSURE STATEMENTS
GAYNAIR	12/02/10	4.50	ASSIST C. HARRIS WITH PREPARING ROUGH TO FINAL TRANSCRIPT (3.2) REVIEW AND EDIT NOTES OF DUNN TESTIMONY (1.3)
HARRIS	12/03/10	3.10	REVIEW BOARD MATERIALS (1.0); EDIT EXCLUSIVITY AND DISCLOSURE STATEMENT BRIEFS (2.1)
MALIONEK	12/03/10	2.20	REVIEW EXCLUSIVITY BRIEF AND REVISE, EMAILS WITH TEAM REGARDING SAME (1.5); TEAM MEETING REGARDING SAME (0.7)
SCHWARTZ	12/03/10	.50	TELEPHONE CALL WITH PARTICULAR COMMITTEE MEMBERS REGARDING STATUS OF EXCLUSIVITY DISCOVERY,

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			EXCLUSIVITY AND DS OBJECTIONS AND NEXT STEPS RELATED TO SAME
SCHWARTZ	12/03/10	.50	TELEPHONE CALLS AND EMAILS WITH L&W TEAM REGARDING ADDITIONAL INFORMATION AND MATERIALS PRODUCED BY DEBTORS AND COMMITTEE RESPONSE TO SAME
SCHWARTZ	12/03/10	.30	REVIEW OF ASSESSMENT OF SUPPLEMENTAL MATERIALS PREPARED BY J. GLASSER AND K. ROCK
SCHWARTZ	12/03/10	.80	MEET WITH L&W TEAM REGARDING DISCUSSION OF CURRENT STATUS OF EXCLUSIVITY AND DS APPROVAL OBJECTIONS AND OPEN ISSUES AND POINTS FOR RESOLUTION AND FINALIZING RELATED TO SAME
SCHWARTZ	12/03/10	.80	TELEPHONE CALLS AND EMAILS WITH C. HARRIS AND OTHER MEMBERS OF L&W TEAM REGARDING CONFIDENTIALITY ISSUES RELATED TO EXCLUSIVITY AND DS OBJECTION PLEADINGS AND FILING ISSUES RELATED TO SAME
SCHWARTZ	12/03/10	.50	REVIEW A. SINGER ANALYSIS REGARDING SOLICITATION TIME TABLE AND ISSUES (.2); DISCUSS SAME AND RELATED ISSUES WITH A. SINGER (.3)
SCHWARTZ	12/03/10	.60	REVIEW OF DRINKER SECTION FOR DS APPROVAL OBJECTION RELATED TO SOLICITATION PROCESS AND PROCEDURES OBJECTIONS AND EMAILS AND TELEPHONE CALLS WITH A. SINGER AND C. MARTIN RELATED TO SAME
SCHWARTZ	12/03/10	2.80	REVIEW AND EXTENSIVE EDITING OF CURRENT DRAFT OF DS APPROVAL OBJECTION
SCHWARTZ	12/03/10	.30	TELEPHONE CALLS AND EMAILS WITH C. MARTIN REGARDING DS APPROVAL OBJECTION ISSUES
SCHWARTZ	12/03/10	.50	MULTIPLE EMAILS WITH R. MALIONEK REGARDING DISCUSSION OF COMMENTS, ISSUES AND THEMES RELATED TO EXCLUSIVITY AND DS APPROVAL OBJECTIONS
SCHWARTZ	12/03/10	4.50	REVIEW OF MULTIPLE REVISED VERSIONS OF EXCLUSIVITY OBJECTION (1.2); EXTENSIVE REVISIONS TO DRAFT(0.5); MULTIPLE EMAILS WITH L&W TEAM REGARDING IDENTIFICATION OF OPEN ISSUES AND POINTS TO ADDRESS RELATED TO EXCLUSIVITY OBJECTION

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(2.8)

GOLDBERG	12/03/10	11.10	CORRESPONDENCE REGARDING COMMITTEE MATERIALS (0.4); MEETINGS REGARDING MOTION TO EXPEDITE (0.3); MEETINGS REGARDING DISCOVERY MATERIALS (0.4); REVISE EXCLUSIVITY OBJECTION (8.6); CORRESPONDENCE REGARDING SAME (0.4); MEETING REGARDING OBJECTIONS (1.0)
GLASSER	12/03/10	8.60	CORRESPONDENCE WITH C. HARRIS, A. GOLDBERG AND D. GAYNAIR REGARDING CONFIDENTIALITY ISSUES (.6); REVIEW RECENT BOARD MEETING MATERIALS PROVIDED BY DEBTORS (.6); REVISE AND DRAFT EXCLUSIVITY MOTION (6.5); CORRESPONDENCE WITH TEAM REGARDING STATUS OF OUTSTANDING DILIGENCE REQUESTS (.2); TEAM MEETING TO DISCUSS EXCLUSIVITY MOTION AND DISCLOSURE STATEMENT OBJECTION (.7)
MARTIN	12/03/10	6.00	MEETING WITH LATHAM TO DISCUSS REVISIONS TO EXCLUSIVITY AND DISCLOSURE OBJECTIONS (1.0); REVISE DRAFT OF SAME (5.0)
ROCK	12/03/10	9.30	REVIEW NEWLY RECEIVED ADVANTA BOARD MINUTES (1.7); CONTINUE REVIEW OF PRECEDENT ON DISCLOSURE STATEMENT AND EXCLUSIVITY OBJECTIONS (3.1); DRAFT PORTION OF DISCLOSURE STATEMENT OBJECTION (2.0); REVIEW DEPOSITION TRANSCRIPT OF D. DUNN (1.6); MEETING WITH LATHAM TEAM REGARDING STATUS OF AND EDITS TO FILINGS (.7); TELECONFERENCE WITH A. SINGER REGARDING MOTION TO FILE UNDER SEAL (.2); REVIEW EXAMPLE MOTION TO FILE UNDER SEAL (.2)
SINGER	12/03/10	11.90	CALL WITH H. COHEN REGARDING SOLICITATION (.5); REVIEW SOLICITATION PROCEDURES (3.0); DISCUSS CONFIDENTIALITY ISSUE (.5); TEAM MEETING REGARDING SOLICITATION (1.0); DRAFT COMMITTEE SOLICITATION LETTER (1.9) DRAFT DISCLOSURE STATEMENT OBJECTION (5.0)
GAYNAIR	12/03/10	3.10	ASSIST J. GLASSER WITH REVIEWING BRIEFS AND CREATING LIST OF ALL DOCUMENTS CITED THROUGHOUT BRIEFS
MALIONEK	12/04/10	4.50	REVIEW AND REVISE EXCLUSIVITY BRIEF AND DISCLOSURE STATEMENT BRIEF AND EMAILS WITH TEAM REGARDING SAME
SCHWARTZ	12/04/10	.50	MULTIPLE EMAILS WITH A. SINGER AND C.

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			MARTIN REGARDING POINTS AND ISSUES RELATED TO DS APPROVAL OBJECTION AND FOLLOW UP ACTIONS RELATED TO SAME
SCHWARTZ	12/04/10	3.30	REVIEW AND EXTENSIVE COMMENTS TO CURRENT VERSION OF DS APPROVAL OBJECTION AND NEW SECTION RELATED TO SOLICITATION PROCESS OBJECTIONS
SCHWARTZ	12/04/10	2.30	REVIEW OF MULTIPLE REVISED VERSIONS OF EXCLUSIVITY OBJECTION AND INCORPORATE SUBSTANTIVE COMMENTS INTO SAME
GOLDBERG	12/04/10	.30	CORRESPONDENCE REGARDING OBJECTIONS (0.3)
GLASSER	12/04/10	6.40	DRAFT AND REVISE MOTION TO TERMINATE EXCLUSIVITY
MARTIN	12/04/10	3.50	REVIEW AND REVISE DISCLOSURE STATEMENT OBJECTION
ROCK	12/04/10	4.20	REVIEW AND COMMENTS TO DRAFTS OF OBJECTIONS TO DISCLOSURE STATEMENT
SINGER	12/04/10	2.50	DRAFT DISCLOSURE OBJECTION AND TIMELINE FOR DEADLINES IN PLAN
MALIONEK	12/05/10	.80	REVIEW AND COMMENTS ON BRIEFS AND EMAILS, CONFERENCES WITH TEAM REGARDING SAME
SCHWARTZ	12/05/10	1.50	MULTIPLE TELEPHONE CALLS AND EMAILS WITH L&W TEAM REGARDING DISCUSSION OF STATUS OF OBJECTIONS, PROCESS AND PROCEDURAL ISSUES RELATED TO COMPLETION AND FILING OF PLEADINGS AND COMMITTEE CIRCULATION AND REVIEW, AND COORDINATION OF NEXT STEPS RELATED TO SAME
SCHWARTZ	12/05/10	.80	PREPARE SUMMARY EMAIL TO L&W AND FTI TEAMS REGARDING PARAMETERS OF SCOPE OF POTENTIAL RESOLUTION OF PLAN AND DISCLOSURE STATEMENT DISPUTES WITH DEBTORS
SCHWARTZ	12/05/10	.50	FOLLOW UP EMAILS AND TELEPHONE CALLS WITH A. SCRUTON AND R. MALIONEK REGARDING POTENTIAL SETTLEMENT PARAMETERS AND NEXT STEPS RELATED TO SAME
SCHWARTZ	12/05/10	3.00	REVIEW AND EDIT OF EXCLUSIVITY AND DS APPROVAL OBJECTIONS IN ADVANCE OF CIRCULATION TO COMMITTEE

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SCHWARTZ	12/05/10	.30	EMAILS WITH M. SEIDER REGARDING UPDATE ON STATUS OF OBJECTIONS AND NEXT STEPS RELATED TO SAME
SEIDER	12/05/10	2.00	REVIEW AND REVISE MOTION TO TERMINATE EXCLUSIVITY (1.7); EMAILS WITH LATHAM REGARDING SAME (.3)
GOLDBERG	12/05/10	.30	CORRESPONDENCE REGARDING OBJECTIONS (0.3)
MARTIN	12/05/10	2.20	REVIEW COMMENTS TO DISCLOSURE OBJECTION AND EDIT SAME
ROCK	12/05/10	8.20	REVIEW OF AND COMMENTS TO DRAFT MOTION IN OPPOSITION TO EXCLUSIVITY (1.9); DRAFT MOTION TO FILE EXCLUSIVITY OBJECTION UNDER SEAL (3.9); DRAFT MOTION FOR EXPEDITED HEARING AND PROPOSED ORDER (2.4)
SINGER	12/05/10	6.50	DRAFT AND REVISE OBJECTIONS AND MOTIONS FOR DEADLINE AND EMAIL CORRESPONDENCE REGARDING SAME (4.0); REVIEW CHART FOR OBJECTION REGARDING REVISIONS TO DISCLOSURE STATEMENT AND EMAIL CORRESPONDENCE REGARDING SAME (1.0); DRAFT PROPOSED REVISIONS TO PROCEDURES AND EMAIL CORRESPONDENCE REGARDING SAME (1.5)
HARRIS	12/06/10	4.10	EDIT EXCLUSIVITY OBJECTION AND MOTION AND DISCLOSURE STATEMENT OBJECTION (3.8); EMAILS REGARDING SAME (0.3)
MALIONEK	12/06/10	.30	EMAILS REGARDING COMMON INTEREST AND BRIEFS
SCHWARTZ	12/06/10	.40	EMAILS AND TELEPHONE CALLS WITH C. HARRIS REGARDING CONFIDENTIALITY AND SEAL ISSUES RELATED TO FILING OF OBJECTIONS
SCHWARTZ	12/06/10	.30	TELEPHONE CALL WITH M. SEIDER REGARDING DISCUSSION OF STATUS AND THEMES OF OBJECTIONS AND NEXT STEPS FORWARD
SCHWARTZ	12/06/10	.60	REVISE AND MARK UP DRAFT COMMITTEE LETTER TO BE INCLUDED AS EXHIBIT TO DISCLOSURE STATEMENT OBJECTION
SCHWARTZ	12/06/10	1.00	MEET WITH L&W TEAM REGARDING DISCUSSION OF COMMENTS AND OPEN POINTS REGARDING DISCLOSURE STATEMENT OBJECTION AND EXCLUSIVITY OBJECTION, PROCESS AND

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PROCEDURAL ISSUES RELATED TO FILING
OF THE SAME

SCHWARTZ	12/06/10	1.00	REVIEW AND EDIT OF REVISED SUPPLEMENTAL DISCLOSURE CHART TO BE INCLUDED AS EXHIBIT TO DS APPROVAL OBJECTION
SCHWARTZ	12/06/10	.50	REVIEW OF COMMENTS ON EXCLUSIVITY OBJECTION RECEIVED FROM PARTICULAR COMMITTEE MEMBERS (0.3); TELEPHONE CALLS AND EMAILS WITH L&W TEAM REGARDING SAME (0.2)
SCHWARTZ	12/06/10	.40	EMAILS AND TELEPHONE CALLS WITH C. HARRIS AND R. MALIONEK REGARDING CREDITOR INQUIRY ISSUES RELATED TO COMMITTEE OBJECTIONS AND POSITIONS
SCHWARTZ	12/06/10	2.00	SUBSTANTIVE EDITING OF PARTICULAR PORTIONS OF DS APPROVAL OBJECTION
SCHWARTZ	12/06/10	.50	REVIEW OF ERRATA SHEET TO DUNN DEPOSITION CIRCULATED BY DEBTORS (0.3); EMAILS WITH L&W TEAM REGARDING SAME (0.2)
SCHWARTZ	12/06/10	2.00	REVIEW AND EDITING OF FURTHER REVISED DRAFT OF EXCLUSIVITY OBJECTION
SCHWARTZ	12/06/10	1.80	REVIEW AND COMMENT ON VARIOUS PROCEDURAL MOTIONS RELATED TO FILING OF OBJECTIONS INCLUDING MOTION TO SEAL, AND MOTIONS TO SHORTEN TIME
GOLDBERG	12/06/10	4.90	REVISE EXCLUSIVITY OBJECTION (1.8); REVISE DISCLOSURE STATEMENT OBJECTION (2.3); MEETINGS REGARDING RESEARCH AND DISCOVERY (0.8)
GLASSER	12/06/10	12.40	REVIEW AND REVISE MOTION TO TERMINATE EXCLUSIVITY (7.2); REVIEW AND ANALYZE EXHIBITS TO EXCLUSIVITY MOTION (.6); COORDINATE EXHIBITS TO EXCLUSIVITY MOTION (.3); REVIEW AND ANALYZE ERRATA SHEET FROM DEPOSITION OF DANA BECKER DUNN IN CONNECTION WITH REVISING MOTION TO TERMINATE EXCLUSIVITY (.9); COMMUNICATION WITH TEAM REGARDING SAME (.2); RESEARCH IN CONNECTION WITH MOTION TO TERMINATE EXCLUSIVITY (1.5); REVIEW AND ANALYZE MOTION TO TERMINATE EXCLUSIVITY TO REDACT CONFIDENTIAL INFORMATION (1.3); MEETING WITH A. GOLDBERG REGARDING REDACTIONS TO EXCLUSIVITY MOTION (.4)

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MARTIN	12/06/10	3.00	MEETING WITH R. SCHWARTZ REGARDING REVISED PLEADINGS (0.8); FOLLOW UP REGARDING SAME (0.2); REVISE DRAFT OBJECTION TO REFLECT COMMITTEE COMMENTS (2)
ROCK	12/06/10	13.20	DRAFT MOTION FOR EXPEDITED HEARING ON MOTION TO TERMINATE EXCLUSIVITY (2.0); REVIEW OF AND EDITS TO MOTION TO TERMINATE EXCLUSIVITY (5.0); REVIEW COMMENTS TO AND EDIT MOTION FOR EXPEDITED HEARING ON MOTION TO TERMINATE EXCLUSIVITY (1.5); REVIEW OF AND EDITS TO DISCLOSURE STATEMENT OBJECTIONS (3.5); REVIEW COMMENTS TO AND EDIT MOTION TO FILE UNDER SEAL AND ACCOMPANYING MOTION FOR EXPEDITED HEARING (1.0); REVIEW ERRATA SHEET FOR DUNN DEPOSITION (.2)
SINGER	12/06/10	12.40	DRAFT OBJECTIONS AND MOTIONS AND PREPARE SAME FOR FILING, INCLUDING CALLS WITH LOCAL COUNSEL REGARDING PROCEDURES AND EMAILS TO COMMITTEE PROVIDING UPDATES ON SUBJECT MATTER AND STATUS OF FILINGS
GAYNAIR	12/06/10	4.60	ASSIST J. GLASSER WITH PREPARING DEPOSITION EXCERPTS FOR EXCLUSIVITY MOTION
MALIONEK	12/07/10	.40	EMAILS WITH R. SCHWARTZ REGARDING EXCLUSIVITY DISCOVERY AND LITIGATION
SCHWARTZ	12/07/10	.80	EMAILS AND TELEPHONE CALLS WITH L&W AND DRINKER TEAMS REGARDING COMMENTS AND REVISIONS TO PROCEDURAL MOTIONS RELATED TO FILING OF EXCLUSIVITY AND DS OBJECTIONS
SCHWARTZ	12/07/10	.70	REVIEW OF MULTIPLE REVISED VERSIONS OF PROCEDURAL MOTIONS IN CONNECTION WITH PREPARATION FOR FILING
SCHWARTZ	12/07/10	.30	EMAILS WITH C. HARRIS REGARDING SEAL AND CONFIDENTIALITY ISSUES RELATED TO FILING OF OBJECTIONS
SCHWARTZ	12/07/10	1.30	REVIEW OF PARTICULAR COMMITTEE MEMBER COMMENTS TO DRAFT OBJECTIONS AND TELEPHONE CALLS AND EMAILS WITH L&W TEAM REGARDING REVISIONS TO OBJECTIONS TO ACCOMMODATE SAME
SCHWARTZ	12/07/10	.30	TELEPHONE CALL WITH COUNSEL FOR

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CREDITOR REGARDING COMMITTEE
POSITION AND POTENTIAL OBJECTIONS

SCHWARTZ	12/07/10	.40	TELEPHONE CALL AND EMAIL WITH PARTICULAR COMMITTEE MEMBER REGARDING COMMENTS TO DRAFT OBJECTIONS AND CLARIFICATION OF SPECIFIC FACTUAL POINTS RELATED TO SAME
SCHWARTZ	12/07/10	1.30	MULTIPLE TELEPHONE CALLS, O/CS AND EMAILS WITH L&W AND DRINKER TEAMS REGARDING ASSESSMENT OF CONFIDENTIALITY AND SEAL ISSUES RELATED TO DRAFT OBJECTIONS AND FILING OF SAME
SCHWARTZ	12/07/10	1.00	MEETING WITH L&W TEAM REGARDING PAGE TURNS THROUGH OBJECTIONS AND DISCUSSION OF REMAINING OPEN POINTS AND ISSUES RELATED TO SAME
SCHWARTZ	12/07/10	2.30	REVIEW AND FINAL EDITS TO NEARLY FINAL VERSIONS OF EXCLUSIVITY AND DS APPROVAL OBJECTIONS
SCHWARTZ	12/07/10	.80	REVIEW OF REDACTED VERSIONS OF OBJECTIONS IN PREPARATION FOR FILING
SCHWARTZ	12/07/10	.40	TELEPHONE CALLS AND EMAILS WITH J. GLASSER AND C. HARRIS REGARDING ISSUES AND POINTS RELATED TO REDACTED VERSIONS OF OBJECTIONS
SCHWARTZ	12/07/10	.50	EMAILS AND TELEPHONE CALLS WITH A. SINGER AND J. GLASSER REGARDING COORDINATION OF COMMUNICATIONS AND DISTRIBUTIONS TO COMMITTEE AND DEBTORS OF COMMITTEE OBJECTIONS AND AGENDA FOR COMMITTEE UPDATE CALL REGARDING NEXT STEPS
GOLDBERG	12/07/10	5.10	REVISE EXCLUSIVITY OBJECTION (2.3); REVISE DISCLOSURE STATEMENT OBJECTION (1.4); MEETING REGARDING OBJECTIONS (0.6); REVIEW OBJECTIONS OF OTHER PARTIES (0.8)
GLASSER	12/07/10	7.80	REVISE, FINALIZE AND EDIT EXCLUSIVITY MOTION IN CONNECTION WITH FILING DEADLINE (4.9); TEAM MEETING REGARDING EXCLUSIVITY MOTION AND DISCLOSURE STATEMENT OBJECTION (.7); COMMUNICATION WITH GCG REGARDING COPIES OF PROOFS OF CLAIMS (.3); COMMUNICATION WITH C. HARRIS, R. SCHWARTZ AND A. GOLDBERG REGARDING CONFIDENTIALITY ISSUES AND FILING UNDER SEAL (.4); REDACT EXCLUSIVITY MOTION IN PREPARATION

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			FOR FILING (1.0); COMMUNICATION WITH LOCAL COUNSEL REGARDING FILING OF EXCLUSIVITY MOTION (.2); CORRESPONDENCE WITH WEIL GOTSHAL REGARDING EXCLUSIVITY AND DISCLOSURE STATEMENT FILINGS (.3)
MARTIN	12/07/10	4.00	REVIEW AND REVISE FINAL DISCLOSURE STATEMENT OBJECTION (3.0); MEET WITH LW TEAM REGARDING COMMENTS TO SAME FROM COMMITTEE (1.0)
ROCK	12/07/10	8.20	CONTINUE REVIEW OF AND EDITS TO MOTION TO TERMINATE EXCLUSIVITY (1.6); REVISE MOTION FOR EXPEDITED HEARING ON MOTION TO TERMINATE EXCLUSIVITY (.2); PREPARE FOR AND ATTEND MEETING REGARDING FINAL EDITS TO PLEADINGS TO BE FILED DECEMBER 7 (.9); CONTINUE REVISIONS TO DISCLOSURE STATEMENT OBJECTIONS IN PREPARATION FOR FILING (3.5); PREPARE DRAFT BINDER OF PLEADINGS FILED DECEMBER 7 TO BE USED IN PREPARATION FOR DECEMBER 16 HEARING (2.0)
SINGER	12/07/10	9.70	DRAFT AND REVISE COMMITTEE OBJECTIONS AND MOTIONS AND COORDINATE FILING OF ALL MATERIALS (9.5); DRAFT SUMMARIES OF JOINDERS (.2)
GAYNAIR	12/07/10	2.60	CONTINUE TO ASSIST J. GLASSER WITH PREPARING EXHIBITS TO EXCLUSIVITY MOTION
LOZOVATSKAYA	12/07/10	.20	RESEARCH DOCKET FOR RELEVANT PRECEDENT AND SEND REQUESTED DOCUMENTS TO K. ROCK
SCHWARTZ	12/08/10	.50	TELEPHONE CALLS WITH COMMITTEE MEMBERS REGARDING DISCUSSION OF STATUS OF 12/16 ISSUES AND NEXT STEPS
SCHWARTZ	12/08/10	.60	FOLLOW UP TELEPHONE CALLS AND OFFICE CONFERENCES WITH FTI AND L&W TEAM REGARDING 12/16 HEARING PREPARATION
SCHWARTZ	12/08/10	.80	FOLLOW UP TELEPHONE CALLS WITH PARTICULAR COMMITTEE MEMBERS REGARDING 12/16 HEARING AND RELATED PLAN ISSUES
SCHWARTZ	12/08/10	.80	TELEPHONE CALL WITH A. SCRUTON REGARDING DISCUSSION OF FURTHER ISSUES RELATED TO 12/16 HEARING, RELATED PLAN ISSUES AND NEXT STEPS REGARDING SAME
GLASSER	12/08/10	1.70	CORRESPONDENCE WITH C. HARRIS AND

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D. GAYNAIR REGARDING LEGAL AUTHORITIES BINDER IN CONNECTION WITH HEARING PREPARATION (.2); PARTICIPATE IN CONFERENCE CALL WITH THE CREDITORS COMMITTEE TO PROVIDE LITIGATION EXPERTISE (.5); TEAM MEETING TO STRATEGIZE NEXT STEPS IN CONNECTION WITH PLAN ISSUES (1.0)

ROCK	12/08/10	5.30	REVIEW AND EDIT PROOF COPY OF BINDER OF DOCUMENTS FILED DECEMBER 7 (.5); TELECONFERENCE WITH A. SINGER REGARDING DRAFTING OF SUMMARIES OF THIRD PARTY PLEADINGS FILED DECEMBER 7 (.1); RESEARCH ON REGULATORY INVESTIGATION OF BANK EXECUTIVES (2.0); DRAFT EMAIL SUMMARY RESEARCH RE PLAN ISSUES TO CIRCULATE TO LATHAM TEAM (1.5); REVIEW THIRD-PARTY OBJECTIONS FILED ON DECEMBER 7 AND DRAFT SUMMARIES OF SUCH OBJECTIONS (1.2)
SINGER	12/08/10	.80	REVIEW ISSUES RELATING TO PLAN AND SETTLEMENT IN PREPARATION FOR HEARING (.8)
HARRIS	12/09/10	.30	EMAILS REGARDING 12/16 HEARING
MALIONEK	12/09/10	.20	EMAILS WITH R. SCHWARTZ REGARDING EXCLUSIVITY MOTION STATUS
SCHWARTZ	12/09/10	.20	EMAILS WITH C. HARRIS REGARDING 12/16 HEARING DETAILS AND ISSUES FOR RESOLUTION WITH WEIL
SCHWARTZ	12/09/10	.20	TELEPHONE CALL WITH A. SCRUTON REGARDING STATUS OF 12/16 HEARING AND ISSUES RELATED TO SAME
SCHWARTZ	12/09/10	.80	TELEPHONE CALLS WITH COMMITTEE MEMBERS REGARDING STATUS OF 12/16 HEARING AND ISSUES AND APPROACH REGARDING SAME
SCHWARTZ	12/09/10	.40	OFFICE CONFERENCE WITH A. SINGER, C. HARRIS AND J. GLASSER REGARDING DISCUSSION OF PREPARATION TASKS FOR 12/16 HEARING AND ISSUES RELATED TO SAME
SCHWARTZ	12/09/10	.60	TELEPHONE CALL WITH FTI AND COMMITTEE MEMBERS REGARDING 12/16 HEARING AND RELATED PLAN ISSUES
SCHWARTZ	12/09/10	.40	FOLLOW UP TELEPHONE CALL WITH A. SCRUTON REGARDING DISCUSSION OF AGENDA AND ISSUES FOR COMMITTEE CALL ON 12/10 AND PLAN RELATED ISSUES

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SCHWARTZ	12/09/10	.20	TELEPHONE CALL WITH M. SEIDER REGARDING UPDATE ON STATUS OF MATTERS FOR 12/16 HEARING
SCHWARTZ	12/09/10	.20	TELEPHONE CALL WITH C. HARRIS REGARDING UPDATE ON STATUS OF DISCUSSIONS WITH COMMITTEE MEMBERS REGARDING 12/16 HEARING AND RELATED PLAN ISSUES
SCHWARTZ	12/09/10	.30	REVIEW AND COMMENT ON SUMMARY EMAIL OUTLINING DS OBJECTIONS PREPARED BY K. ROCK
SEIDER	12/09/10	.30	TELEPHONE CALL WITH LATHAM REGARDING EXCLUSIVITY AND OBJECTION
GLASSER	12/09/10	5.60	MEETINGS WITH C. HARRIS, R. SCHWARTZ AND A. SINGER TO DISCUSS STRATEGY AND ARGUMENT IN PREPARATION FOR DECEMBER 16TH HEARING (1.0); RESEARCH AND ANALYZE LEGAL AUTHORITIES AND OTHER SUPPORTING DOCUMENTS TO PREPARE ORAL ARGUMENT ON COMMITTEE'S MOTION TO TERMINATE EXCLUSIVITY (1.0); PREPARE ARGUMENT OUTLINE FOR HEARING ON MOTION TO TERMINATE EXCLUSIVITY (3.3); EMAILS WITH TEAM REGARDING SAME (.3)
ROCK	12/09/10	5.00	MEETING WITH A. SINGER REGARDING DRAFTING OF ARGUMENT OUTLINE FOR DISCLOSURE STATEMENT OBJECTIONS IN PREPARATION FOR DECEMBER 16 HEARING (.4); DRAFT OUTLINE OF ARGUMENT ON DISCLOSURE STATEMENT OBJECTIONS IN PREPARATION FOR DECEMBER 16 HEARING (4.4); EMAIL CORRESPONDENCE WITH D. GAYNAIR REGARDING EXHIBITS FOR BINDER TO BE USED IN PREPARATION FOR DECEMBER 16 HEARING (.2)
SINGER	12/09/10	4.30	REVIEW AND PROVIDE COMMENTS TO SUMMARY OF PLEADINGS (.5); DRAFT OUTLINE OF ARGUMENT FOR HEARING (3.0); PROVIDE ASSIGNMENT OF OUTLINE TO K. ROCK (.2); PHONE CORRESPONDENCE WITH FTI AS TO FACTS FOR HEARING (.3); REVIEW EMAIL CORRESPONDENCE FROM CREDITORS IN PREPARATION FOR HEARING (.3)
GAYNAIR	12/09/10	6.90	REVIEW DISCLOSURE STATEMENT AND MOTION TO EXTEND EXCLUSIVITY BRIEFS AND DOWNLOADED ALL CASES CITED IN FOR REVIEW (3.4) ORGANIZE AND CREATE

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TABLE OF CONTENTS OF ALL CASES (3.5)

HARRIS	12/10/10	1.60	REVIEW RESEARCH REGARDING EXCLUSIVITY (.5); ATTEND COMMITTEE CALL (.7); EMAILS REGARDING 12/16 HEARING (.4)
MALIONEK	12/10/10	2.00	MEETING WITH R. SCHWARTZ REGARDING NEGOTIATIONS OVER EXCLUSIVITY ISSUES AND EMAILS WITH TEAM REGARDING SAME (0.8); COMMITTEE UPDATE CALL AND TEAM MEETING REGARDING SAME (1.0); EMAILS REGARDING HEARING SCHEDULE (0.2)
SCHWARTZ	12/10/10	.20	TELEPHONE CALL WITH COMMITTEE MEMBER REGARDING 12/16 HEARING AND PLAN RELATED ISSUES
SCHWARTZ	12/10/10	.20	TELEPHONE CALL AND EMAIL WITH A. SCRUTON REGARDING UPDATE ON COMMITTEE MEMBER DISCUSSIONS
SCHWARTZ	12/10/10	.40	EMAILS AND TELEPHONE CALLS WITH L&W AND DRINKER TEAMS REGARDING PROCESS AND TIMING ISSUES RELATED TO 12/16 HEARING AND COMMUNICATIONS WITH DEBTORS' COUNSEL AND CHAMBERS RELATED TO SAME
SCHWARTZ	12/10/10	.40	PREPARE FOR COMMITTEE CALL REGARDING POTENTIAL SETTLEMENT TERMS RELATED TO COMMITTEE DS AND EXCLUSIVITY OBJECTIONS
SCHWARTZ	12/10/10	.60	PARTICIPATE ON COMMITTEE CALL REGARDING DISCUSSION OF PARAMETERS OF POTENTIAL SETTLEMENT TERMS RELATED TO COMMITTEE DS AND EXCLUSIVITY OBJECTIONS AND NEXT STEPS AND STRATEGY RELATED TO NEGOTIATIONS WITH DEBTORS CONCERNING SAME
SCHWARTZ	12/10/10	1.00	FOLLOW UP EMAILS AND TELEPHONE CALLS WITH L&W TEAM, DRINKER AND FTI REGARDING RESULTS OF COMMITTEE CALL, NEXT STEPS AND STRATEGY REGARDING NEGOTIATIONS WITH DEBTORS CONCERNING POTENTIAL RESOLUTION OF COMMITTEE DS AND EXCLUSIVITY OBJECTIONS
GLASSER	12/10/10	8.70	PARTICIPATE IN CONFERENCE CALL WITH COMMITTEE TO DISCUSS UPCOMING HEARING AND POTENTIAL SETTLEMENT OPTIONS (1.0); REVIEW AND ANALYZE LEGAL AUTHORITIES AND OTHER SUPPORTING MATERIALS IN PREPARATION TO DRAFT ARGUMENT OUTLINE FOR

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			HEARING ON EXCLUSIVITY MOTION (2.0); DRAFT ARGUMENT FOR HEARING ON EXCLUSIVITY MOTION (5.4); EMAILS WITH TEAM REGARDING SAME (.3)
ROCK	12/10/10	9.40	CONTINUE RESEARCH REGARDING CAUSE FOR TERMINATION OF EXCLUSIVITY (1.9); CONTINUE DRAFTING OUTLINE OF ARGUMENT ON DISCLOSURE STATEMENT OBJECTIONS IN PREPARATION FOR DECEMBER 16 HEARING (6.5); ATTEND COMMITTEE UPDATE TELECONFERENCE (.5); MEET WITH LATHAM TEAM AFTER COMMITTEE UPDATE CALL TO PLAN STRATEGY FOR HEARING (.5)
SINGER	12/10/10	5.30	DRAFT ARGUMENT OUTLINES (2.5); REVIEW JOINDER TO COMMITTEE DISCLOSURE STATEMENT OBJECTION (.5); REVIEW SUMMARIES OF PLEADINGS DRAFTED BY K. ROCK FOR DISTRIBUTION TO TEAM (.3); DRAFT EMAIL SUMMARY TO COMMITTEE (.5); PHONE CORRESPONDENCE WITH CREDITORS REGARDING FILINGS (.5); REVIEW AND EMAIL CORRESPONDENCE REGARDING TIME NEEDED FOR HEARING (.3); REVIEW PLEADINGS REGARDING DISCLOSURE STATEMENT AND EXCLUSIVITY (.7)
MALIONEK	12/11/10	1.30	DRAFT REVISION OF EXCLUSIVITY PROVISION AND EMAILS REGARDING SAME
SCHWARTZ	12/11/10	.30	TELEPHONE CALL WITH H. COHEN REGARDING DISCUSSION OF POTENTIAL RESOLUTION OF COMMITTEE DS AND EXCLUSIVITY OBJECTIONS AND ISSUES RELATED TO SAME
SCHWARTZ	12/11/10	.70	MULTIPLE EMAILS WITH L&W TEAM AND OTHER COMMITTEE PROFESSIONALS REGARDING PARAMETERS AND ISSUES RELATED TO POTENTIAL RESOLUTION OF DS AND EXCLUSIVITY OBJECTIONS AND ISSUES RELATED TO SAME
GOLDBERG	12/11/10	.30	CORRESPONDENCE REGARDING SETTLEMENT
GLASSER	12/11/10	1.70	DRAFT AND REVISE ARGUMENT OUTLINE IN PREPARATION FOR HEARING (1.5); CORRESPONDENCE WITH A. SINGER REGARDING SAME (.2)
ROCK	12/11/10	3.50	CONTINUE DRAFTING ARGUMENT OUTLINE ON DISCLOSURE STATEMENT OBJECTIONS IN PREPARATION FOR DECEMBER 16 HEARING (3.0); UPDATE SUMMARY OF OBJECTIONS FILED BY

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PARTIES OTHER THAN THE COMMITTEE
(.5)

SINGER	12/11/10	4.70	DRAFT AND REVISE OUTLINES FOR ORAL ARGUMENT
HARRIS	12/12/10	.40	REVIEW SETTLEMENT PROPOSAL AND ATTEND CALL REGARDING SAME
MALIONEK	12/12/10	.40	CONFERENCE WITH R. SCHWARTZ REGARDING EXCULPATION NEGOTIATIONS AND COMMITTEE CALL
SCHWARTZ	12/12/10	.70	TELEPHONE CALL WITH R. LEMONS RE: DISCUSSION OF POINTS AND ISSUES RELATED TO POTENTIAL CONSENSUAL RESOLUTION OF COMMITTEE DISCLOSURE STATEMENT AND EXCLUSIVITY OBJECTIONS
SCHWARTZ	12/12/10	.40	PREPARE EMAIL SUMMARY TO COMMITTEE PROFESSIONALS OF PARAMETERS OF POTENTIAL SETTLEMENT OF COMMITTEE DS AND EXCLUSIVITY OBJECTIONS
SCHWARTZ	12/12/10	.40	PARTICIPATE ON CONFERENCE CALL WITH COMMITTEE PROFESSIONALS RE: DISCUSSION OF PARAMETERS OF POTENTIAL SETTLEMENT OF COMMITTEE DS AND EXCLUSIVITY OBJECTIONS
SCHWARTZ	12/12/10	.30	FOLLOW UP TELEPHONE CALL WITH R. MALIONEK RE: STATUS OF SETTLEMENT NEGOTIATIONS AND NEXT STEPS RELATED TO SAME AND 12/16 HEARING
GLASSER	12/12/10	.60	CORRESPONDENCE AND CONFERENCE CALL WITH COMMITTEE PROFESSIONALS REGARDING NEGOTIATIONS ON PLAN ISSUES
ROCK	12/12/10	4.40	RESEARCH REGARDING CERTAIN CONFIRMATION ISSUES (3.7); DRAFT EMAIL TO A. GOLDBERG PRESENTING RESULTS OF RESEARCH ON SAME (.4); TELECONFERENCE WITH LATHAM TEAM AND OUTSIDE PROFESSIONALS RE PLAN LITIGATION (.3)
SINGER	12/12/10	3.90	DRAFT TERM SHEET REGARDING DISCLOSURE STATEMENT AND EXCLUSIVITY OBJECTION
HARRIS	12/13/10	1.90	REVIEW SETTLEMENT PROPOSALS AND ATTEND CALL REGARDING SAME (1); EDIT ARGUMENT OUTLINES (0.5); REVIEW REPLY BRIEF (0.4)
MALIONEK	12/13/10	1.40	COMMITTEE CALL REGARDING

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SETTLEMENT (0.4); CONFERENCE WITH TEAM REGARDING SAME (0.5); REVIEW TERMS AND EMAILS REGARDING SAME (0.5)

SCHWARTZ	12/13/10	.50	REVIEW AND REVISE DRAFT TERM SHEET TO COMMITTEE REGARDING POTENTIAL RESOLUTION OF PLAN AND EXCLUSIVITY ISSUES ON FOR THE 12/16 HEARING
SCHWARTZ	12/13/10	.40	TELEPHONE CALL WITH R. LEMONS REGARDING DISCUSSION OF POINTS AND ISSUES RELATED TO POTENTIAL RESOLUTION OF ISSUES FOR 12/16 HEARING
SCHWARTZ	12/13/10	.20	TELEPHONE CALL WITH MEMBER OF CREDITORS' COMMITTEE REGARDING STATUS OF DISCUSSIONS WITH WEIL REGARDING POTENTIAL RESOLUTION OF 12/16 HEARING ISSUES
SCHWARTZ	12/13/10	.50	EMAILS AND TELEPHONE CALLS WITH A. GOLDBERG AND A. SINGER REGARDING REVISIONS TO PLAN AND DISCLOSURE STATEMENT LANGUAGE AND PROVISIONS RELATED TO POTENTIAL RESOLUTION OF 12/16 HEARING ISSUES
SCHWARTZ	12/13/10	.50	REVIEW OF MULTIPLE REVISED VERSIONS OF DRAFT PROPOSED REVISIONS TO PLAN AND DS LANGUAGE REGARDING POTENTIAL RESOLUTION OF 12/16 ISSUES
SCHWARTZ	12/13/10	.40	FOLLOW UP WITH L&W TEAM REGARDING NEXT STEPS AND PROCESS REGARDING RESOLUTION OF PLAN AND EXCLUSIVITY ISSUES
SCHWARTZ	12/13/10	.20	TELEPHONE CALL WITH R. MALIONEK REGARDING UPDATE ON COMMITTEE CALL AND NEXT STEPS REGARDING SETTLEMENT
SCHWARTZ	12/13/10	.40	TELEPHONE CALL WITH R. LEMONS REGARDING UPDATE FROM COMMITTEE CALL AND NEXT STEPS AND PROCESS REGARDING RESOLUTION OF PLAN AND EXCLUSIVITY ISSUES
SCHWARTZ	12/13/10	.50	FOLLOW UP EMAILS AND TELEPHONE CALLS WITH A. SINGER AND A. GOLDBERG REGARDING DISCUSSION OF PROCESS AND PROCEDURE ISSUES RELATED TO DOCUMENTATION CONCERNING POTENTIAL RESOLUTION OF PLAN AND EXCLUSIVITY ISSUES
SCHWARTZ	12/13/10	.50	REVIEW OF DEBTORS' RESPONSES TO COMMITTEE AND OTHER OBJECTIONS

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RELATED TO 12/16 HEARING

SEIDER	12/13/10	.40	EMAILS WITH LATHAM REGARDING SETTLEMENT OF OBJECTION
GOLDBERG	12/13/10	3.90	MEETINGS REGARDING SETTLEMENT OF DISCLOSURE STATEMENT AND EXCLUSIVITY OBJECTIONS (0.5); REVIEW PLAN AND DISCLOSURE (1.8); REVISE PLAN AND DISCLOSURE STATEMENT (1.6)
GLASSER	12/13/10	4.40	REVIEW DRAFT TERM SHEET REGARDING POTENTIAL SETTLEMENT WITH DEBTORS ON PLAN ISSUES (.3); REVIEW DEBTORS' REPLY MOTION ON TERMINATION OF EXCLUSIVITY AND DRAFT SUMMARY FOR CREDITORS COMMITTEE (1.5); PARTICIPATE ON CONFERENCE CALL WITH THE COMMITTEE REGARDING POTENTIAL SETTLEMENT (.4); BEGIN TO REVISE HEARING OUTLINE ON EXCLUSIVITY (2.2)
ROCK	12/13/10	5.00	TELECONFERENCE WITH A. GOLDBERG REGARDING RESEARCH ON CERTAIN CONFIRMATION REQUIREMENTS OF A JOINT PLAN OF REORGANIZATION (.2); ATTEND COMMITTEE UPDATE TELECONFERENCE CALL REGARDING EXCLUSIVITY AND PLAN ISSUES (.5); MEETING WITH LATHAM TEAM REGARDING STRATEGY (.5); REVIEW AND SUMMARIZE DOCUMENTS FILED BY DEBTORS ON DECEMBER 13 (2.6); EMAIL CORRESPONDENCE AND TELECONFERENCE WITH A. SINGER REGARDING SUMMARIES (.7); REVISE DRAFT OF ARGUMENT OUTLINE IN PREPARATION FOR DECEMBER 16 HEARING (.5)
SINGER	12/13/10	5.20	DRAFT REVISED COMMITTEE LETTER (.4); DRAFT SUMMARIES FOR COMMITTEE REGARDING DEBTOR FILINGS AND DRAFT EMAIL AS TO SAME (2.0); DRAFT SETTLEMENT TERM SHEET AND REVISE SAME BASED ON PROFESSIONAL COMMENTS (2.2); REVIEW REVISED AND PROPOSED LANGUAGE TO PLAN AND DISCLOSURE STATEMENT (.6)
HARRIS	12/14/10	1.80	EDIT MATERIALS FOR 12/16 HEARING, AND ATTEND CALLS/EMAILS REGARDING SAME
MALIONEK	12/14/10	3.80	TEAM MEETING REGARDING PLAN AND DISCLOSURE STATEMENT SETTLEMENT ISSUES (1.0); REVIEW AND REVISE TERMS REGARDING SAME (1.8); EMAILS WITH TEAM REGARDING SAME (1.0)
SCHWARTZ	12/14/10	.30	TELEPHONE CALL AND EMAILS WITH A.

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SINGER REGARDING DISCUSSION OF
REVISED DRAFT OF COMMITTEE
RECOMMENDATION LETTER FOR PLAN

SCHWARTZ	12/14/10	.30	REVIEW AND COMMENT ON MULTIPLE VERSIONS OF A. SINGER DRAFT OF REVISED COMMITTEE RECOMMENDATION LETTER FOR PLAN
SCHWARTZ	12/14/10	1.80	REVIEW OF REVISED VERSIONS OF PLAN, DS AND RELATED PLAN AND DS DOCUMENTS CIRCULATED BY WEIL IN CONNECTION WITH POTENTIAL RESOLUTION OF DS AND EXCLUSIVITY OBJECTIONS
SCHWARTZ	12/14/10	.80	OFFICE CONFERENCE AND EMAILS WITH R. MALONEK REGARDING DISCUSSION OF PARTICULAR DRAFTING POINTS RELATED TO REVISED VERSIONS OF PLAN AND DS TO REFLECT POTENTIAL RESOLUTION OF ISSUES WITH DEBTORS
SCHWARTZ	12/14/10	3.80	MULTIPLE MEETINGS WITH L&W TEAM REGARDING DISCUSSION OF COMMENTS AND MARK-UPS TO DRAFT PLAN AND DS TO REFLECT COMMITTEE POSITIONS OF PLAN AND DS PROVISIONS AND SECTIONS TO REFLECT POTENTIAL CONSENSUAL RESOLUTION OF DS AND EXCLUSIVITY OBJECTIONS (2.2); REVIEW, MARK UP AND COMMENT ON MULTIPLE REVISED VERSIONS OF PLAN AND DS TO REFLECT COMMITTEE POSITIONS (.9); MULTIPLE TELEPHONE CALLS AND EMAILS WITH L&W TEAM REGARDING REVISIONS AND FINALIZING OF PLAN, DS AND RELATED DOCUMENTATION MARK UPS FOR CIRCULATION TO WEIL (.7)
SCHWARTZ	12/14/10	.20	TELEPHONE CALL WITH R. LEMONS REGARDING FOLLOW UP ON PARTICULAR COMMITTEE COMMENTS TO PLAN AND DS
SCHWARTZ	12/14/10	1.00	REVIEW OF FINAL REVISED VERSIONS OF PLAN, DS AND RELATED DOCUMENTATION CIRCULATED TO WEIL GOTSHAL
GOLDBERG	12/14/10	4.90	MEETINGS REGARDING SETTLEMENT OF DISCLOSURE STATEMENT AND EXCLUSIVITY OBJECTIONS (1.3); REVISE PLAN AND DISCLOSURE (2.4); REVISE COMMITTEE LETTER (0.3); PREPARE FOR DISCLOSURE STATEMENT HEARING (0.9)
GLASSER	12/14/10	4.00	REVISE HEARING OUTLINE TO INCORPORATE THE DEBTORS' ARGUMENTS FROM THEIR REPLY BRIEF (4.0)
ROCK	12/14/10	3.40	CONTINUE DRAFTING OUTLINE OF

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ARGUMENT ON DISCLOSURE STATEMENT
 OBJECTIONS IN PREPARATION FOR
 DECEMBER 16 HEARING (2.8); CONTINUE
 DRAFTING EMAIL CORRESPONDENCE TO
 A. GOLDBERG CONTAINING SUMMARY OF
 PARTICULAR OBJECTION ISSUES (.6)

SINGER	12/14/10	9.30	REVIEW REVISED PLAN PROCEDURES (.6); EMAIL REGARDING COMMITTEE LETTER (.1); DRAFTING SESSION WITH LW TEAM REGARDING REVISIONS TO PLAN AND DISCLOSURE STATEMENT (2.0); DRAFT COMMITTEE LETTER AND REVISE SAME (2.0); DRAFT SUMMARY EMAIL TO COMMITTEE (.5); REVIEW AND PROVIDE COMMENTS TO REVISED PLAN AND DISCLOSURE STATEMENT (3.0); EMAIL CORRESPONDENCE AND STRATEGY REGARDING SETTLEMENT (.8); ORGANIZE MEETING FOR HEARING (.3)
CHALEN	12/14/10	3.60	CREATE BINDERS AND TABLE OF AUTHORIZES FROM CASES CITED IN REPLY BRIEFS
HERNANDEZ	12/14/10	.40	OBTAIN LEGAL OPINIONS CITED IN LEGAL MEMORANDUM
MICGIEL	12/14/10	.70	RESEARCH CASES USED FOR JENNIFER GLASSER
HARRIS	12/15/10	2.20	EDIT REPLY BRIEF AND REVIEW RESEARCH REGARDING SAME
HARRIS	12/15/10	3.20	EDIT REPLY BRIEF AND REVIEW RESEARCH REGARDING SAME
MALIONEK	12/15/10	5.20	EMAILS AND MEETINGS WITH C. HARRIS REGARDING EXCULPATION (0.7); REVIEW AND REVISE PLAN AND DS LANGUAGE AND TEAM MEETINGS, CALLS REGARDING SAME AND REGARDING HEARING STRATEGY (4.2); CONFERENCE WITH A. ROJE REGARDING INSURANCE (0.3)
SCHWARTZ	12/15/10	1.30	REVIEW OF REVISED PLAN, DISCLOSURE STATEMENT, DS APPROVAL ORDER AND REVISED DRAFT COMMITTEE LETTER CIRCULATED TO WEIL IN PREPARATION FOR CALL WITH WEIL TO NEGOTIATE AND FINALIZE SAME IN ADVANCE OF 12/16 HEARING
SCHWARTZ	12/15/10	.70	TELEPHONE CALL WITH WEIL, A. GOLDBERG AND A. SINGER REGARDING DISCUSSION OF COMMENTS AND OPEN ISSUES AND POINTS RELATED TO REVISED PLAN AND DISCLOSURE STATEMENT AND RELATED DOCUMENTS AND NEXT STEPS RELATED TO SAME

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SCHWARTZ	12/15/10	.50	FOLLOW UP OFFICE CONFERENCE WITH L&W TEAM REGARDING DISCUSSION OF REMAINING OPEN POINTS RELATED TO PLAN AND DISCLOSURE STATEMENT AND ASSESSMENT OF ISSUES RELATED TO SAME
SCHWARTZ	12/15/10	2.50	REVIEW OF MULTIPLE REVISED VERSIONS OF PLAN AND DISCLOSURE STATEMENT SECTIONS AND PROVISIONS AND RELATED DOCUMENTS IN CONNECTION WITH NEGOTIATION OF RESOLUTION OF DS AND EXCLUSIVITY OBJECTIONS IN CONNECTION WITH 12/16 HEARING
SCHWARTZ	12/15/10	2.50	MULTIPLE MEETINGS, TELEPHONE CALLS AND EMAILS WITH L&W TEAM REGARDING DISCUSSION, ASSESSMENT AND ANALYSIS OF MULTIPLE REVISED VERSIONS OF PLAN AND DISCLOSURE STATEMENT SECTIONS AND PROVISIONS AND RELATED DOCUMENTS IN CONNECTION WITH NEGOTIATION OF RESOLUTION OF DS AND EXCLUSIVITY OBJECTIONS IN CONNECTION WITH 12/16 HEARING
SCHWARTZ	12/15/10	1.00	MULTIPLE TELEPHONE CALLS AND EMAILS WITH WEIL REGARDING NEGOTIATION AND FINALIZING OF REVISED PLAN AND DS SECTIONS AND PROVISIONS IN CONNECTION WITH RESOLUTION OF DS AND EXCLUSIVITY OBJECTIONS IN CONNECTION WITH 12/16 HEARING
SCHWARTZ	12/15/10	1.00	MEETINGS, EMAILS AND TELEPHONE CALLS WITH L&W TEAM AND DRINKER REGARDING DISCUSSION OF PROCESS AND PRESENTATION ISSUES AND COMMUNICATIONS WITH JUDGE CAREY AND CHAMBERS IN CONNECTION WITH 12/16 HEARING
SCHWARTZ	12/15/10	.50	TELEPHONE CALLS WITH PARTICULAR CREDITORS REGARDING STATUS OF DS AND EXCLUSIVITY OBJECTIONS, RESOLUTION OF SAME AND COMMITTEE POSITION AT 12/16 HEARING
GOLDBERG	12/15/10	7.20	MEETINGS REGARDING SETTLEMENT OF DISCLOSURE STATEMENT AND EXCLUSIVITY OBJECTIONS (3.5); REVISE PLAN AND DISCLOSURE STATEMENT (2.8); PREPARE FOR DISCLOSURE STATEMENT HEARING (0.9)
ROCK	12/15/10	2.40	DRAFT BINDER TO PREPARE FOR ORAL ARGUMENT ON DISCLOSURE STATEMENT

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 11060011

OBJECTIONS AT DECEMBER 16 HEARING

SINGER	12/15/10	6.10	ATTEND TO SETTLEMENT OF ISSUES PERTAINING TO PLAN AND DISCLOSURE STATEMENT INCLUDING REVISION OF PLAN AND DISCLOSURE STATEMENT LANGUAGE, DISCUSSIONS OF SAME WITH LW TEAM AND DISCUSSION WITH MEMBERS OF COMMITTEE AS TO APPROVAL OF SUCH CHANGES (5.0); PREPARE MATERIALS FOR HEARING ON SAME ISSUES (.5); DRAFT EMAIL SUMMARIES FOR COMMITTEE REGARDING SETTLEMENT AND NEXT STEPS (.6)
HARRIS	12/16/10	.50	REVIEW MATERIALS REGARDING HEARING
SCHWARTZ	12/16/10	.50	TELEPHONE CALLS AND EMAILS WITH PARTICULAR CREDITORS RELATED TO RESOLUTION OF ISSUES RELATED TO DISCLOSURE STATEMENT APPROVAL HEARING AND CONTESTED EXCLUSIVITY MOTION
SCHWARTZ	12/16/10	1.50	WORKING TRAVEL TIME REGARDING PREPARATION FOR DISCLOSURE STATEMENT APPROVAL HEARING
SCHWARTZ	12/16/10	1.50	MEETINGS WITH DRINKER AND FURTHER PREPARATION TIME FOR DS APPROVAL HEARING
SCHWARTZ	12/16/10	2.00	ATTEND DS APPROVAL HEARING AND COORDINATION OF ACTION ITEMS WITH WEIL REGARDING NEXT STEPS FOR CONFIRMATION
GOLDBERG	12/16/10	4.30	ATTEND DISCLOSURE STATEMENT HEARING (2.0); PREPARE FOR SAME (2.0); REVISE PLAN AND DISCLOSURE STATEMENT (0.3)
SINGER	12/16/10	7.70	PREPARE BINDERS FOR HEARING FOR LATHAM AND DRINKER TEAMS (.5); PREPARE FOR HEARING AND MEETING TEAM REGARDING SAME PRIOR TO HEARING (2.0); ATTEND HEARING AND NEGOTIATION DURING HEARING (2.5); DRAFT REVISIONS TO PLAN AND COMMITTEE LETTER AND REVIEW REVISIONS FROM DEBTOR (1.3); DRAFT UPDATE FOR LATHAM TEAM (.5); DRAFT UPDATE EMAIL TO COMMITTEE (.7); TAKE CALL FROM CREDITOR REGARDING HEARING (.2)
MALIONEK	12/17/10	.30	EMAILS REGARDING EXCLUSIVITY AND JURISDICTION ISSUES

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 11060011

ROCK

12/17/10

.20 EMAIL CORRESPONDENCE WITH A.
GOLDBERG REGARDING AMENDMENTS TO
SCHEDULES (.1); TELECONFERENCE WITH
A. GOLDBERG REGARDING REVIEW OF
AMENDMENTS TO SCHEDULES (.1)

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
C HARRIS	02602	27.00	835.00	22,545.00	PARTNER
R J MALIONEK	06779	26.90	780.00	20,982.00	PARTNER
R G SCHWARTZ	04913	99.10	885.00	87,703.50	PARTNER
M A SEIDER	01754	2.70	990.00	2,673.00	PARTNER
A J GOLDBERG	71125	62.30	575.00	35,822.50	ASSOCIATE, SR.
J E GLASSER	08346	80.20	435.00	34,887.00	ASSOCIATE, JR.
C M MARTIN	71406	29.70	550.00	16,335.00	ASSOCIATE, JR.
A T OZAWA	04636	1.20	580.00	696.00	ASSOCIATE, JR.
K M ROCK	71963	102.10	435.00	44,413.50	ASSOCIATE, JR.
A M SINGER	71423	107.00	550.00	58,850.00	ASSOCIATE, JR.
S CHALEN	17183	3.90	230.00	897.00	PARALEGAL
D GAYNAIR	14078	21.70	275.00	5,967.50	PARALEGAL
Y LOZOVATSKAYA	17240	.20	180.00	36.00	PARALEGAL
M T HERNANDEZ	08762	.40	265.00	106.00	PROF STAFF
B A MICGIEL	52674	.70	285.00	199.50	PROF STAFF
		565.10		332,113.50	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 110600011

LATHAM & WATKINS LLP

53rd at Third
885 Third Avenue
New York, New York 10022-4834
Tel: +1.212.906.1200 Fax: +1.212.751.4864
www.lw.com

Tax identification No: 95-2018373

INVOICE

December 31, 2010

OFFICIAL UNSECURED CREDITORS' COMM OF ADVANTA CORP.
STONEHILL CAPITAL
885 THIRD AVENUE
NEW YORK, NY 10022

ATTN: MICHAEL STERN

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:

Latham & Watkins LLP
P.O. Box 7247-8181
Philadelphia, PA
19170-8181

Please identify your check or wire transfer with the following numbers:
Invoice No. 110600011
File No. 047606-0000

REMITTANCE COPY

Invoice Date

Invoice Number

Invoice Amount

Prior Billings:

Current Billing:

December 31, 2010

110600011

\$340,786.96

Balance Due

\$340,786.96

AMOUNT REMITTED:

\$ _____

Method of Payment:

CHECK WIRE TRANSFER

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY 110600011

NY\1762843.4

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

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

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 2nd day of February, 2011, I caused a true and correct copy of the *Fourteenth Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From December 1, 2010 Through December 31, 2010* to be served upon the following parties in the manner indicated.

Hand Delivery

David Klauder, Esq.
Office of the United States Trustee
District of Delaware
J. Caleb Boggs Federal Building
844 King Street, Room 2207
Wilmington, DE 19801

Hand Delivery

Chun I. Jang, Esq.
Richards Layton & Finger, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801

First Class Mail

Advanta Corp.
Attn: Philip M. Browne
P.O. Box 844
Spring House, PA 19477-0844

First Class Mail

Robert L. Lemons, Esq.
Weil, Gotshal & Manges, LLP
767 Fifth Avenue
New York, New York 10153

Dated: February 2, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
1100 North Market Street, Suite 1000
Wilmington, DE 19801-1254
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

*Counsel for the Official
Committee of Unsecured Creditors*

Exhibit C

**Monthly Application for the Period
January, 2011 through January 31, 2011**

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

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

**Objection Deadline: April 4, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed**

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that co-counsel for the Official Committee of Unsecured Creditors (“Committee”) has filed the its *Fifteenth Monthly Application of Latham & Watkins LLP (“Latham”) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From January 1, 2011 Through January 31, 2011* (the “Application”), which seeks approval of Latham’s request for compensation for the professional services rendered in the amount of \$283,502.00 and reimbursement for the expenses it incurred in the amount of \$1,972.33 during the period from January 1, 2010 Through January 31, 2011.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed and served so as to actually be received by the undersigned counsel on or before 4:00 p.m. (E.T.) on **April 4, 2011** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response so as to be received on or before the Objection Deadline by the following: (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-0844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert L. Lemons, Esq.); (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, Esq.); (iv) counsel to the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10003 (Attn: Mitchell A. Seider, Esq.) and Drinker Biddle & Reath LLP, 1100 N. Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen, Esq.); and (v) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David Klauder, Esq.).

¹ The Debtors in these cases, along with the last four digits of each Debtors’ 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS [DOCKET NO. 102], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

Dated: March 14, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen

Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

- and -

LATHAM & WATKINS LLP

Mitchell A. Seider (admitted *pro hac vice*)
Roger G. Schwartz (admitted *pro hac vice*)
Adam J. Goldberg (admitted *pro hac vice*)
885 Third Avenue, Suite 1000
New York, NY 10003
Telephone: (212) 906-1200
Facsimile: (212) 751-4864

*Counsel for the Official
Committee of Unsecured Creditors*

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

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

**Objection Deadline: April 4, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed**

**FIFTEENTH MONTHLY APPLICATION OF LATHAM & WATKINS LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

Name of Applicant: Latham & Watkins LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: nunc pro tunc to November 19, 2009

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

Amount of Compensation sought as actual,
reasonable, and necessary: \$226,801.60 (80% of \$283,502.00)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$ 1,972.33

This is an: X interim ___ final application

¹ The Debtors in these cases, along with the last four digits of each Debtors' 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
01/20/2010	11/19/2009 - 11/30/2009	\$ 109,783.50	\$ 18.00	\$ 109,783.50	\$ 18.00
02/10/2010	12/01/2009 - 12/31/2009	\$ 133,832.00	\$ 744.59	\$ 133,832.00	\$ 744.59
03/30/2010	01/01/2010 - 01/31/2010	\$ 342,981.50	\$ 2,725.47	\$ 342,981.50	\$ 2,725.47
04/23/2010	02/01/2010 - 02/28/2010	\$ 318,160.50	\$ 3,858.37	\$ 318,160.50	\$ 3,858.37
04/29/2010	03/01/2010 - 03/31/2010	\$ 426,353.00	\$ 13,534.20	\$ 426,353.00	\$ 13,534.20
06/04/2010	04/01/2010 - 04/30/2010	\$ 289,940.50	\$ 8,583.09	\$ 289,940.50	\$ 8,583.09
07/02/2010	05/01/2010 - 05/31/2010	\$ 315,757.00	\$ 4,859.76	\$ 315,757.00	\$ 4,859.76
08/13/2010	06/01/2010 - 06/30/2010	\$ 422,064.00	\$ 7,909.21	\$ 422,064.00	\$ 7,909.21
09/02/2010	07/01/2010 - 07/31/2010	\$ 470,483.00	\$ 7,214.88	\$ 470,483.00	\$ 7,214.88
10/13/2010	08/01/2010 - 08/31/2010	\$ 598,607.75	\$ 15,313.58	\$ 478,886.20	\$ 15,313.58
12/01/2010	09/01/2010 - 09/30/2010	\$ 441,173.50	\$ 26,759.70	\$ 352,938.80	\$ 26,759.70
12/06/2010	10/01/2010 - 10/31/2010	\$ 585,457.50	\$ 9,336.96	\$ 468,366.00	\$ 9,336.96
01/06/2011	11/01/2010 - 11/30/2010	\$ 596,920.00	\$ 13,219.92	\$ 477,536.00	\$ 13,219.92
02/02/2011	12/01/2010 - 12/31/2010	\$ 419,828.50	\$ 4,924.16	\$ 335,862.80	\$ 4,924.16
	TOTAL	\$5,471,342.25	\$119,001.89	\$4,942,944.80	\$119,001.89

Name of Professional Individual	Position, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
David W. Barby	Partner/ 26 years Admitted 1984	\$995.00	1.80	\$1,791.00
Jed W. Brickner	Partner/ 30 years Admitted 1993	\$995.00	2.20	\$2,189.00
David S. Raab	Partner/ 22 years Admitted 1994	\$995.00	12.90	\$12,835.50
Mitchell A. Seider	Partner/ 6 years Admitted 1987	\$995.00	1.30	\$1,293.50
John D. Shyer	Partner/ 25 years Admitted 1982	\$995.00	1.90	\$1,881.00
Robert A. Zuccaro	Partner/ 12 years Admitted 1983	\$995.00	10.50	\$10,447.50
Roger G. Schwartz	Partner/ 13 years Admitted 1997	\$990.00	83.70	\$77,004.00
Robert J. Malionek	Partner/ 12 years Admitted 1997	\$810.00	20.20	\$16,362.00
Alexandra A. Roje	Counsel/ 6 years Admitted 2000	\$785.00	1.50	\$1,177.50
Jocelyn F. Noll	Associate/8 years Admitted 2002.	\$765.00	10.00	\$7,650.00
Adam J. Goldberg	Associate/4 years Admitted 2007	\$640.00	1.50	\$960.00
Austin T. Ozawa	Associate/3 years Admitted 2008	\$630.00	8.10	\$5,103.00
Catherine M. Martin	Associate/3 years Admitted 2008	\$600.00	76.10	\$45,660.00
Aaron M. Singer	Associate/3 years Admitted 2008	\$600.00	117.60	\$70,560.00
Jennifer E. Glasser	Associate/1 year Admitted 2010	\$515.00	24.10	\$12,411.50
Kenneth M. Rock	Associate/1 year Admitted 2010	\$515.00	11.40	\$5,871.00
Kimberley M. Coppola	Law Clerk/ Less than 1 year	\$450.00	10.60	\$4,770.00
Justin A. Levy	Law Clerk/ Less than 1 year	\$450.00	3.90	\$1,755.00
Karen O'Donnell	Professional Staff/ 6 years	\$285.00	0.80	\$228.00
Amadou Sarr	Professional Staff/ Less than years	\$250.00	2.60	\$650.00
Sarita Chalen	Paralegal/ 7 years.	\$240.00	0.30	\$72.00
Yelizaveta Lozovatskaya	Paralegal/ less than 1 year	\$185.00	15.30	\$2,830.50
TOTAL			418.30	\$283,502.00

COMPENSATION BY PROJECT CATEGORY
JANUARY 1, 2011 THROUGH JANUARY 31, 2011

Project Category	Total Hours	Total Fees
Case Administration	19.90	\$10,890.50
Committee Meetings	7.50	\$5,422.00
Asset Sales	15.10	\$13,911.50
Plan and Disclosure Statement	273.10	\$195,797.50
Fee Application Preparation	39.20	\$19,182.00
Claims Analysis and Employee Claims	63.50	\$38,298.50
TOTAL	418.30	\$283,502.00

EXPENSE SUMMARY
JANUARY 1, 2011 THROUGH JANUARY 31, 2011

Expense Category	Total Expenses
Photocopying	\$0.34
Telephone	\$186.62
Lexis	\$272.70
Outside Services	\$899.14
Westlaw	\$63.00
Document Preparation	\$12.00
Other Database Research	\$231.00
Ground Transportation – Local	\$79.14
Docket Research	\$15.60
Meal Services	\$134.79
Global Document Support	\$78.00
TOTAL	\$1,972.33

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

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

**Objection Deadline: April 4, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed**

**FOURTEENTH MONTHLY APPLICATION OF LATHAM & WATKINS LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 102] (the “Interim Compensation Order”), Latham & Watkins LLP (“L&W”) hereby files this Fifteenth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the Period from January 1, 2011 through January 31, 2011 (the “Application”). By this Application, L&W seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$283,502.00 as compensation and \$1,972.33 for reimbursement of actual and necessary expenses for a total of \$285,474.33 for the period commencing January 1, 2011

¹ The Debtors in these cases, along with the last four digits of each Debtors’ 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

through January 31, 2011 (the “Compensation Period”). In support of this Application, L&W respectfully represents as follows:

BACKGROUND

1. On November 8, 2009 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

2. On November 19, 2009, the Committee was formed and on November 24, 2009, the United States Trustee for the District of Delaware filed a Notice of Appointment of the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

3. This Court approved the Committee’s retention of L&W *nunc pro tunc* to November 19, 2009 by the order dated January 15, 2010 (the “Retention Order”).

BASIS FOR THE MONTHLY FEE APPLICATION

4. By this Application, L&W seeks compensation for the services rendered and reimbursement of expenses incurred by L&W as general reorganization and bankruptcy counsel to the Committee during the Compensation Period. The amount of fees sought for services rendered during this period is \$283,502.00, representing 418.30 hours in professional and paraprofessional time for such services. Reimbursement of actual and necessary expenses incurred by L&W during the Compensation Period in connection with these services is requested in the amount of \$1,972.33.

5. All services for which compensation is requested by L&W were performed solely for or on behalf of the Committee. As set forth in the Committee’s motion seeking authority to retain L&W, L&W’s services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services, including (but not limited to) tax

and regulatory matters. The Retention Order authorized L&W to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. L&W 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 L&W and any other person other than the partners of L&W for the sharing of compensation to be received for services rendered in these cases.

FEE STATEMENT

7. The fee statement for the Compensation Period is attached hereto as Exhibit A (the "Billing Detail"). The Billing Detail contains a detailed chronological narrative of the time spent (divided among six (6) descriptive billing categories), the dates and descriptions of the services rendered, and the identity of the attorneys and other professionals who provided such services on behalf of the Committee during the Compensation Period. Certain of these narratives in the Billing Detail have been redacted for privilege and confidentiality purposes. To the best of L&W's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

8. A summary of actual and necessary expenses incurred by L&W during the Compensation Period is included in the attached Billing Detail. L&W has incurred out-of-pocket expenses in the amount of \$1,972.33 in connection with its services rendered to the Committee during the Compensation Period. These expenses were incurred for items not included in L&W's hourly rates, including (but not limited to) duplicating charges, document delivery and

messenger services, telephone and facsimile charges, legal research charges, travel expenses and in-house document production. L&W submits that all such expenses are necessary and actual expenses for the performance of its services in this case, and further submits that many of the expenses were necessitated by the time constraints under which L&W's professionals and staff have operated in this case.

INTERIM NATURE OF COMPENSATION

9. In accordance with the Interim Compensation Order, L&W requests that, upon expiration of the objection deadline in respect of this Application and L&W's filing of a certificate of no objection, the Committee be authorized to pay L&W an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, L&W respectfully submits that the amounts requested by this Application are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

REVIEW OF APPLICABLE LOCAL RULES

11. The undersigned has reviewed the requirements of Del. Bankr. L.R. 2016-2 and certifies that, to the best of his information, knowledge and belief, this Application complies with Rule 2016-2.

NOTICE

12. No trustee or examiner has been appointed in these Chapter 11 Cases. The Committee has provided notice of this Application to: (a) the Office of the United States Trustee, (b) the Debtors, (c) counsel for the Debtors, (c) local counsel to the Debtors and (d) all parties entitled to notice pursuant to the Interim Compensation Order. In light of the nature of the relief requested, the Committee submits that no further notice is required or needed under the circumstances.

WHEREFORE, L&W respectfully requests that the Court (i) approve compensation in the amount of \$283,502.00 for necessary professional services rendered and reimbursement of expenses in the amount of \$1,972.33, (ii) authorize the Committee to remit to L&W, in accordance with the Interim Compensation Order, \$266,801.60 (80% of \$283,502.00) for necessary professional services rendered and \$1,972.33 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: March 14, 2011
Wilmington, Delaware

Respectfully Submitted,

/s/ Mitchell A. Seider
Mitchell A. Seider
Roger G. Schwartz
LATHAM & WATKINS LLP
885 Third Avenue, Suite 1200
New York, New York 10022-4834
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
E-mail: Mitchell.Seider@lw.com
Roger.Schwartz@lw.com

Attorneys for the Official Committee
of Unsecured Creditors

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

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

CERTIFICATION

I, Mitchell A. Seider, Esq., hereby certify and state as follows:

1. I am a member of the law firm of Latham & Watkins LLP, counsel to the Official Committee of Unsecured Creditors, in the above-captioned matter. I submit this certification in connection with Latham & Watkins LLP's fifteenth monthly application for allowance of compensation for services rendered and for reimbursement of expenses for the period of January 1, 2011 through January 31, 2011 (the "Application").

2. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certify to the best of my knowledge and belief that this Application complies with Local Rule 2016-2.

I certify, under penalty of perjury, that the foregoing statements made by me are true to the best of my knowledge, information, and belief.

Dated: March 14, 2011

/s/ Mitchell A. Seider
Mitchell A. Seider

EXHIBIT A

[L&W Invoice]

LATHAM & WATKINS LLP

53rd at Third
885 Third Avenue
New York, New York 10022-4834
Tel: +1.212.906.1200 Fax: +1.212.751.4864
www.lw.com

Tax identification No: 95-2018373

INVOICE

January 31, 2011

OFFICIAL UNSECURED CREDITORS' COMMITTEE
OF ADVANTA CORP.
STONEHILL CAPITAL
885 THIRD AVENUE
NEW YORK, NY 10022

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 7247-8181
Philadelphia, PA
19170-8181

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

Please identify your check or wire transfer with the following numbers:

Invoice No. 110601269

File No. 047606-0000

The following is a summary of services rendered through January 31, 2011:

NAME	TITLE	HOURS	RATE	AMOUNT
BARBY, DAVID W	PARTNER	1.80	995.00	1,791.00
BRICKNER, JED W	PARTNER	2.20	995.00	2,189.00
MALIONEK, ROBERT J	PARTNER	20.20	810.00	16,362.00
RAAB, DAVID S	PARTNER	12.90	995.00	12,835.50
SCHWARTZ, ROGER G	PARTNER	83.70	920.00	77,004.00
SEIDER, MITCHELL A	PARTNER	1.30	995.00	1,293.50
SHYER, JOHN D	PARTNER	1.90	990.00	1,881.00
ZUCCARO, ROBERT A	PARTNER	10.50	995.00	10,447.50
ROJE, ALEXANDRA A	COUNSEL	1.50	785.00	1,177.50
GLASSER, JENNIFER E	ASSOCIATE, JR.	24.10	515.00	12,411.50
MARTIN, CATHERINE M	ASSOCIATE, JR.	76.10	600.00	45,660.00
OZAWA, AUSTIN T	ASSOCIATE, JR.	8.10	630.00	5,103.00
ROCK, KENNETH M	ASSOCIATE, JR.	11.40	515.00	5,871.00
SINGER, AARON M	ASSOCIATE, JR.	117.60	600.00	70,560.00
GOLDBERG, ADAM J	ASSOCIATE, SR.	1.50	640.00	960.00
NOLL, JOCELYN F	ASSOCIATE, SR.	10.00	765.00	7,650.00
CHALEN, SARITA	PARALEGAL	0.30	240.00	72.00
LOZOVATSKAYA, YELIZAVETA	PARALEGAL	15.30	185.00	2,830.50
O'DONNELL, KAREN	PROF STAFF	0.80	285.00	228.00
SARR, AMADOU	PROF STAFF	2.60	250.00	650.00
COPPOLA, KIMBERLY M	LAW CLERK	10.60	450.00	4,770.00
LEVY, JUSTIN A	LAW CLERK	3.90	450.00	1,755.00
GRAND TOTAL		418.30		283,502.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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NY\1774433.2

Matter Name CASE ADMINISTRATION

R G SCHWARTZ	1.40hrs. @	\$920.00	\$1,288.00
A J GOLDBERG	1.50hrs. @	\$640.00	\$960.00
C M MARTIN	.20hrs. @	\$600.00	\$120.00
A M SINGER	12.60hrs. @	\$600.00	\$7,560.00
S CHALEN	.30hrs. @	\$240.00	\$72.00
Y LOZOVATSKAYA	1.30hrs. @	\$185.00	\$240.50
A SARR	2.60hrs. @	\$250.00	<u>\$650.00</u>

10,890.50

Matter Name COMMITTEE MEETINGS

R J MALIONEK	1.90hrs. @	\$810.00	\$1,539.00
D S RAAB	1.00hrs. @	\$995.00	\$995.00
R G SCHWARTZ	.40hrs. @	\$920.00	\$368.00
C M MARTIN	1.00hrs. @	\$600.00	\$600.00
A M SINGER	3.20hrs. @	\$600.00	<u>\$1,920.00</u>

5,422.00

Matter Name ASSET SALES

D S RAAB	6.80hrs. @	\$995.00	\$6,766.00
R G SCHWARTZ	5.90hrs. @	\$920.00	\$5,428.00
AA ROJE	1.50hrs. @	\$785.00	\$1,177.50
A M SINGER	.90hrs. @	\$600.00	<u>\$540.00</u>

13,911.50

Matter Name PLAN AND DISCLOSURE STATEMENT

D W BARBY	1.80hrs. @	\$995.00	\$1,791.00
J W BRICKNER	2.20hrs. @	\$995.00	\$2,189.00
R J MALIONEK	6.10hrs. @	\$810.00	\$4,941.00
D S RAAB	5.10hrs. @	\$995.00	\$5,074.50
R G SCHWARTZ	66.50hrs. @	\$920.00	\$61,180.00
M A SEIDER	1.30hrs. @	\$995.00	\$1,293.50
J D SHYER	1.90hrs. @	\$990.00	\$1,881.00
RA ZUCCARO	10.50hrs. @	\$995.00	\$10,447.50
J F NOLL	10.00hrs. @	\$765.00	\$7,650.00
J E GLASSER	6.70hrs. @	\$515.00	\$3,450.50
C M MARTIN	72.10hrs. @	\$600.00	\$43,260.00
A T OZAWA	8.10hrs. @	\$630.00	\$5,103.00
K M ROCK	11.10hrs. @	\$515.00	\$5,716.50
A M SINGER	69.70hrs. @	\$600.00	<u>\$41,820.00</u>

195,797.50

Matter Name FEE APPLICATION PREPARATION

R G SCHWARTZ	4.60hrs. @	\$920.00	\$4,232.00
C M MARTIN	2.80hrs. @	\$600.00	\$1,680.00
A M SINGER	17.80hrs. @	\$600.00	\$10,680.00
Y LOZOVATSKAYA	14.00hrs. @	\$185.00	<u>\$2,590.00</u>

19,182.00

Matter Name Claims Analysis and Employee Claims

R J MALIONEK	12.20hrs. @	\$810.00	\$9,882.00
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R G SCHWARTZ	4.90hrs. @	\$920.00	\$4,508.00
J E GLASSER	17.40hrs. @	\$515.00	\$8,961.00
K M ROCK	.30hrs. @	\$515.00	\$154.50
A M SINGER	13.40hrs. @	\$600.00	\$8,040.00
K M COPPOLA	10.60hrs. @	\$450.00	\$4,770.00
J A LEVY	3.90hrs. @	\$450.00	\$1,755.00
K O'DONNELL	.80hrs. @	\$285.00	<u>\$228.00</u>

38,298.50

Matter Name EXPENSES

Other Charges	
PHOTOCOPYING	0.34
TELEPHONE	186.62
LEXIS	272.70
OUTSIDE SERVICES	899.14
WESTLAW	63.00
DOCUMENT PREPARATION	12.00
OTHER DATABASE RESEARCH	231.00
GROUND TRANSPORTATION – LOCAL	79.14
DOCKET RESEARCH	15.60
MEAL SERVICES	134.79
GLOBAL DOCUMENT SUPPORT	78.00

\$1,972.33

Total Fees	283,502.00
Less 20% Holdback	<u>(56,700.40)</u>
Total Fees	226,801.60
Total Charges and Disbursements	<u>1,972.33</u>
TOTAL AMOUNT DUE	<u>\$228,773.93</u>

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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0000

NAME: OFFICIAL UNSECURED CREDITORS '
NAME: EXPENSES

COSTS AND DISBURSEMENTS:

<u>DATE</u>	<u>TYPE</u>	<u>DESCRIPTION</u>	<u>ATTY</u>	<u>VENDOR</u>	<u>AMOUNT</u>
01/06/11	TELEPHONE	TELEPHONE 01828 GOLDBERG, ADAM J	A J GOLDBERG		5.17
01/07/11	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		1.41
01/13/11	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		.47
01/13/11	TELEPHONE	TELEPHONE 01816 MALIONEK, ROBERT J	R J MALIONEK		.47
01/14/11	TELEPHONE	TELEPHONE 01766 SCHWARTZ, ROGER G	R G SCHWARTZ		1.41
01/18/11	TELEPHONE	TELEPHONE 01667 GLASSER, JENNIFER E	J E GLASSER		.94
01/19/11	TELEPHONE	TELEPHONE 01816 MALIONEK, ROBERT J	R J MALIONEK		3.29
01/20/11	TELEPHONE	TELEPHONE 01766 SCHWARTZ, ROGER G	R G SCHWARTZ		6.58
01/24/11	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		15.51
01/27/11	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		1.88
		** TOTAL TELEPHONE			37.13
01/31/11	LEXIS NEXIS	LEXIS NEXIS Search-- 01/31/11 USER DEFINED 1:bill_group:100MX7 USER DEFINED 2:lexis_id:H7MHDV	J A LEVY		272.70
		** TOTAL LEXIS NEXIS			272.7
01/31/11	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 01/31/11 USER DEFINED 1:grp:1000427646 USER DEFINED 2:westlaw_id10240553	J A LEVY		63.00
		** TOTAL WESTLAW (WEST PUBLISHIN			63

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01/10/11	MEAL SERVICES	MEAL SERVICES	A M SINGER		13.68
01/13/11	MEAL SERVICES	MEAL SERVICES	A M SINGER		13.68
01/14/11	MEAL SERVICES	MEAL SERVICES	A M SINGER		12.86
01/20/11	MEAL SERVICES	MEAL SERVICES	A M SINGER		26.74
01/21/11	MEAL SERVICES	MEAL SERVICES	A M SINGER		15.23
01/25/11	MEAL SERVICES	MEAL SERVICES	A M SINGER		24.00
01/26/11	MEAL SERVICES	MEAL SERVICES	A M SINGER		15.23
01/28/11	MEAL SERVICES	MEAL SERVICES	A M SINGER		13.37

** TOTAL MEAL SERVICES 134.79

01/01/11	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 12/1/2010-12/22/2010	A M SINGER	AT&T TELECONFERENCE SERVICES	50.80
01/01/11	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 12/21/2010	R J MALIONEK	AT&T TELECONFERENCE SERVICES	.85
01/01/11	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 12/9/2010	R G SCHWARTZ	AT&T TELECONFERENCE SERVICES	3.22
01/01/11	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 12/23/2010	R G SCHWARTZ	AT&T TELECONFERENCE SERVICES	1.09
01/07/11	TELEPHONE	TELEPHONE Client calls 12/8/2010-1/7/2011	A M SINGER	AARON M SINGER	93.53

** TOTAL TELEPHONE 149.49

01/21/11	OUTSIDE SERVICES (NON-ATTORNEY)	OUTSIDE SERVICES (NON-ATTORNEY) - - COMPLETE DOCUMENT SOURCE INC. - 01/18/2011	J E GLASSER	COMPLETE DOCUMENT SOURCE INC.	899.14
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** TOTAL OUTSIDE SERVICES (NON-A 899.14

12/21/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - VITAL TRANSPORTATION INC. 12/16/2010	A J GOLDBERG	VITAL TRANSPORTATION INC.	23.73
01/10/11	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Taxi Fare while working late on client/matter	A M SINGER	AARON M SINGER	17.97
01/20/11	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Taxi Fare while working on client/matter	A M SINGER	AARON M SINGER	9.37
01/26/11	GROUND TRANSPORTATION	GROUND TRANSPORTATION -	A M SINGER	AARON M SINGER	9.87

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	- LOCAL	LOCAL Taxi Fare while working late on client/matter			
01/31/11	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL Taxi Fare while working late on client matter	A M SINGER	AARON M SINGER	18.20
		** TOTAL GROUND TRANSPORTATION -			79.14
01/05/11	PHOTOCOPYING	PHOTOCOPYING 71963 CT0601061149065	K M ROCK		.34
		** TOTAL PHOTOCOPYING			0.34
01/11/11	DOCUMENT PREPARATION	DOCUMENT PREPARATION PRINT DOCUMENTS AND DELIVER TO A. SINGER	B ALVAREZ-LADD		12.00
		** TOTAL DOCUMENT PREPARATION			12
01/05/11	OTHER DATABASE RESEARCH	OTHER DATABASE RESEARCH - 10/1/2010-12/31/2010	S CHALEN		117.45
01/05/11	OTHER DATABASE RESEARCH	OTHER DATABASE RESEARCH - 10/1/2010-12/31/2010	S CHALEN		20.15
01/05/11	OTHER DATABASE RESEARCH	OTHER DATABASE RESEARCH - 10/1/2010-12/31/2010	S CHALEN		93.40
		** TOTAL OTHER DATABASE RESEARCH			231
01/31/11	DOCKET RESEARCH	PACER LW0020 1/1-1/31/11 REGARDING:DOCKET RESEARCH	K O'DONNELL		15.60
		** TOTAL DOCKET RESEARCH			15.6
01/09/11	GLOBAL DOCUMENT SUPPORT	GLOBAL DOCUMENT SUPPORT AARON SINGER \ CONVERT \ JOB 61016	R CONNER		48.00
01/25/11	GLOBAL DOCUMENT	GLOBAL DOCUMENT SUPPORT DOCUMENT	T M ROLLE		30.00

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SUPPORT

SUPPORT FOR A.
SINGER (NY);
REDLINE

** TOTAL GLOBAL
DOCUMENT SUPPORT

78

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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0001

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: CASE ADMINISTRATION

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SCHWARTZ	01/03/11	.30	EMAILS WITH WEIL AND BNYM REGARDING TRUSTEE NOTICE ISSUES
GOLDBERG	01/03/11	.20	CORRESPONDENCE REGARDING CREDITOR INQUIRIES
MARTIN	01/03/11	.20	CALLS WITH CREDITORS REGARDING CASE STATUS
SINGER	01/03/11	1.60	CALLS WITH CREDITORS REGARDING PLAN ISSUES AND INQUIRIES
SCHWARTZ	01/04/11	.20	TELEPHONE CALL WITH V. VRON REGARDING FOLLOW UP ON TRUSTEE NOTICE DISTRIBUTION ISSUES
SCHWARTZ	01/04/11	.30	EMAILS WITH BONY COUNSEL AND A. SINGER REGARDING TRUSTEE NOTICE DISTRIBUTION ISSUES AND MECHANICS
GOLDBERG	01/04/11	.20	CORRESPONDENCE REGARDING CREDITOR INQUIRIES
SINGER	01/04/11	1.00	CALLS WITH CREDITORS REGARDING PLAN ISSUES AND INQUIRIES
SCHWARTZ	01/05/11	.20	FOLLOW UP EMAILS WITH BNYM REGARDING RESOLUTION OF NOTICE PROCESS ISSUES
GOLDBERG	01/05/11	.50	CORRESPONDENCE RESPONDING TO CREDITOR INQUIRIES REGARDING PLAN ISSUES
SINGER	01/05/11	1.80	REVIEW EMAIL IN ORDER TO COME UP TO SPEED ON VARIOUS CASE ISSUES (.3); CALL CREDITORS REGARDING PLAN AND DISCLOSURE STATEMENT (1.5)
LOZOVATSKAYA	01/05/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
SCHWARTZ	01/06/11	.20	TELEPHONE CALL WITH M. SEIDER REGARDING UPDATE ON LIQUIDATING TRUSTEE PROCESS AND OTHER PENDING CONFIRMATION ISSUES
GOLDBERG	01/06/11	.60	CORRESPONDENCE RESPONDING TO CREDITOR INQUIRIES
SCHWARTZ	01/07/11	.20	EMAILS WITH BNYM COUNSEL AND A. SINGER REGARDING DISTRIBUTION OF BNYM NOTICE TO HOLDERS
SINGER	01/07/11	1.30	COORDINATE DISTRIBUTION OF BNYM NOTICE TO RETAIL NOTEHOLDERS (1.0); UPDATE WEBSITE (.3);
SINGER	01/10/11	.10	REPLY TO CREDITOR CALL

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CHALEN	01/10/11	.10	PULL UPDATED COURT DOCKETS AND DISTRIBUTE TO ATTORNEYS FOR REVIEW OF ISSUES AND DEVELOPMENTS RELEVANT TO CLIENT'S CLAIM
LOZOVATSKAYA	01/10/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
SINGER	01/11/11	.90	DISTRIBUTE AND REQUEST COPIES OF SOLICITATION PACKAGE (.2); CALL WITH CREDITOR AND FTI (.7)
LOZOVATSKAYA	01/12/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
SINGER	01/13/11	.60	TAKE CALL WITH CREDITORS REGARDING PLAN ISSUES (.3); TAKE CALL FROM R. TENNENBAUM (.3)
LOZOVATSKAYA	01/13/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
SINGER	01/14/11	.10	EMAIL CORRESPONDENCE WITH COMMITTEE MEMBER REGARDING TRADING WALL NOTICES
SINGER	01/17/11	.50	TAKE CREDITOR CALL REGARDING PLAN ISSUES
SINGER	01/18/11	1.00	TAKE CREDITOR CALLS REGARDING PLAN QUESTIONS AND VOTING ISSUES
LOZOVATSKAYA	01/18/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
SARR	01/18/11	.80	REVIEW AND CREATE A SUMMARY REPORT OF THE DOCUMENTS THAT WERE PREVIOUSLY LOADED INTO THE REVIEW DATABASE (.3); ANALYZE NEW DATA SETS RECEIVED FROM MS. GLASSER AND CREATE A SUMMARY REPORT FOR ATTORNEY DOCUMENT REVIEW(.2); MODIFY DATABASE STRUCTURE AND ADD ADDITIONAL FIELDS(.2); EMAIL AND TELECONFERENCE WITH MR. LINN OF VENDOR COMPLETE DOCUMENTS SOURCES RE: SPECIFICATIONS OF THE ELECTRONIC CONVERSION OF THE DATA SETS(.1)
SINGER	01/19/11	1.20	CALLS WITH CREDITORS REGARDING PROCESS (.5); REVISE WORKING GROUP LIST (.1); DISCUSS NOTICE WITH COMMITTEE MEMBER REGARDING TRADING WALL (.2); CREATE NEW TAB DISTRIBUTION LIST (.3); CALL WITH CREDITOR REGARDING QUESTIONS (.1)
SARR	01/19/11	1.40	COORDINATE TECHNICAL TASK RELATED TO THE ELECTRONIC FILE CONVERSION OF THE FIRST DATA SET AND THE NEW DOCUMENTS RELATED TO THE DILIGENCE RESPONSE AND BOARD MEETING MATERIALS SOURCE DATA INTO CONCORDANCE DATABASE FOR ATTORNEY DOCUMENT REVIEW

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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LOZOVATSKAYA	01/20/11	.10	SEND DOCKET UPDATE AND REVIEW SAME
SARR	01/21/11	.40	COORDINATE TECHNICAL TASKS RELATED TO THE ELECTRONIC FILE PROCESSING OF THE BUSINESS JUSTIFICATION FORMS ("BJF") RELATED TO EVENT TICKETS AND SUITES SOURCES DATA INTO CONCORDANCE REVIEW DATABASE FOR ATTORNEY DOCUMENT REVIEW; EMAIL WITH MS. CAMBEIRO OF COMPLETE DOCUMENTS SOURCES RE: SPECIFICATION OF THE ELECTRONIC CONVERSION PROCESS
SINGER	01/23/11	.20	TAKE CREDITOR CALL
SINGER	01/24/11	.90	ORGANIZE MEETING WITH FTI TO DISCUSS NEXT STEPS (.3); CALLS WITH CREDITORS (.6)
LOZOVATSKAYA	01/24/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
SINGER	01/25/11	.10	CALL WITH CREDITOR
SINGER	01/26/11	.10	ORGANIZE MEETING WITH BENEFITS TEAM;
CHALEN	01/26/11	.20	PULL UPDATED COURT DOCKETS AND DISTRIBUTE TO ATTORNEYS FOR REVIEW OF ISSUES AND DEVELOPMENTS RELEVANT TO CLIENT'S CLAIM
SINGER	01/27/11	.30	TAKE CALL FROM CREDITOR:
SINGER	01/28/11	.40	ORGANIZE STATUS MEETINGS (.2); CALL WITH CREDITOR (.2)
SINGER	01/31/11	.50	TAKE CREDITOR CALLS FROM THREE SEPARATE CREDITORS

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	1.40	920.00	1,288.00	PARTNER
A J GOLDBERG	71125	1.50	640.00	960.00	ASSOCIATE, SR.
C M MARTIN	71406	.20	600.00	120.00	ASSOCIATE, JR.
A M SINGER	71423	12.60	600.00	7,560.00	ASSOCIATE, JR.
S CHALEN	17183	.30	240.00	72.00	PARALEGAL
Y LOZOVATSKAYA	17240	1.30	185.00	240.50	PARALEGAL
A SARR	90903	2.60	250.00	650.00	PROF STAFF
		19.90		10,890.50	

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CLIENT: 047606
 COMM OF ADVANTA CORP.
 MATTER: 047606-0002

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: COMMITTEE MEETINGS

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
MARTIN	01/07/11	1.00	COMMITTEE CALL TO DISCUSS TRUSTEE CANDIDATES
SINGER	01/07/11	.80	ATTEND COMMITTEE MEETING REGARDING TRUSTEE APPOINTMENT IN ORDER TO COME UP TO SPEED AND MANAGE PROCESS
SINGER	01/07/11	.20	ORGANIZE MEETING WITH COMMITTEE REGARDING TRUSTEES (.2)
SCHWARTZ	01/12/11	.40	EMAILS AND TELEPHONE CALLS WITH FTI AND A. SINGER REGARDING AGENDA FOR 1/13 COMMITTEE CALL
SINGER	01/12/11	.30	ORGANIZE MEETING WITH COMMITTEE (.3)
MALIONEK	01/13/11	1.90	CONFERENCES AND EMAILS WITH R. SCHWARTZ REGARDING COMMITTEE DISCUSSIONS AND REVIEW BYLAWS (0.9); MEET AND CONFERENCE CALLS AND PREPARE FOR SAME (1.0)
RAAB	01/13/11	1.00	TELEPHONE CONFERENCE WITH CREDITORS' COMMITTEE
SINGER	01/13/11	1.60	ATTEND COMMITTEE MEETING REGARDING DE MINIMIS ASSET SALE, INTEREST AND NEXT STEPS TO TRANSITION (1.0); ATTEND POST-MEETING WITH FTI TEAM TO DISCUSS NEXT STEPS AS TO SAME (.6)
SINGER	01/13/11	.30	ORGANIZE COMMITTEE MEETING (.3)

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R J MALIONEK	06779	1.90	810.00	1,539.00	PARTNER
D S RAAB	01848	1.00	995.00	995.00	PARTNER
R G SCHWARTZ	04913	.40	920.00	368.00	PARTNER
C M MARTIN	71406	1.00	600.00	600.00	ASSOCIATE, JR.
A M SINGER	71423	3.20	600.00	1,920.00	ASSOCIATE, JR.
		7.50		5,422.00	

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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0008

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: ASSET SALES

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SCHWARTZ	01/09/11	.30	TELEPHONE CALL WITH B. TRUST (COUNSEL FOR BOA) REGARDING DISCUSSION OF FLEET INTEREST ISSUES AND POTENTIAL TRANSACTION RELATED TO SAME
SCHWARTZ	01/09/11	.20	EMAILS WITH L&W AND FTI TEAMS REGARDING UPDATE ON DISCUSSION WITH BOA COUNSEL AND NEXT STEPS RELATED TO SAME
SINGER	01/09/11	.20	EMAIL CORRESPONDENCE REGARDING UPDATE ON DEBTOR ASSETS;
RAAB	01/10/11	1.00	TELEPHONE CONFERENCE WITH BANK OF AMERICA COUNSEL REGARDING PROPOSED TRANSACTION
SCHWARTZ	01/10/11	.40	REVIEW OF HISTORICAL MATERIALS AND ANALYSIS RELATED TO FLEET INTEREST ISSUES IN PREPARATION FOR CALL WITH BOA COUNSEL
SCHWARTZ	01/10/11	1.00	PARTICIPATE IN CONFERENCE CALL WITH BOA COUNSEL, L&W TEAM AND FTI REGARDING DISCUSSION OF POTENTIAL TRANSACTION INVOLVING FLEET INTEREST (0.6); FOLLOW UP TELEPHONE CALL WITH L&W AND FTI TEAMS REGARDING SAME(0.4)
RAAB	01/12/11	1.60	TELEPHONE CONFERENCE WITH WEIL, COZEN TAX TEAMS REGARDING BANK OF AMERICA PROPOSAL (1.1); TELEPHONE CONFERENCE WITH FTI, R. SCHWARTZ, ET. AL. REGARDING SAME (0.5)
SCHWARTZ	01/12/11	1.00	PARTICIPATE ON CONFERENCE. CALL WITH WEIL, T. GALLAGHER, L&W AND FTI REGARDING DISCUSSION OF BOA LOI, ASSESSMENT OF RELATED ISSUES AND NEXT STEPS
SCHWARTZ	01/12/11	.40	FOLLOW UP CALL WITH L&W AND FTI TEAMS REGARDING DISCUSSION OF NEXT STEPS REGARDING BOA LOI AND ASSESSMENT OF ISSUES RELATED TO SAME
SINGER	01/12/11	.30	REVIEW DE MINIMIS ASSET SALE MATERIALS AND SUMMARIZE FOR COMMITTEE;
SINGER	01/14/11	.30	REVIEW DE MINIMIS ASSET SALE ISSUES

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SCHWARTZ	01/18/11	.50	TELEPHONE CALLS WITH R. LEMONS REGARDING BOA TRANSACTION; CALL WITH R. LEMONS AND B. TRUST (BOA COUNSEL) REGARDING DISCUSSION OF STATUS OF BOA LOI AND NEXT STEPS
SCHWARTZ	01/19/11	.20	TELEPHONE CALL WITH D. RAAB REGARDING FOLLOW UP ON PARTICULAR ISSUES RELATED TO POTENTIAL BOA TRANSACTION AND NEXT STEPS REGARDING SAME
SCHWARTZ	01/19/11	.20	EMAILS WITH DEBTORS AND FTI REGARDING CONFIRMATION OF DE MINIMIS ASSET SALE RELATED TO AUTOMOBILES
SINGER	01/19/11	.10	EMAIL REGARDING DI MINIMIS ASSET SALE PROPOSAL
RAAB	01/20/11	2.20	E-MAIL CORRESPONDENCE WITH C. MARTIN REGARDING TRUST AGREEMENT (0.5); ANALYSIS REGARDING TAX ISSUES REGARDING BANK OF AMERICA PROPOSAL (1.4); CONFERENCE WITH R. SCHWARTZ (0.3)
SCHWARTZ	01/20/11	.30	TELEPHONE CALL AND EMAILS WITH D. RAAB REGARDING FOLLOW UP ON PARTICULAR BOA ISSUES AND ANALYSIS RELATED TO PROPOSED BOA TRANSACTION
SCHWARTZ	01/20/11	.20	TELEPHONE CALL WITH R. LEMONS REGARDING UPDATE ON BOA ISSUES
RAAB	01/24/11	2.00	TELEPHONE CONFERENCE WITH R. SCHWARTZ AND BANK OF AMERICA COUNSEL REGARDING POSSIBLE TRANSACTION (0.9); ANALYSIS REGARDING TAX ISSUES (0.8); CONFERENCE WITH J. NOLL REGARDING SAME (0.3)
SCHWARTZ	01/24/11	1.00	PARTICIPATE ON CONFERENCE CALL WITH D. RAAB AND BOA COUNSEL REGARDING FOLLOW UP DISCUSSION OF POTENTIAL TRANSACTION
SCHWARTZ	01/25/11	.20	TELEPHONE CALL WITH R. LEMONS REGARDING UPDATE ON DISCUSSIONS WITH BOA COUNSEL
ROJE	01/28/11	.80	EMAILS AND TELECONFERENCE WITH A. SINGER AND K. ROCK REGARDING MORTGAGE INSURANCE COVERAGE MATTERS
ROJE	01/31/11	.70	EMAILS WITH K. ROCK AND A. SINGER, AND RESEARCH REGARDING MORTGAGE INSURANCE ASSIGNMENT ISSUES

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<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
D S RAAB	01848	6.80	995.00	6,766.00	PARTNER
R G SCHWARTZ	04913	5.90	920.00	5,428.00	PARTNER
AA ROJE	07140	1.50	785.00	1,177.50	COUNSEL
A M SINGER	71423	.90	600.00	540.00	ASSOCIATE, JR.
		15.10		13,911.50	

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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0009

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: PLAN AND DISCLOSURE STATEMENT

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
RAAB	01/03/11	1.20	REVIEWED DRAFT LIQUIDATING TRUST AGREEMENT
SCHWARTZ	01/03/11	.40	EMAILS WITH WEIL AND COMMITTEE MEMBERS REGARDING LIQUIDATING TRUSTEE INTERVIEWS AND SCHEDULE AND COORDINATION OF ISSUES RELATED TO SAME
SCHWARTZ	01/03/11	1.00	MULTIPLE EMAILS AND TELEPHONE CALLS WITH CREDITORS REGARDING QUESTIONS AND INQUIRIES RELATED TO PLAN AND VOTING QUESTIONS RELATED TO SOLICITATION PACKAGES AND L&W TEAM REGARDING RESPONSES TO PARTICULAR CREDITOR INQUIRIES
MARTIN	01/03/11	5.00	REVIEW AND COMMENT TO LITIGATION TRUST AGREEMENT
RAAB	01/04/11	.50	CONFERENCE WITH J. NOLL REGARDING LIQUIDATING TRUST AGREEMENT
SCHWARTZ	01/04/11	.30	EMAILS WITH L&W TEAM REGARDING RESPONSES TO PARTICULAR CREDITOR INQUIRIES RELATED TO PLAN VOTING AND CLAIMS ISSUES
SCHWARTZ	01/04/11	.30	REVIEW OF COMMENTS ON DRAFT LIQUIDATING TRUST AGREEMENT FROM TAX SPECIALISTS
ZUCCARO	01/04/11	.50	ATTENTION TO LIQ. TRUST AGREEMENT (.50)
NOLL	01/04/11	1.70	REVIEW AND REVISE LIQUIDATING TRUST AGREEMENT (1.3); CALL WITH D. RAAB REGARDING SAME (0.4)
MARTIN	01/04/11	3.00	REVIEW PRECEDENT OF LITIGATION TRUST AGREEMENT (1.5); CONTINUE COMMENTS TO LTA (1.5)
SCHWARTZ	01/05/11	.80	TELEPHONE CALL WITH A. SCRUTON REGARDING DISCUSSION OF STATUS OF VARIOUS PLAN CONFIRMATION ISSUES AND OTHER OPEN AND PENDING CASE MATTERS RELATED TO CONFIRMATION AND POST CONFIRMATION
SEIDER	01/05/11	.30	TELEPHONE CALL WITH POTENTIAL LIQUIDATING TRUSTEE (0.2); FOLLOW UP WITH LATHAM (0.1)

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MARTIN	01/05/11	3.00	CALL WITH WEIL AND LATHAM TO DISCUSS TRUSTEE INTERVIEWS (0.8); DISCUSS LTA WITH R. SCHWARTZ (1.0); REVISE MARKUP TO LTA (1.2)
ROCK	01/05/11	1.10	EMAIL CORRESPONDENCE WITH A. GOLDBERG REGARDING AMENDMENTS TO SCHEDULES (.1); EMAIL CORRESPONDENCE WITH L. PARK REGARDING AMENDMENTS TO SCHEDULES (.1); PREPARE FOR CALL WITH DEBTORS' COUNSEL REGARDING AMENDMENTS TO SCHEDULES (.9)
SCHWARTZ	01/06/11	.30	TELEPHONE CALL WITH M. SEIDER REGARDING UPDATE ON LIQUIDATING TRUSTEE PROCESS AND OTHER PENDING CONFIRMATION ISSUES
SCHWARTZ	01/06/11	3.50	PARTICIPATE IN LIQUIDATING TRUSTEE INTERVIEWS WITH DEBTORS AND COMMITTEE MEMBERS
SCHWARTZ	01/06/11	.20	TELEPHONE CALL WITH A. SCRUTON REGARDING UPDATE ON STATUS OF LIQUIDATING TRUST DOCUMENTATION AND OTHER LIQUIDATING TRUST STRUCTURING ISSUES
SCHWARTZ	01/06/11	.20	EMAILS WITH M. SEIDER REGARDING REPORT ON LIQUIDATING TRUSTEE INTERVIEWS AND NEXT STEPS RELATED TO SAME
SCHWARTZ	01/06/11	.70	REVIEW AND COMMENT ON DRAFT ISSUES LIST AND LIQUIDATING TRUST AGREEMENT MARK UP CIRCULATED BY C. MARTIN
SEIDER	01/06/11	.70	TELEPHONE CALL AND EMAILS WITH LATHAM REGARDING SELECTION OF LIQUIDATING TRUSTEE AND RELATED MATTERS
ZUCCARO	01/06/11	.40	ATTENTION TO LIQUIDATING TRUST (.40)
NOLL	01/06/11	.50	TAX ANALYSIS REGARDING LIQUIDATING TRUST AGREEMENT
MARTIN	01/06/11	7.00	REVIEW TAX COMMENTS TO LTA AND REVISE SAME (2.0); ATTEND TRUSTEE CANDIDATE INTERVIEWS (4.0); DRAFT BULLET SUMMARY OF LTA COMMENTS FOR COMMITTEE (1.0)
ROCK	01/06/11	2.70	PREPARE FOR AND LEAD TELECONFERENCE WITH V. VRON OF DEBTORS COUNSEL REGARDING AMENDMENTS TO SCHEDULES (1.0); DRAFT EMAIL UPDATE REGARDING

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			TELECONFERENCE WITH V. VRON AND FURTHER ANALYSIS OF AMENDMENTS TO SCHEDULES (1.5); EMAIL CORRESPONDENCE WITH L. PARK REGARDING ANALYSIS OF AMENDMENTS TO SCHEDULES (.2)
SCHWARTZ	01/07/11	1.30	PARTICIPATE ON COMMITTEE CALL REGARDING DISCUSSION OF LIQUIDATING TRUSTEE CANDIDATE INTERVIEWS, SELECTION OF LIQUIDATING TRUST AND TRUST ADVISORY BOARD MEMBERS (0.8); NEXT STEPS IN CONNECTION WITH ADVISORY BOARD MEMBER SELECTIONS, STATUS OF LIQUIDATING TRUST DOCUMENTATION AND COMMITTEE REVIEW AND ASSESSMENT OF SAME (0.3); NEXT STEPS REGARDING CONFIRMATION PROCESS AND OPEN ISSUES RELATED TO SAME (0.2)
SCHWARTZ	01/07/11	.30	TELEPHONE CALL AND EMAILS WITH A. SCRUTON REGARDING UPDATE ON COMMITTEE CALL AND DECISIONS RELATED TO TRUSTEE AND ADVISORY BOARD SELECTIONS AND NEXT STEPS RELATED TO SAME
SCHWARTZ	01/07/11	.20	TELEPHONE CALL WITH V. VRON REGARDING UPDATE AND REPORT ON COMMITTEE PREFERENCES REGARDING TRUSTEE AND ADVISORY BOARD SELECTIONS AND TAKE STEPS RELATED TO SAME
SCHWARTZ	01/07/11	.30	PROVIDE COMMENTS ON DRAFT LIQUIDATING TRUST AGREEMENT ISSUES LIST PREPARED BY C. MARTIN
SCHWARTZ	01/07/11	.30	REVIEW OF FTI COMMENTS AND EDITS TO DRAFT LIQUIDATING TRUST AGREEMENT
SCHWARTZ	01/07/11	.30	EMAILS WITH C. MARTIN AND A. SINGER REGARDING COMMENTS TO DRAFT LIQUIDATING TRUST AGREEMENT AND DISTRIBUTION OF SAME TO COMMITTEE
MARTIN	01/07/11	3.20	REVIEW AND REVISE COMMENTS TO LTA (2.7); DISCUSS SAME WITH FTI (0.5)
ROCK	01/07/11	.50	TELECONFERENCE WITH L. PARK OF FTI REGARDING REVIEW OF INTERCOMPANY BALANCES (.5)
SINGER	01/07/11	1.80	REVIEW PROPOSED SCHEDULE 8.17 TO PLAN SUPPLEMENT AND DISCUSS SAME WITH L. PARK (1.0); REVIEW TRUST DOCUMENTS AND PROVIDE COMMENTS (.8)

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SINGER	01/08/11	.90	REVIEW COMMENTS TO LIQUIDATION TRUST AGREEMENTS (.5); REVIEW AND PROVIDE COMMENTS TO SCHEDULE 8.17 (.4)
SCHWARTZ	01/09/11	.20	EMAILS WITH M. SEIDER REGARDING UPDATE ON STATUS OF TRUSTEE AND ADVISORY BOARD SELECTION ISSUES AND STATUS
SCHWARTZ	01/10/11	.20	TELEPHONE CALL WITH A. SINGER AND C. MARTIN REGARDING DISCUSSION OF VARIOUS ACTION ITEMS RELATED TO LIQUIDATING TRUST ISSUES AND CONFIRMATION ISSUES
SCHWARTZ	01/10/11	.50	TELEPHONE CALL WITH R. LEMONS AND V. VRON REGARDING DISCUSSION OF STATUS OF VARIOUS ISSUES RELATES TO LIQUIDATING TRUST ISSUES AND OTHER PLAN CONFIRMATION ISSUES
SCHWARTZ	01/10/11	.30	COMMUNICATIONS WITH PARTICULAR CREDITORS AND LIQUIDATING TRUSTEE CANDIDATES REGARDING LIQUIDATING TRUST ISSUES AND STATUS
NOLL	01/10/11	1.20	MEETING REGARDING RESTRUCTURING PROPOSALS
MARTIN	01/10/11	1.00	CALL WITH LATHAM TEAM TO DISCUSS PLAN ISSUES (0.4); REVIEW FTI COMMENTS TO LTA (0.6)
SINGER	01/10/11	2.40	MEET WITH R. SCHWARTZ TO DISCUSS BOFA INTEREST AND PLAN (1.2); REVIEW EMAIL FROM A. SAGAT REGARDING PLAN SUPPLEMENT 8.1 AND DRAFT EMAIL QUESTIONS TO DEBTORS (1.2)
SCHWARTZ	01/11/11	.30	EMAILS WITH C. MARTIN REGARDING COMMITTEE COMMENTS TO DRAFT LIQUIDATING TRUST AGREEMENT
SCHWARTZ	01/11/11	.30	TELEPHONE CALL AND EMAILS WITH A. SCRUTON REGARDING STATUS OF SELECTION OF TRUST ADVISORY BOARD MEMBERS AND NEXT STEPS REGARDING PROCESS
SCHWARTZ	01/11/11	.20	EMAILS AND TELEPHONE CALL WITH A. SINGER REGARDING RECORDS RETENTION ISSUES RELATED TO PLAN AND CONFIRMATION
SCHWARTZ	01/11/11	.40	EMAILS WITH FTI AND L&W TEAMS REGARDING INSURANCE AND LITIGATION CLAIMS ISSUES RELATED TO PLAN CONFIRMATION

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SCHWARTZ	01/11/11	.30	TELEPHONE CALLS AND EMAILS WITH A. SINGER REGARDING TRUST ADVISORY BOARD ISSUES AND ASSESSMENT OF POTENTIAL CANDIDATES FOR SAME
ROCK	01/11/11	.60	REVIEW AND ANALYSIS OF REINSURANCE AGREEMENT FOR AMCUSA MORTGAGE LIFE INSURANCE POLICIES PROVIDED BY DEBTORS COUNSEL
SINGER	01/11/11	.20	REVIEW EMAIL REGARDING TRUST AGREEMENTS (.2)
MALIONEK	01/12/11	.60	EMAILS AND CONFERENCES WITH TEAM REGARDING PLAN ISSUES
SCHWARTZ	01/12/11	.40	TELEPHONE CALL WITH R. LEMONS REGARDING DISCUSSION OF TRUST ADVISORY BOARD ISSUES, BOA LETTER OF INTENT ISSUES AND PROCESS AND OTHER PLAN CONFERENCE RELATED ISSUES
SCHWARTZ	01/12/11	.20	TELEPHONE CALL WITH PARTICULAR CREDITOR COUNSEL REGARDING ADVISORY BOARD ISSUES
SCHWARTZ	01/12/11	.30	EMAILS WITH FTI AND A. SINGER REGARDING ADVISORY BOARD ISSUES
SCHWARTZ	01/12/11	.60	PRELIMINARY REVIEW OF DRAFT TRANSITION PLAN CIRCULATED BY DEBTORS
SCHWARTZ	01/12/11	.70	MULTIPLE TELEPHONE CALLS WITH PARTICULAR CREDITORS REGARDING ADVISORY BOARD ISSUES
SCHWARTZ	01/12/11	.30	TELEPHONE CALL WITH M. STERN REGARDING UPDATE ON TRUST ADVISORY BOARD AND VARIOUS CONFERENCE ISSUES
SCHWARTZ	01/12/11	.50	TELEPHONE CALLS WITH A. SCRUTON AND M. STERN REGARDING FOLLOW UP ON ADVISORY BOARD AND OTHER LIQUIDATING TRUST ISSUES AND STATUS AND OTHER CONFIRMATION RELATED ISSUES
NOLL	01/12/11	1.90	REVIEW RESTRUCTURING DOCUMENTS (0.3); CONFERENCE CALLS REGARDING TAX ISSUES (1.6)
MARTIN	01/12/11	2.50	PREPARE FOR CALL WITH DEBTORS' COUNSEL REGARDING LTA (0.5); CALL WITH WEIL REGARDING SAME (0.8); FOLLOW UP REGARDING COMMENTS TO LTA (1.2)

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ROCK	01/12/11	.30	EMAIL CORRESPONDENCE TO A. GOLDBERG REGARDING RESULTS OF REVIEW AND ANALYSIS OF REINSURANCE AGREEMENT AND STRATEGY FOR REVIEW OF AMENDMENTS TO SCHEDULES
SINGER	01/12/11	3.80	DRAFT EMAIL TO COMMITTEE REGARDING TRUST BOARD UPDATES, TRUST AGREEMENT UPDATES, CERTAIN INTERESTS AND MEETING (1.0); ATTEND CALL REGARDING TRUST AGREEMENTS (1.1); DRAFT SUMMARIES OF CLASS ACTION CLAIMS (.3); RESEARCH PLAN LANGUAGE REQUEST OF CLASS ACTION PLAINTIFFS (.3); REVIEW TAX ISSUES AND LETTER OF INTENT (.8); REVIEW COMMENTS TO PLAN FROM FEE AUDITOR (.3)
SINGER	01/12/11	.20	ORGANIZE MEETING WITH WEIL REGARDING TRUST DOCUMENTS (.2)
SCHWARTZ	01/13/11	.50	OFFICE CONFERENCE WITH C. MARTIN AND A. SINGER (PARTIAL) REGARDING REPORT ON DISCUSSION WITH WEIL REGARDING COMMENTS ON LTA AND OPEN ISSUES AND POINTS RELATED TO SAME
SCHWARTZ	01/13/11	.70	PARTICIPATE ON CONFERENCE CALL WITH WEIL, COMPANY, FTI REGARDING DISCUSSION OF TRANSITION PLAN AND ACTION ITEMS FOR TRANSITION OF ADMINISTRATION TO LIQUIDATING TRUSTEE
SCHWARTZ	01/13/11	.30	TELEPHONE CALL WITH M. STERN REGARDING ADVISORY BOARD AND PLAN CONFIRMATION ISSUES
SCHWARTZ	01/13/11	1.10	PARTICIPATE ON COMMITTEE CALL REGARDING ADVISORY BOARD ISSUES; BOA LOI ISSUES (0.5); MISCELLANEOUS ASSET SALE ISSUES (0.4); AND UPDATE ON TRANSITION ACTIVITIES (0.2)
SCHWARTZ	01/13/11	.20	TELEPHONE CALL WITH FTI REGARDING DISCUSSION OF PARTICULAR LTA ISSUES
ZUCCARO	01/13/11	2.50	ATTENTION TO LIQUIDATING TRUST (1.6); TELEPHONE CONFERENCE C. MARTIN (.20); DRAFTING CONFERENCE C. MARTIN (.70)
GLASSER	01/13/11	6.10	RESEARCH AND ANALYSIS REGARDING PENDING CLASS ACTIONS AGAINST ADVANTA OR ITS CURRENT OR FORMER OFFICERS AND DIRECTORS AND IMPACT REGARDING PLAN ISSUES (4.8); DRAFT MEMORANDUM REGARDING SAME (1.3)

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MARTIN	01/13/11	2.00	DISCUSS WEIL COMMENTS ON LTA AND FOLLOW UP REGARDING SAME (1.5); DISCUSS CORPORATE COMMENTS TO PLAN DOCUMENTS WITH R. ZUCCARO (0.5)
SINGER	01/13/11	2.00	ATTEND MEETING REGARDING TRUST AGREEMENT (.2); REVIEW TRADING MOTION AND ORDER (.2); ATTEND MEETING REGARDING TRANSITION TO TRUSTS WITH DEBTORS AND FINANCIAL ADVISORS (1.0); REVIEW EMAIL REGARDING TRUST AGREEMENT (.3); DRAFT ISSUES LIST (0.3)
RAAB	01/14/11	.30	E-MAIL CORRESPONDENCE WITH C. MARTIN REGARDING LIQUIDATING TRUST
SCHWARTZ	01/14/11	.50	EMAILS AND TELEPHONE CALLS WITH C. MARTIN, R. MALIONEK AND A. SINGER REGARDING PARTICULAR ISSUES RELATED TO LIQUIDATING TRUSTS AND LIQUIDATING TRUST ADVISORY BOARDS
SCHWARTZ	01/14/11	.50	MULTIPLE EMAILS WITH R. LEMONS REGARDING SUMMARY OF VARIOUS OPEN ISSUES RELATED TO PLAN CONFIRMATION ISSUES
SCHWARTZ	01/14/11	.30	TELEPHONE CALL BNYM COUNSEL REGARDING DISCUSSION OF FOLLOW UP ON PARTICULAR PLAN ISSUES RAISED ON 1/13 COMMITTEE CALL
SCHWARTZ	01/14/11	.70	TELEPHONE CALL WITH A. SCRUTON REGARDING DISCUSSION OF STATUS OF VARIOUS PLAN CONFIRMATION AND LIQUIDATING TRUST ISSUES
SCHWARTZ	01/14/11	.70	TELEPHONE CALL WITH R. LEMONS AND V. VRON REGARDING DISCUSSION OF ISSUES LIST REGARDING PLAN CONFIRMATION AND LIQUIDATING TRUST POINTS
SCHWARTZ	01/14/11	.30	FOLLOW UP WITH R. LEMONS REGARDING PARTICULAR OPEN ISSUES REGARDING PLAN AND TRUST ISSUES
SCHWARTZ	01/14/11	.30	TELEPHONE CALL WITH M. STERN REGARDING DISCUSSION OF PARTICULAR PLAN CONFIRMATION AND LIQUIDATING TRUST ISSUES
SCHWARTZ	01/14/11	.40	TELEPHONE CALL AND EMAILS WITH COUNSEL FOR CREDITOR REGARDING ADVISORY BOARD ISSUES
MARTIN	01/14/11	3.60	FOLLOW UP REGARDING LTA TAX AND CORPORATE ISSUES (1.0); RESEARCH

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			ISSUES RELATED TO LITIGATION TRUST (2.0); CONFERENCE CALL WITH WEIL TO DISCUSS LTA (0.6)
ROCK	01/14/11	.20	TELEPHONE CALL WITH V. VRON OF WEIL GOTSHAL REGARDING REINSURANCE AGREEMENT ENTERED INTO BY AMCUSA (.1); EMAIL CORRESPONDENCE WITH L. PARK REGARDING ANALYSIS OF INTERCOMPANY CLAIMS (.1)
SINGER	01/14/11	2.10	DRAFT PLAN ISSUES LIST AND DISCUSS ISSUES WITH L. PARK (.8); REVIEW LTA EMAILS TO COME UP TO SPEED ON ISSUES (.2); ATTEND CALL TO PROVIDE COMMENTS TO LTA (.5); ASSESS PRIVILEGE ISSUES WITH RESPECT TO COMMITTEE AND TRUSTS FOR POST-CONFIRMATION PERIOD (.6)
MALIONEK	01/17/11	1.50	REVIEW AND REVISE TAB CONFIDENTIALITY AGREEMENT AND EMAILS REGARDING SAME
SCHWARTZ	01/17/11	.80	REVIEW AND EDIT OF DRAFT CONFIDENTIALITY AGREEMENT CIRCULATED BY WEIL(0.6); MULTIPLE EMAILS WITH LW TEAM RE: COMMENTS AND ISSUES RELATED TO SAME(0.2)
SCHWARTZ	01/17/11	.20	TELEPHONE CALL WITH R. LEMONS RE: UPDATE ON PARTICULAR PLAN AND TRUST RELATED ISSUES
SINGER	01/17/11	.60	REVIEW CONFIDENTIALITY AGREEMENTS AND CORRESPONDING EMAILS (.2); REVIEW SCHEDULES OF CONTRACTS TO BE ASSUMED AND TERMINATED (.4)
BARBY	01/18/11	.40	DISCUSSION WITH A. OZAWA REGARDING EMPLOYEE BENEFIT PLAN AND TRANSITION SERVICE ISSUES
SCHWARTZ	01/18/11	.50	REVIEW AND COMMENT ON REVISED VERSION OF LIQUIDATING TRUST AGREEMENT CIRCULATED BY WEIL
SCHWARTZ	01/18/11	.30	EMAILS WITH C. MARTIN REGARDING COMMENTS RELATED TO REVISED LIQUIDATING TRUST AGREEMENT
SCHWARTZ	01/18/11	.30	REVIEW AND COMMENT ON FURTHER REVISED VERSION OF CONFIDENTIALITY AGREEMENT FOR PROSPECTIVE TRUST ADVISORY BOARD CANDIDATES
SCHWARTZ	01/18/11	.20	EMAILS WITH C. MARTIN REGARDING COMMENTS AND OPEN POINTS REGARDING CONFIDENTIALITY

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AGREEMENT

SCHWARTZ	01/18/11	.40	OFFICE CONFERENCE WITH C. MARTIN REGARDING DISCUSSION OF COMMENTS AND REVISED DRAFT OF LTA
SCHWARTZ	01/18/11	.40	TELEPHONE CALLS AND EMAILS WITH PROSPECTIVE TRUST ADVISORY BOARD MEMBERS AND COUNSEL TO SAME REGARDING TIMING AND PROCESS ISSUES RELATED TO DOCUMENTATION
SCHWARTZ	01/18/11	1.00	TELEPHONE CALL WITH A. SCRUTON REGARDING DISCUSSION OF MULTIPLE ISSUES RELATED TO TRUSTEE STRUCTURE, DOCUMENTATION, CONFIRMATION PROCESS AND OPEN ISSUES AND NEXT STEPS RELATED TO SAME
SCHWARTZ	01/18/11	.30	TELEPHONE CALL WITH M. SEIDER REGARDING UPDATE ON STATUS OF CONFIRMATION PROCESS AND DISCUSSION OF PARTICULAR ISSUES RELATED TO TRUST ADVISORY BOARD AND TRUST STRUCTURE
SCHWARTZ	01/18/11	.30	TELEPHONE CALL WITH R. LEMONS REGARDING ADDITIONAL FOLLOW UP ON BOA ISSUES AND PARTICULAR TRUST ADVISORY BOARD ISSUES
SCHWARTZ	01/18/11	.40	EMAILS WITH PROSPECTIVE TAB MEMBERS REGARDING DRAFT CONFIDENTIALITY AGREEMENT AND TIMING AND PROCESS ISSUES RELATED TO SAME AND CONFIRMATION PROCESS
ZUCCARO	01/18/11	.40	ATTENTION TO REVISED TRUST AGREEMENT (0.4);
MARTIN	01/18/11	6.00	REVIEW COMMENTS AND REVISIONS TO DRAFT LTA (3.5); REVIEW PRECEDENT AND RESEARCH REGARDING SAME (1.0); FOLLOW UP WITH DEBTORS' COUNSEL REGARDING LTA (0.7); VARIOUS EMAILS AND CALLS REGARDING LTA (0.8)
OZAWA	01/18/11	1.50	TELEPHONE CONFERENCE WITH V. VRON, S. MARGOLIS, A. SCRUTON, L. PARK AND A. SINGER REGARDING POST-EFFECTIVE DATE EMPLOYMENT OF CERTAIN INDIVIDUALS (0.6); TELEPHONE CONFERENCE WITH D. BARBY REGARDING THE SAME (0.5); REVIEW BANKRUPTCY PLAN FOR KEY PROVISIONS REGARDING CONTINUING EMPLOYEE BENEFITS (0.4)
ROCK	01/18/11	.50	REVIEW MEMORANDUM FROM L. PARK OF FTI REGARDING INTERCOMPANY

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BALANCES ON AMENDED SCHEDULES (.4);
TELECONFERENCE WITH D. GRIFFITHS OF
WEIL GOTSHAL REGARDING
REINSURANCE AGREEMENT (.1)

SINGER	01/18/11	1.90	REVIEW DILIGENCE ON CONTRACT ASSUMPTION LIST (.2); REVIEW REVISED LTA AND PROPOSE COMMENTS (1.1); ATTEND AND PARTICIPATE IN CALL AS TO EMPLOYMENT AT TRUST OF EMPLOYEES POST-CONFIRMATION (.6);
RAAB	01/19/11	.80	REVIEWED REVISED TRUST AGREEMENT (0.5); CONFERENCE WITH R. SCHWARTZ REGARDING BANK OF AMERICA (0.2); CONFERENCE WITH J. NOLL REGARDING SAME (0.1)
SCHWARTZ	01/19/11	.50	EMAILS WITH C. MARTIN, A. SINGER AND PARTICULAR PROSPECTIVE TRUST ADVISORY BOARD MEMBERS AND THEIR RESPECTIVE COUNSEL REGARDING COMMENTS AND ISSUES RELATED TO DRAFT CONFIDENTIALITY AGREEMENT
SCHWARTZ	01/19/11	.30	FOLLOW UP EMAILS AND TELEPHONE CALL WITH C. MARTIN REGARDING RESOLUTION OF OPEN POINTS RELATED TO DRAFT CONFIDENTIALITY AGREEMENT
SCHWARTZ	01/19/11	.40	TELEPHONE CALL AND EMAILS WITH R. ZUCCARO REGARDING DISCUSSION OF CORPORATE LAW COMMENTS AND OPEN POINTS RELATED TO DRAFT CORPORATE GOVERNANCE DOCS AND TRUST STRUCTURE AND GOVERNANCE ISSUES RELATED TO PLAN
SCHWARTZ	01/19/11	.20	TELEPHONE CALL WITH COUNSEL FOR PARTICULAR CREDITOR REGARDING QUESTIONS CONCERNING DISCLOSURE STATEMENT AND CONFIRMATION
SCHWARTZ	01/19/11	.40	MULTIPLE EMAILS WITH WEIL AND LW TEAMS REGARDING VARIOUS CORPORATE GOVERNANCE AND TRUST GOVERNANCE ISSUES RELATED TO PLAN
SCHWARTZ	01/19/11	1.30	REVIEW OF MULTIPLE REVISED VERSIONS OF LTA AND CONSIDERATION OF VARIOUS COMMENTS RECEIVED FROM SPECIALISTS AND WEIL RELATED TO SAME
SCHWARTZ	01/19/11	.50	CONFERENCE CALL WITH R. LEMONS AND V. VRON REGARDING DISCUSSION OF OPEN ISSUES AND TASKS RELATED TO PLAN SUPPLEMENT DOCS AND OPEN ISSUES RELATED TO CURRENT VERSION OF LTA

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SCHWARTZ	01/19/11	.30	TELEPHONE CALL WITH C. MARTIN REGARDING UPDATE ON AND DISCUSSION OF VARIOUS LTA COMMENTS AND OPEN POINTS
SCHWARTZ	01/19/11	.20	FOLLOW UP TELEPHONE CALL WITH R. LEMONS REGARDING PARTICULAR TAX ISSUES RELATED TO PLAN
SCHWARTZ	01/19/11	.30	EMAILS WITH A. SINGER AND FTI REGARDING EMPLOYEE TRANSITION ISSUES RELATED TO TRUST AND PLAN ISSUES
SHYER	01/19/11	.70	REVIEW EMAIL FROM A. OZAWA REGARDING PROPOSED EMPLOYER STRUCTURE (0.10); CONFER BY PHONE WITH A. OZAWA STRUCTURE ISSUES (0.20); REVIEW A. OZAWA EMAIL SUMMARY RE STRUCTURE ISSUES AND A. SCRUTON RESPONSE (0.20); SEND EMAIL TO A. OZAWA REGARDING POSSIBLE WARN ISSUES AND ANALYSIS; REVIEW RESPONSES FROM A. SINGER AND A. OZAWA (0.20)
ZUCCARO	01/19/11	1.30	FURTHER ATTENTION TO LIQ. TRUST (.30); TELEPHONE CONFERENCE C. MARTIN REGARDING TRUST (.20); TELEPHONE CONFERENCE R. SCHWARTZ REGARDING D&O AT REORGANIZED DEBTORS (.40); PRELIMINARY ATTENTION TO CORPORATE ORGANIZATIONAL DOCUMENTS (.40)
NOLL	01/19/11	.60	REVIEW LIQUIDATING TRUST AGREEMENT (0.3); CALL WITH D. RAAB REGARDING SAME (0.3)
MARTIN	01/19/11	7.00	REVIEW COMMENTS TO CONFIDENTIALITY AGREEMENT AND REVISE DRAFT (1.0); CALL BOARD MEMBER REGARDING SAME (0.3); VARIOUS CALLS WITH DEBTORS' COUNSEL REGARDING LTA (0.5); MEETING WITH LATHAM TO DISCUSS CHANGES TO LTA (0.5); REVISE LTA (2.7); DRAFT COMMON INTEREST AGREEMENT (2.0)
OZAWA	01/19/11	.80	TELEPHONE CONFERENCE WITH J. SHYER REGARDING POST-EFFECTIVE DATE EMPLOYMENT OF CERTAIN INDIVIDUALS BY REORGANIZED ADVANTA (0.5); REVIEW AND ANALYZE POTENTIAL WARN ISSUES REGARDING POTENTIAL EMPLOYEE TERMINATIONS (0.3)
SINGER	01/19/11	3.90	DRAFT AND REVISE CONFIDENTIALITY AGREEMENT IN CONNECTION WITH FORMATION OF TRUSTS (.5); CALL WITH A. OZAWA REGARDING NEXT STEPS FOR POST-CONFIRMATION EMPLOYMENT (.3);

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			REVIEW FTI'S MARKUP OF LTA (.1); ORGANIZE COMMENTS FOR REORGANIZED ADVANTA'S BYLAWS AND REVIEW AND REVISE SAME (.5); ORGANIZE COMMENTS TO LTA (2.5)
SCHWARTZ	01/20/11	.30	EMAILS WITH L&W AND WEIL REGARDING FOLLOW UP ON PARTICULAR OUTSTANDING COMMENTS ON LTA
SCHWARTZ	01/20/11	.30	TELEPHONE CALL WITH A. SCRUTON REGARDING DISCUSSION OF PARTICULAR ISSUES RELATED TO LTA, TRUSTEE AND PLAN ISSUES
SCHWARTZ	01/20/11	.30	REVIEW OF REVISED CONFIDENTIALITY AGREEMENT (0.2); EMAILS WITH A. SINGER REGARDING NEXT STEPS RELATED TO SAME(0.1)
SCHWARTZ	01/20/11	.20	TELEPHONE CALL WITH COUNSEL FOR TAB MEMBER REGARDING LTA ISSUES AND COMMENTS
SCHWARTZ	01/20/11	.50	REVIEW AND COMMENT ON DRAFT CORPORATE GOVERNANCE DOCUMENTS FOR REORGANIZED ADVANTA CIRCULATED BY WEIL
SCHWARTZ	01/20/11	1.50	REVIEW OF FURTHER REVISED VERSION OF LTA AND VARIOUS COMMENTS AND MARK-UPS RECEIVED FROM COMMITTEE MEMBERS, TAB MEMBERS AND RESPECTIVE COUNSEL
SCHWARTZ	01/20/11	1.30	MEET WITH A. SINGER, C. MARTIN (PARTIAL) AND R. ZUCCARO (PARTIAL) REGARDING DISCUSSION OF VARIOUS OPEN ISSUES AND POINTS RELATED TO LTA (0.8); DRAFT CORPORATE GOVERNANCE DOCUMENTS AND OTHER PLAN SUPPLEMENT DOCUMENTS (0.5)
SCHWARTZ	01/20/11	1.00	MULTIPLE FOLLOW UP TELEPHONE CALLS WITH A. SCRUTON REGARDING DISCUSSION OF STATUS OF VARIOUS OPEN ISSUES RELATED TO TRUST FORMATION, TAB FORMATION, DOCUMENTATION RELATED TO BOTH AND TRANSITION PLAN ISSUES, TIMING AND PROCESS
SCHWARTZ	01/20/11	.30	EMAILS WITH A. SINGER REGARDING ISSUES RELATED TO CONTRACT AND EMPLOYEE BENEFITS SCHEDULES TO BE FILED WITH PLAN SUPPLEMENT
SHYER	01/20/11	.60	REVIEW EMAIL FROM A. OZAWA REGARDING WARN COMPLIANCE ISSUES (0.20); DRAFT FOLLOW-UP QUESTIONS CONCERNING TIMING AND LOCATION OF

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			LAYOFFS (0.10); REVIEW EMAIL FROM WEIL REGARDING "LIQUIDATING FIDUCIARY" DOCTRINE AND SEND COMMENTS TO A. OZAWA REGARDING SAME (0.30)
ZUCCARO	01/20/11	2.50	ATTENTION TO CORPORATE ORGANIZATIONAL DOCUMENTS (2.0); TELEPHONE CONFERENCE R. SCHWARTZ REGARDING INDEMNIFICATION (.20); CONFERENCE A. SINGER (0.30)
NOLL	01/20/11	.50	CALL WITH D. RAAB (0.3); REVISE LIQUIDATING TRUST AGREEMENT (0.2)
MARTIN	01/20/11	4.60	REVISIONS TO LTA (3.0); VARIOUS CALLS AND EMAILS WITH BOARD AND CREDITORS REGARDING SAME (0.5); MEET WITH LATHAM TEAM TO DISCUSS LTA COMMENTS (0.5); CALL WITH DEBTORS' COUNSEL TO DISCUSS SAME (0.6)
OZAWA	01/20/11	1.20	REVIEW AND ANALYZE REVISED SCHEDULES REGARDING CONTINUATION OF BENEFITS AND COMPENSATION PLANS; TELEPHONE CONFERENCE WITH A. SINGER REGARDING THE SAME
SINGER	01/20/11	13.60	DRAFT AND REVISE CONFIDENTIALITY AGREEMENT IN CONNECTION WITH FORMATION OF TRUSTS (.6); CALL WITH A. OZAWA REGARDING NEXT STEPS FOR POST-CONFIRMATION EMPLOYMENT (.2); REVIEW FTI'S MARKUP OF LTA (.5); ORGANIZE COMMENTS FOR REORGANIZED ADVANTA'S BYLAWS AND REVIEW AND REVISE SAME (4.0); DISCUSS WARN LAW ISSUE (.2); DRAFT AND REVISE LTA (7.0); REVIEW REVISED SCHEDULE 8.7 AND 8.1 AND DISCUSS RELATED EMPLOYMENT ISSUE (1.1);
BRICKNER	01/21/11	.50	SEIP CONTINUATION ISSUE
RAAB	01/21/11	2.00	REVIEWED REVISED LIQUIDATING TRUST AGREEMENT (1.0); TELEPHONE CONFERENCE WITH T. GALLAGHER REGARDING BANK OF AMERICA (0.5); E-MAIL CORRESPONDENCE WITH J. NOLL REGARDING BANK OF AMERICA (0.5)
SCHWARTZ	01/21/11	.30	TELEPHONE CALL WITH R. LEMONS REGARDING DISCUSSION OF OPEN ISSUES AND POINTS CONCERNING PLAN SUPPLEMENT DOCUMENTS AND TIMING AND PROCESS FOR FINALIZING OF SAME
SCHWARTZ	01/21/11	.50	TELEPHONE CALL WITH A. SCRUTON REGARDING DISCUSSION OF AGENDA AND ISSUES FOR CALL WITH PROSPECTIVE TAB

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MEMBERS, OPEN ISSUES RELATED TO PLAN SUPPLEMENT DOCUMENTS AND NEXT STEPS REGARDING FINALIZING OF SAME FOR FILING

SCHWARTZ	01/21/11	.50	REVIEW OF FURTHER REVISED AND FINAL VERSIONS OF CONFIDENTIALITY AGREEMENT FOR TAB MEMBERS (0.3); EMAILS AND TELEPHONE CALLS WITH L&W TEAM REGARDING SAME (0.2)
SCHWARTZ	01/21/11	1.00	REVIEW OF FURTHER REVISED VERSION OF LTA INCORPORATING VARIOUS COMMITTEE AND TAB MEMBER COMMENTS
SCHWARTZ	01/21/11	1.00	MULTIPLE TELEPHONE CALLS AND EMAILS WITH A. SINGER AND R. ZUCCARO REGARDING DISCUSSION OF VARIOUS CORPORATE GOVERNANCE ISSUES AND POINTS RELATED TO CHARTER AND BYLAWS FOR REORGANIZED DEBTORS
SCHWARTZ	01/21/11	1.30	REVIEW OF MULTIPLE FURTHER REVISED VERSIONS OF LTA AND OTHER DRAFT TRUST AGREEMENTS, CONTRACT ASSUMPTION LIST AND BENEFITS/PROGRAMS CONTINUATION LIST IN CONNECTION WITH FILING OF PLAN SUPPLEMENT
SCHWARTZ	01/21/11	.80	MULTIPLE FOLLOW UP EMAILS, TELEPHONE CALLS AND OFFICE CONFERENCES WITH A. SINGER AND C. MARTIN ASSESSMENT AND RESOLUTION OF VARIOUS OPEN ISSUES AND POINTS IN CONNECTION WITH PLAN SUPPLEMENT DOCUMENTS AND FILINGS
ZUCCARO	01/21/11	2.40	ATTENTION TO CORPORATE GOVERNANCE DOCUMENTS (1.20); ATTENTION TO EMAILS (0.3); ATTENTION TO ADVANTA LIQUIDATING TRUST (0.5); TELEPHONE CONFERENCE C. MARTIN (0.2); TELEPHONE CONFERENCE R. SCHWARTZ (0.2)
NOLL	01/21/11	2.30	REVIEW DOCUMENTS REGARDING FLEET INTEREST (1.5); REVISE LIQUIDATING TRUST AGREEMENT (0.8)
MARTIN	01/21/11	5.00	INCORPORATE WEIL COMMENTS TO LTA AND DISCUSS SAME WITH TAX AND CORPORATE TEAMS (1.5); CONFERENCE CALL WITH DEBTORS' COUNSEL REGARDING LTA (0.5); REVIEW DEBTORS' COMMENTS TO LTA AND REVISE SAME (3.0)
ROCK	01/21/11	.90	TELECONFERENCE WITH FTI REGARDING INTERCOMPANY BALANCES ON AMENDED

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			SCHEDULES (.5); TELECONFERENCE WITH A. SINGER REGARDING INTERCOMPANY BALANCES ON AMENDED SCHEDULES (.4)
SINGER	01/21/11	8.20	DRAFT AND REVISE CHARTER, BYLAWS AND LTA (6.0); EMAIL AND PHONE CORRESPONDENCE WITH DEBTORS, TAB MEMBERS AND FTI AS TO SAME (2.2)
SINGER	01/21/11	.40	DISCUSS INSURANCE ISSUES AND NEW SCHEDULES AND STATEMENTS
RAAB	01/22/11	.30	E-MAIL CORRESPONDENCE WITH J. NOLL REGARDING TRUST AGREEMENT
ZUCCARO	01/22/11	.30	ATTENTION TO EMAILS REGARDING LIQUIDATING TRUST (0.3)
SINGER	01/22/11	.20	EMAIL PLAN SUPPLEMENT TO TAB AND COMMITTEE
BARBY	01/23/11	.40	REVIEW AND EMAIL REGARDING SEIP AND EMPLOYEE ISSUES
SCHWARTZ	01/23/11	.50	EMAILS WITH L&W TEAM REGARDING PLAN SUPPLEMENT AND PLAN ISSUES RELATED TO COMPENSATION AND BENEFITS SCHEDULE AND CLAIMS RELATED TO SAME
SINGER	01/23/11	.60	EMAIL CORRESPONDENCE WITH TEAM REGARDING STATUS AND TREATMENT OF BENEFITS PLANS
BARBY	01/24/11	.10	REVIEW REGARDING SECTION 8.7 OF PLAN OF REORGANIZATION
MALIONEK	01/24/11	1.20	REVIEW CI AGREEMENT AND COMMENTS REGARDING SAME
SCHWARTZ	01/24/11	.20	TELEPHONE CALL WITH R. LEMONS REGARDING DISCUSSION OF PARTICULAR OPEN CONFIRMATION POINTS AND NEXT STEPS RELATED TO PREPARATION FOR CONFIRMATION
SCHWARTZ	01/24/11	1.00	REVIEW OF AS FILED VERSION OF PLAN SUPPLEMENT
SCHWARTZ	01/24/11	1.00	OFFICE CONFERENCE WITH A. SINGER AND C. MARTIN REGARDING DISCUSSION OF PLAN SUPPLEMENT FILINGS AND OPEN ISSUES AND POINTS RELATED TO SAME, NEXT STEPS REGARDING CONFIRMATION AND TRANSITION OF ESTATES, COORDINATION OF COMMITTEE AND TAB ACTIVITIES AND ACTION PLAN MOVING FORWARD
SHYER	01/24/11	.10	REVIEW/RESPOND TO EMAIL FROM L.

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			INSCOE REGARDING FORM OF EMPLOYEE LEASING AGREEMENTS (0.1)
ZUCCARO	01/24/11	.20	COMMUNICATE A. SINGER REGARDING EFFECTIVE DATE (.20)
NOLL	01/24/11	.30	CALL WITH D. RAAB REGARDING LIQUIDATING TRUST AGREEMENT
MARTIN	01/24/11	4.00	MEETING REGARDING PLAN SUPPLEMENT (1.0); FOLLOW UP REGARDING SAME (0.5); DRAFT COMMON INTEREST AGREEMENT (2); FOLLOW UP REGARDING LTA REVIEW (0.5)
SINGER	01/24/11	2.90	PROVIDE COMMENTS TO BYLAWS (.5); AND CONFIDENTIALITY AGREEMENT (1.0); REVIEW REVISED LTAS AND TAKE INVENTORY OF ISSUES (.5); ATTEND CATCH-UP MEETING WITH FTI REGARDING NEXT STEPS (.9)
SCHWARTZ	01/25/11	.60	CONFERENCE CALL WITH A. SINGER, C. MARTIN AND FTI REGARDING DISCUSSION OF STATUS OF DOCUMENT REVIEW, TRANSITION PLANS AND OPEN POINTS AND ISSUES RELATED TO CONFIRMATION
SCHWARTZ	01/25/11	.80	REVIEW AND MARK UP OF DRAFT COMMON INTEREST AGREEMENT CIRCULATED BY C. MARTIN RELATED TO COMMITTEE/TRUST PRIVILEGE ISSUES
SCHWARTZ	01/25/11	.30	EMAILS AND TELEPHONE CALLS WITH A. SINGER AND DRINKER REGARDING FINALIZING DRAFT CONFIDENTIALITY AGREEMENT FOR TAB MEMBERS
SCHWARTZ	01/25/11	.20	TELEPHONE CALL WITH A. SCRUTON REGARDING FOLLOW UP ON TRUST STRUCTURING ISSUES
SCHWARTZ	01/25/11	.30	TELEPHONE CALL WITH M. SEIDER REGARDING STATUS OF CONFIRMATION PROCESS AND DISCUSSION OF PARTICULAR TRUST AND TRUSTEE REPRESENTATION ISSUES
SEIDER	01/25/11	.30	TELEPHONE CALL WITH LATHAM REGARDING TRUST IMPLEMENTATION
MARTIN	01/25/11	2.00	CALL WITH TRUSTEE TO DISCUSS PLAN DOCUMENTS (0.6); FOLLOW UP REGARDING PLAN DOCUMENTS (0.4); REVIEW OF PLAN (1.0)
OZAWA	01/25/11	.50	REVIEW AND ANALYZE SERVICES CONTEMPLATED IN CONNECTION WITH SERVICES AGREEMENT BETWEEN REORGANIZED ADVANTA AND

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LIQUIDATING TRUSTS (0.5)

SINGER	01/25/11	5.70	ORGANIZE AND DRAFT LIST OF ISSUES FOR PLAN AND PLAN SUPPLEMENT (.9); CALL WITH FTI AS TO SAME (.3); REVIEW LIST OF SERVICES TO BE PERFORMED BY TRUSTEES (.9); REVIEW ASSUMPTION OF CONTRACTS LIST AND DISCUSS SAME WITH FTI AND WEIL (1.0); REVIEW AND PROVIDE COMMENTS ON SCHEDULES 8.1 AND 8.7 TO PLAN (.8); REVIEW REVISED CONFIDENTIALITY AGREEMENT AND DISCUSS SAME WITH TAB MEMBERS (.6); DISCUSS SERVICES AGREEMENT WITH A. OZAWA, LATHAM SPECIALISTS AND FTI AND OUTLINE ISSUES TO BE INCORPORATED INTO AGREEMENT (1.2)
BARBY	01/26/11	.90	TELECONFERENCE REGARDING SEIP, SERP AND EMPLOYEE BENEFIT PLAN ISSUES
BRICKNER	01/26/11	1.00	CONFERENCE CALL REGARDING EXEC COMP ISSUES (0..6); REVIEW COMP PLANS (0.4)
MALIONEK	01/26/11	1.30	REVIEW AND REVISE CI AGREEMENT AND CONFERENCE, EMAILS WITH TEAM REGARDING SAME
SCHWARTZ	01/26/11	.60	TELEPHONE CALL WITH C. MARTIN AND R. MALIONEK REGARDING DISCUSSION OF COMMENTS AND CONCEPTS RELATED TO DRAFT COMMON INTEREST AGREEMENT FOR COMMITTEE/TABS
SCHWARTZ	01/26/11	1.00	TELEPHONE CALL WITH L&W TEAM REGARDING DISCUSSION OF PLAN AND CLAIMS ISSUES RELATED TO CONTINUATION OF CERTAIN COMPENSATION AND BENEFITS PROGRAMS BY REORGANIZED ADVANTA
SCHWARTZ	01/26/11	.40	EMAILS WITH A. SCRUTON REGARDING INDEPENDENT TAB MEMBER ISSUES AND PROCESS
SCHWARTZ	01/26/11	.30	TELEPHONE CALLS AND EMAILS WITH A. SINGER AND A. OZAWA FOLLOW UP ON TRANSITION SERVICES ISSUES
SCHWARTZ	01/26/11	.30	TELEPHONE CALLS AND EMAILS WITH A. SINGER AND K. ROCK RE: ASSESSMENT OF PARTICULAR CLAIMS AND INSURANCE ISSUES RELATED TO PLAN CONFIRMATION
SCHWARTZ	01/26/11	3.00	CLOSE REVIEW OF AS FILED PLAN, DISCLOSURE STATEMENT AND PLAN AND DS-RELATED DOCUMENTS IN CONNECTION WITH IDENTIFICATION OF ISSUES AND POINTS FOR AMENDMENT OR

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RESOLUTION IN ADVANCE OF
CONFIRMATION

SHYER	01/26/11	.50	REVIEW LIST OF SERVICES OF LIQUIDATION TRUSTEE (0.50)
MARTIN	01/26/11	2.00	ATTENTION TO COMMON INTEREST AGREEMENT (0.3); CALL TO DISCUSS SAME (0.5); REVIEW BYLAWS IN CONNECTION WITH PLAN ISSUES (0.2); REVIEW PLAN (1.0)
OZAWA	01/26/11	1.90	TELEPHONE CONFERENCE WITH D. BARBY, J. BRICKNER, R. SCHWARTZ, AND A. SINGER REGARDING CONTINUATION OF BENEFIT PLANS AND SUPPLEMENTAL EXECUTIVE INSURANCE PROGRAM POST-EFFECTIVE DATE (0.8); TELEPHONE CONFERENCE WITH A. SINGER AND L. PARK REGARDING SERVICES AGREEMENT BETWEEN REORGANIZED ADVANTA AND LIQUIDATING TRUSTS (0.4); REVIEW AND ANALYZE SUPPLEMENTAL EXECUTIVE INSURANCE PROGRAM (0.7)
ROCK	01/26/11	1.00	TELECONFERENCE WITH A. SINGER REGARDING AMCUSA MORTGAGE LIFE INSURANCE CLAIMS (.4); TELECONFERENCE WITH D. GRIFFITHS OF WEIL GOTSHAL REGARDING AMCUSA MORTGAGE LIFE INSURANCE CLAIMS (.1); TELECONFERENCE WITH R. SCHWARTZ REGARDING AMCUSA MORTGAGE LIFE INSURANCE CLAIMS (.2); TELECONFERENCE WITH L. PARK OF FTI REGARDING AMCUSA MORTGAGE LIFE INSURANCE CLAIMS (.1); EMAIL CORRESPONDENCE WITH L. PARK REGARDING AMCUSA MORTGAGE LIFE INSURANCE CLAIM DOCUMENTS (.1); EMAIL CORRESPONDENCE WITH DEBTORS COUNSEL REGARDING PASSWORD REQUEST FOR ENCRYPTED DOCUMENT SENT BY DEBTORS COUNSEL (.1)
SINGER	01/26/11	5.90	ATTEND CALL WITH BENEFITS TEAM TO DISCUSS IMPLICATIONS AND REVISIONS TO PLAN AND PLAN SUPPLEMENT (1.0); CALL WITH FTI TO DISCUSS SERVICES AGREEMENT (1.0); PROVIDE COMMENTS TO BYLAWS AND CHARTER (.7); EMAIL TO COMMITTEE REGARDING AND FINALIZE CONFIDENTIALITY AGREEMENT (1.0); CALL WITH WEIL REGARDING AMCUSA AND INSURANCE ISSUES AND RESEARCH AS TO SAME (1.3); EMAIL REGARDING RESIDENT TRUSTEE (.3); EMAIL REGARDING TIMING OF EFFECTIVE DATE AND OTHER PLAN CONSUMMATION ISSUES (.6)

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MALIONEK	01/27/11	1.00	REVIEW AND REVISE CI AGREEMENT AND EMAILS REGARDING SAME
SCHWARTZ	01/27/11	1.30	REVIEW AND MARK-UP REVISED COMMON INTEREST AGREEMENT FOR TRUSTS (0.7); CIRCULATE REVISED VERSION AND EMAIL SUMMARY OF COMMENTS RELATED TO SAME TO LW TEAM (0.4)
SCHWARTZ	01/27/11	1.00	PREPARE AND CIRCULATE ISSUES LIST TO LW TEAM OF COMMENTS, AMENDMENTS AND PENDING OPEN ISSUES RELATED PLAN (0.7); FOLLOW UP EMAILS WITH LW TEAM RE: FOLLOW UP ON SAME WITH WEIL AND FTI (0.3)
SCHWARTZ	01/27/11	2.50	CLOSE REVIEW OF AS FILED PLAN SUPPLEMENT DOCS IN FURTHERANCE OF PRE-CONFIRMATION REVIEW FOR ISSUES AND OPEN POINTS TO BE RESOLVED BEFORE CONFIRMATION AND EFFECTIVE DATE
SCHWARTZ	01/27/11	.30	EMAILS WITH A. SCRUTON RE: UPDATE ON SITE VISIT WITH DEBTORS AND TRUST ISSUES FOR COMMITTEE CONSIDERATION
MARTIN	01/27/11	5.00	REVIEW PLAN AND PLAN COMMENTS (3.3); DISCUSS PLAN ISSUES WITH WEIL (0.4); REVIEW LTA (1.3)
SINGER	01/27/11	1.50	ORGANIZE EXECUTION OF CONFIDENTIALITY AGREEMENT (.3); REVIEW EMAIL REGARDING AMENDMENTS TO PLAN (.5); DRAFT PROPOSED REVISIONS TO PLAN SUPPLEMENT (.7)
BRICKNER	01/28/11	.70	COMPENSATION ISSUES IN PLAN OBJECTIONS
SCHWARTZ	01/28/11	.60	EMAILS WITH A. SINGER AND C. MARTIN RE: DISCUSSION OF VARIOUS EDITS, POINTS AND ISSUES RELATED TO PLAN AND PLAN SUPPLEMENT COMMENTS
SCHWARTZ	01/28/11	.70	TELEPHONE CALL WITH A. SCRUTON RE : UPDATE ON MEETING WITH DEBTORS RE : TRANSITION PLAN AND ACTION ITEMS RELATED TO SAME
SCHWARTZ	01/28/11	.30	EMAILS WITH C. MARTIN RE: FINALIZING AND DISTRIBUTION OF DRAFT COMMON INTEREST AGREEMENT
SCHWARTZ	01/28/11	1.40	MEET WITH A. SINGER, C. MARTIN AND A. OZAWA (PARTIAL) RE: DISCUSSION OF OPEN ISSUES AND POINTS RELATED TO PLAN AND PLAN SUPPLEMENT

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DOCUMENTS FOR CIRCULATION TO DEBTORS

SCHWARTZ	01/28/11	.50	REVIEW A. SINGER PLAN AND PLAN SUPPLEMENT ISSUES LIST (0.3); EMAILS WITH A. SINGER RE: SAME AND RE: CIRCULATION TO DEBTORS AND COMMITTEE (0.2)
SCHWARTZ	01/28/11	.30	TELEPHONE CALL WITH A. SINGER RE: UPDATE ON STATUS OF VARIOUS OPEN ISSUES AND POINTS OUT TO COMMITTEE AND FTI
SCHWARTZ	01/28/11	1.00	REVIEW AND COMMENT ON FURTHER REVISED DRAFT OF COMMON INTEREST AGREEMENT RELATED TO TRUST/COMMITTEE (0.8); EMAILS WITH C. MARTIN RE: SAME (0.2)
NOLL	01/28/11	.80	REVIEW AND REVISE LIQUIDATING TRUST AGREEMENTS (0.6); CALL WITH C. MARTIN REGARDING SAME (0.2)
GLASSER	01/28/11	.60	REVIEW AND ANALYZE SUBORDINATED CLAIMS AS DEFINED IN THE PLAN (.4); CORRESPONDENCE WITH C. MARTIN REGARDING SAME (.2)
MARTIN	01/28/11	4.00	REVISE COMMON INTEREST AGREEMENT (1.5); PROVIDE COMMENTS TO PLAN SUPPLEMENT (0.5) ; MEET WITH R.SCHWARTZ TO DISCUSS SAME (1.5); FOLLOW UP ON CERTAIN TAX INQUIRIES RELATED TO THE PLAN (0.5)
OZAWA	01/28/11	2.20	REVIEW AND ANALYZE SUPPLEMENTAL EXECUTIVE INSURANCE PROGRAM, SPLIT DOLLAR INSURANCE AGREEMENTS AND COLLATERAL ASSIGNMENT AGREEMENTS IN CONNECTION WITH BANKRUPTCY PLAN AND RELATED SCHEDULES (1.7); CONFERENCE WITH R. SCHWARTZ, A. SINGER AND C. MARTIN REGARDING THE SAME (0.3); TELEPHONE CONFERENCE WITH J. BRICKNER REGARDING THE SAME (0.2)
ROCK	01/28/11	.80	PREPARE FOR AND ATTEND TELECONFERENCE WITH FTI AND DEBTORS REGARDING AMCUSA MORTGAGE LIFE INSURANCE CLAIMS (.4); TELECONFERENCE WITH A. ROJE AND A. SINGER REGARDING REINSURANCE AGREEMENT FOR AMCUSA (.4)
SINGER	01/28/11	5.50	ATTEND TEAM MEETING REGARDING COMMENTS TO PLAN DOCUMENTS (1.0); ATTEND MEETING R. SCHWARTZ REGARDING UPDATE ON ANCILLARY

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ISSUES (.5); CALL WITH K. ROCK AND COMPANY REGARDING MOLI (.5); CALL WITH A. ROJE REGARDING MOLI (.3); REVIEW EMAIL REGARDING MOLI (.2); DRAFT CONSOLIDATED COMMENT SHEET FOR PLAN DOCUMENTS (2.3); REVIEW EMAIL REGARDING STATUS OF LITIGATION (.1); CALL WITH A. OZAWA TO DISCUSS COMMENTS TO PLAN AND BENEFITS ISSUE AND REVIEW OF DOCUMENTS AS TO SAME (.6)

MARTIN	01/29/11	.60	REVIEW AND REVISE COMMON INTEREST AGREEMENT
ROCK	01/29/11	.90	DRAFT EMAIL CORRESPONDENCE TO DEBTORS COUNSEL REGARDING ASSIGNMENT OF MORTGAGE LIFE INSURANCE POLICIES (.9)
SINGER	01/29/11	.50	EMAIL CORRESPONDENCE REGARDING COMMENTS TO PLAN DOCUMENTS AND TIMING FOR FINAL COMMENTS;
ROCK	01/30/11	.20	EMAIL CORRESPONDENCE WITH V. VRON OF WEIL REGARDING ASSIGNMENT OF THE AMCUSA MORTGAGE LIFE INSURANCE POLICIES
SINGER	01/30/11	.80	DISCUSS AND DRAFT EMAIL REGARDING MOLI ISSUES AND ORGANIZE CALL AS TO SAME;
MALIONEK	01/31/11	.50	EMAILS WITH TEAM REGARDING CI AGREEMENT ISSUES
SCHWARTZ	01/31/11	1.50	REVIEW AND MARK UP DRAFT CONFIRMATION ORDER (0.8); EMAILS WITH A. SINGER AND C. MARTIN RE: PRELIMINARY GLOBAL COMMENTS AND ISSUES RELATED TO SAME (0.7)
SCHWARTZ	01/31/11	.20	EMAILS WITH R. MALIONEK RE: PARTICULAR CONFIRMATION ORDER ISSUES
SCHWARTZ	01/31/11	.20	TELEPHONE CALL AND EMAILS WITH A. SINGER RE: FOLLOW UP ON PARTICULAR INTERCOMPANY CLAIMS ISSUES RELATED TO THE PLAN
SCHWARTZ	01/31/11	.40	TELEPHONE CALLS AND EMAILS WITH A. SINGER RE: DISCUSSION OF ISSUES RELATED TO TREATMENT OF PARTICULAR CLAIMS UNDER THE PLAN
SCHWARTZ	01/31/11	.30	EMAILS WITH A. SINGER AND C. MARTIN RE: CONFIRMATION ORDER REVIEW AND TIMING ISSUES

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SCHWARTZ	01/31/11	.30	EMAILS WITH C. MARTIN AND R. MALIONEK RE: RESOLUTION OF FTI COMMENTS TO DRAFT COMMON INTEREST AGREEMENT
NOLL	01/31/11	.20	CALL WITH WEIL GOTSHAL REGARDING LIQUIDATING TRUST AGREEMENTS
MARTIN	01/31/11	1.60	REVIEW FTI COMMENTS TO COMMON INTEREST AGREEMENT AND SUMMARIZE SAME (1.0); RESEARCH RELATED TO COMP BENEFIT PLANS (0.6)
ROCK	01/31/11	1.40	PREPARE FOR AND ATTEND TELECONFERENCE WITH V. VRON OF WEIL GOTSHAL REGARDING AMCUSA MORTGAGE LIFE INSURANCE POLICIES (.4); CONFERENCE WITH A. SINGER REGARDING AMCUSA MORTGAGE LIFE INSURANCE POLICIES (.2); TELECONFERENCE WITH R. SCHWARTZ REGARDING AMCUSA MORTGAGE LIFE INSURANCE POLICIES (.1); EMAIL CORRESPONDENCE TO A. ROJE OF LATHAM REGARDING REVIEW OF AMCUSA REINSURANCE AGREEMENT (.7)
SINGER	01/31/11	4.10	CALLS REGARDING MOLI ISSUE (.5); REVIEW DRAFT OF CONFIRMATION ORDER AND PROVIDE COMMENTS (2.5); EMAIL COMMITTEE REGARDING DRAFT CONFIRMATION ORDER (.3); REVIEW ISSUES LIST AND PROVIDE COMMENTS FOR OUTSTANDING PLAN CONFIRMATION ISSUES (0.5); DISCUSS RESEARCH QUESTION W. K ROCK REGARDING MOLI (.3)

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<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
D W BARBY	01213	1.80	995.00	1,791.00	PARTNER
J W BRICKNER	00739	2.20	995.00	2,189.00	PARTNER
R J MALIONEK	06779	6.10	810.00	4,941.00	PARTNER
D S RAAB	01848	5.10	995.00	5,074.50	PARTNER
R G SCHWARTZ	04913	66.50	920.00	61,180.00	PARTNER
M A SEIDER	01754	1.30	995.00	1,293.50	PARTNER
J D SHYER	00870	1.90	990.00	1,881.00	PARTNER
RA ZUCCARO	00993	10.50	995.00	10,447.50	PARTNER
J F NOLL	07300	10.00	765.00	7,650.00	ASSOCIATE, SR.
J E GLASSER	08346	6.70	515.00	3,450.50	ASSOCIATE, JR.
C M MARTIN	71406	72.10	600.00	43,260.00	ASSOCIATE, JR.
A T OZAWA	04636	8.10	630.00	5,103.00	ASSOCIATE, JR.
K M ROCK	71963	11.10	515.00	5,716.50	ASSOCIATE, JR.
A M SINGER	71423	69.70	600.00	41,820.00	ASSOCIATE, JR.
		273.10		195,797.50	

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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0015

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: FEE APPLICATION PREPARATION

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
LOZOVATSKAYA	01/03/11	1.50	DRAFT NOVEMBER FEE APPLICATION
LOZOVATSKAYA	01/04/11	1.00	DRAFT INTERIM FEE APPLICATION AND EMAIL CORRESPONDENCE WITH C. MARTIN REGARDING SAME
SCHWARTZ	01/05/11	.30	REVIEW OF FEE AUDITOR REPORT REGARDING L&W 2ND INTERIM FEE APPLICATION
MARTIN	01/06/11	.30	REVIEW FEE APPLICATIONS
LOZOVATSKAYA	01/06/11	.20	EMAIL CORRESPONDENCE WITH C. MARTIN AND LOCAL COUNSEL REGARDING NOVEMBER FEE APPLICATION
SINGER	01/07/11	.10	REVIEW FEE AUDITORS' COMMENTS TO INTERIM FEE APPLICATION
SINGER	01/08/11	.50	REVIEW INITIAL REPORT OF FEE AUDITOR AND DRAFT RESPONSES
SINGER	01/09/11	2.00	REVIEW INITIAL REPORT OF FEE AUDITOR AND DRAFT RESPONSES
SINGER	01/10/11	6.10	REVIEW INITIAL REPORT OF FEE AUDITOR AND DRAFT RESPONSES
LOZOVATSKAYA	01/10/11	2.20	REVIEW AND MARK UP DECEMBER PRO FORMAS
SINGER	01/11/11	3.60	REVIEW INITIAL REPORT OF FEE AUDITOR AND DRAFT RESPONSES
LOZOVATSKAYA	01/11/11	.60	CONTINUE TO REVIEW AND MARK UP DECEMBER PRO FORMAS AND EMAIL CORRESPONDENCE WITH C. MARTIN REGARDING SAME
LOZOVATSKAYA	01/12/11	1.00	MEET WITH C. MARTIN REGARDING DECEMBER PROFORMAS (0.50); FINAL REVIEW AND MARK UP OF DECEMBER PROFORMAS (0.50)
SCHWARTZ	01/13/11	1.00	REVIEW AND COMMENT ON DRAFT RESPONSE TO FEE AUDITOR REPORT CIRCULATED BY A. SINGER
SCHWARTZ	01/14/11	.40	OFFICE CONFERENCE WITH A. SINGER REGARDING DISCUSSION OF COMMENTS TO DRAFT RESPONSE TO FEE AUDITOR REPORT
SINGER	01/14/11	.50	MEET WITH R. SCHWARTZ TO DISCUSS COMMENTS TO RESPONSE TO FEE AUDITOR REPORT (.5);
SINGER	01/16/11	2.30	DRAFT RESPONSE TO FEE AUDITOR'S INITIAL REPORT

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SCHWARTZ	01/17/11	.80	FURTHER AND FINAL REVISIONS AND EDITS TO LW RESPONSE TO FEE AUDITOR REPORT
SINGER	01/17/11	1.50	DRAFT RESPONSE TO FEE AUDITOR AND EMAIL CORRESPONDENCE AS TO SAME;
SINGER	01/19/11	.30	DRAFT EMAIL RESPONSE TO FEE AUDITOR;
LOZOVATSKAYA	01/19/11	.10	EMAIL CORRESPONDENCE WITH S. SCHADE REGARDING DECEMBER INVOICE
SCHWARTZ	01/20/11	.30	EMAILS WITH A. SINGER REGARDING FINAL FEE AUDITOR REPORT REGARDING SECOND APPLICATION AND RESULTS OF SAME
MARTIN	01/20/11	1.50	REVIEW DECEMBER PROFORMAS
LOZOVATSKAYA	01/20/11	.20	EMAILS WITH C. MARTIN AND S. SCHADE REGARDING DECEMBER FEE APPLICATION
SINGER	01/21/11	.30	REVIEW FINAL REPORT OF FEE AUDITOR AND REPORT ON SAME;
SCHWARTZ	01/24/11	1.80	REVIEW AND MARK UP OF DECEMBER PROFORMA BILLING STATEMENTS
LOZOVATSKAYA	01/25/11	3.10	REVIEW AND REVISE DECEMBER INVOICE AGAINST THE PROFORMAS (2.6) EMAIL CORRESPONDENCE AND PHONE CALLS WITH S. SCHADE AND A. DUBOV REGARDING SAME (0.5)
LOZOVATSKAYA	01/26/11	2.40	MEETING WITH A. DUBOV REGARDING DECEMBER INVOICE REVISIONS (0.60); REVISE AND FINALIZE DECEMBER INVOICE (1.80)
MARTIN	01/27/11	1.00	REVIEW FINAL INVOICE
SINGER	01/31/11	.60	REVIEW FEE APPLICATION OF FTI
LOZOVATSKAYA	01/31/11	1.70	DRAFT DECEMBER FEE APPLICATION

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	4.60	920.00	4,232.00	PARTNER
C M MARTIN	71406	2.80	600.00	1,680.00	ASSOCIATE, JR.
A M SINGER	71423	17.80	600.00	10,680.00	ASSOCIATE, JR.
Y LOZOVATSKAYA	17240	14.00	185.00	2,590.00	PARALEGAL
		39.20		19,182.00	

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CLIENT: 047606
COMMITTEE OF ADVANTA CORP.
MATTER: 047606-0017
Claims

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: Claims Analysis and Employee

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
ROCK	01/03/11	.30	EMAIL CORRESPONDENCE WITH R. SCHWARTZ REGARDING CONFERENCE WITH V. VRON OF WEIL GOTSHAL (.1); EMAIL CORRESPONDENCE WITH V. VRON OF WEIL GOTSHAL REGARDING REVIEW OF AMENDMENTS TO SCHEDULE (.2)
MALIONEK	01/04/11	1.70	REVIEW/REVISE 2004 MOTION AND REQUESTS (1.0); EMAILS, CONFERENCES WITH TEAM REGARDING SAME AND STRATEGY (0.7)
SCHWARTZ	01/04/11	1.00	REVIEW AND REVISE CURRENT VERSION OF THIRD PARTY 2004 MOTION IN ADVANCE OF CIRCULATION TO COMMITTEE
SCHWARTZ	01/04/11	.30	EMAILS AND TELEPHONE CALLS WITH R. MALIONEK, J. GLASSER, A. SINGER REGARDING COMMENTS AND OPEN POINTS REGARDING FINALIZING THIRD PARTY 2004 MOTION FOR CIRCULATION TO COMMITTEE
GLASSER	01/04/11	2.20	REVISE DOCUMENT REQUESTS IN CONNECTION WITH RULE 2004 DISCOVERY FROM THIRD PARTIES (1.7); CORRESPONDENCE WITH LATHAM TEAM AND THE COMMITTEE REGARDING SAME (.3); COMMUNICATION WITH TANNER PARTNERS (.1); CORRESPONDENCE WITH A. SINGER REGARDING SAME (.1)
SINGER	01/04/11	3.50	DRAFT RULE 2004 MOTION AND REVISE SAME
GLASSER	01/05/11	.40	CORRESPONDENCE WITH FTI AND LATHAM TEAM REGARDING STATUS OF PRIORITY DILIGENCE REQUESTS FOR DEBTORS
MALIONEK	01/06/11	.70	CONFERENCE WITH R. SCHWARTZ REGARDING 2004 MOTION AND REQUESTS (0.2); EMAILS AND CONFERENCE WITH J. GLASSER REGARDING SAME (0.3); EMAILS REGARDING THIRD PARTY REQUESTS (0.2)
SCHWARTZ	01/06/11	.20	TELEPHONE CALL WITH R. MALIONEK REGARDING DISCUSSION OF STATUS AND TIMING ISSUES RELATED TO THIRD PARTY 2004 DISCOVERY

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SCHWARTZ	01/06/11	.20	EMAILS WITH J. GLASSER AND R. MALIONEK REGARDING FOLLOW UP ON STATUS AND TIMING ISSUES RELATED TO THIRD PARTY 2004 DISCOVERY
GLASSER	01/06/11	2.40	RESEARCH AND ANALYSIS IN CONNECTION WITH RULE 2004 DISCOVERY FROM THIRD PARTIES (.6); REVISE DOCUMENT REQUESTS IN CONNECTION WITH RULE 2004 DISCOVERY FROM THIRD PARTIES (1.4); COMMUNICATION AND CORRESPONDENCE WITH R. MALIONEK, R. SCHWARTZ AND THE COMMITTEE REGARDING SAME (.4)
MALIONEK	01/07/11	.20	EMAILS WITH R. SCHWARTZ REGARDING TRUSTEE AND MEET/CONFER ISSUES
SCHWARTZ	01/07/11	.30	EMAILS WITH R. MALIONEK AND J. GLASSER REGARDING STATUS OF THIRD PARTY 2004 MEET AND CONFER EFFORTS (0.3)
GLASSER	01/07/11	.30	COMMUNICATION WITH R. MALIONEK AND A. SINGER REGARDING RULE 2004 DISCOVERY FROM THIRD PARTIES
SINGER	01/07/11	.40	REVIEW RULE 2004 MOTION AND REQUESTS
SINGER	01/10/11	.90	CALL TO DISCUSS SCHEDULE 8.7, (0.5) REVIEW SCHEDULE 8.7 AND DRAFT EMAIL WITH FURTHER QUESTIONS (0.4)
MALIONEK	01/11/11	1.30	REVIEW INSURANCE ISSUES AND CONFERENCES WITH TEAM REGARDING SAME AND REGARDING DOCUMENT STORAGE, REQUESTS (0.5); EMAILS WITH M. SAGE REGARDING REQUESTS AND CONFERENCE WITH SAME (0.8)
SCHWARTZ	01/11/11	.30	EMAILS AND TELEPHONE CALLS WITH R. MALIONEK REGARDING UPDATE ON CALL WITH DECHERT AND MEET AND CONFER ISSUES RELATED TO THIRD PARTY 2004 REQUESTS
GLASSER	01/11/11	.30	CORRESPONDENCE WITH R. MALIONEK AND A. SINGER REGARDING RULE 2004 DISCOVERY FROM THIRD PARTIES AND STATUS OF PENDING CLASS ACTIONS
GLASSER	01/11/11	.10	CORRESPONDENCE WITH A. SINGER REGARDING PENDING CLASS ACTION AGAINST ADVANTA AND ITS CURRENT AND FORMER OFFICERS AND DIRECTORS

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SINGER	01/11/11	.60	RESEARCH DOCUMENT RETENTION ISSUE
SINGER	01/11/11	1.90	PREPARE FOR AND ATTEND CALL WITH DEBTORS REGARDING SCHEDULES 8.1 AND 8.7 (.7); REVIEW PLAN LANGUAGE RELATING TO CLASS ACTION LAWSUITS AND ASSOCIATED RESEARCH ON COMPLAINTS (.4); REVIEW EMAIL AND DRAFT SUMMARIES OF CLASS ACTIONS (.8)
O'DONNELL	01/12/11	.80	LIBRARY SERVICES: RESEARCH STATE AND FEDERAL COURT FILINGS FOR J GLASSER
SINGER	01/13/11	.90	REVIEW EMAIL REGARDING AMENDMENTS TO SCHEDULES (.1); REVIEW SUMMARY OF CLASS ACTION CLAIMS FOR PURPOSES OF INSURANCE ANALYSIS (.8)
MALIONEK	01/14/11	.60	MEET AND CONFER WITH JP MORGAN (0.3); MEET AND CONFER ATTEMPTS WITH THIRD PARTIES (0.3)
GLASSER	01/14/11	.30	REVIEW AND ANALYZE DEBTORS' RESPONSES TO THE COMMITTEE'S PRIORITY DOCUMENT REQUESTS (.2); COMMUNICATION WITH L. PARK, R. MALIONEK AND R. SCHWARTZ REGARDING SAME (.1)
SINGER	01/14/11	.30	REVIEW AND DRAFT SUMMARIES OF CLASS ACTION SUITS FOR PURPOSES OF INSURANCE ANALYSIS;
MALIONEK	01/18/11	2.30	MEET AND CONFERENCE CALLS AND EMAILS REGARDING 2004S (1.0); REVIEW AND REVISE DEBTORS' DOCUMENT RESPONSES (1.3)
SCHWARTZ	01/18/11	.30	TELEPHONE CALL WITH R. MALIONEK REGARDING REPORT ON STATUS OF MEET-AND-CONFER EFFORTS WITH THIRD PARTIES RELATED TO POTENTIAL THIRD PARTY 2004 EFFORTS
GLASSER	01/18/11	1.60	CALLS WITH THIRD PARTIES AND R. MALIONEK IN CONNECTION WITH MEET-AND-CONFER REQUIREMENT FOR RULE 2004 DISCOVERY (.3); COMMUNICATION WITH A. SINGER AND TECHNOLOGY IN PRACTICE DEPARTMENT TO DEVELOP PROTOCOLS FOR REVIEW OF DILIGENCE FROM DEBTORS (.4); RESEARCH AND ANALYSIS IN CONNECTION WITH MEET-AND-CONFER (.6); CORRESPONDENCE

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			WITH R. SCHWARTZ REGARDING NEGOTIATION WITH DEBTORS IN CONNECTION WITH RULE 2004 DISCOVERY FROM THIRD PARTIES (.3)
SINGER	01/18/11	.90	DISCUSS NEXT STEPS FOR REVIEW OF MATERIALS AND RULE 2004 MOTION WITH LITIGATION TEAM (.3); REVIEW DOCUMENTS PROVIDED BY DEBTORS (.6);
MALIONEK	01/19/11	1.10	2004 MEET AND CONFERENCE CALLS AND EMAILS WITH TEAM REGARDING SAME
GLASSER	01/19/11	1.30	RESEARCH AND ANALYSIS IN CONNECTION WITH RULE 2004 DISCOVERY FROM THIRD PARTIES (1.0); CORRESPONDENCE WITH R. SCHWARTZ AND R. MALIONEK REGARDING SAME (.3)
SINGER	01/19/11	.20	REVIEW DOCUMENT PROVIDE BY DEBTORS;
MALIONEK	01/20/11	2.60	CONFERENCE WITH M. SAGE REGARDING 2004S AND CONFERENCES WITH R. SCHWARTZ REGARDING SAME (0.9); CONFERENCE WITH JPM AND EE AND EMAILS WITH TEAM REGARDING SAME (1.4); REVIEW ORDER LANGUAGE (0.3)
SCHWARTZ	01/20/11	.30	TELEPHONE CALL AND EMAILS WITH R. MALIONEK REGARDING DISCUSSION OF THIRD PARTY 2004 DISCOVERY ISSUES
SCHWARTZ	01/20/11	.20	EMAILS WITH L&W TEAM REGARDING TIMING AND PROCESS ISSUES AND LOCAL COUNSEL INPUT RELATED TO THIRD PARTY 2004 DISCOVERY EFFORTS
GLASSER	01/20/11	1.80	COMMUNICATION WITH R. MALIONEK REGARDING RULE 2004 DISCOVERY FROM THIRD PARTIES (.2); RESEARCH AND ANALYSIS IN CONNECTION WITH POTENTIAL DISCOVERY FROM THIRD PARTIES (.9); REVIEW AND REVISE CHART OF PRIORITY DOCUMENT REQUESTS FOR DEBTORS (.5); COMMUNICATION WITH A. SINGER AND R. MALIONEK REGARDING REVIEW OF DILIGENCE FROM DEBTOR (.2)
SINGER	01/20/11	.90	DISCUSS NEXT STEPS FOR RULE 2004 INVESTIGATION AND REVIEW MOTION (.5); CALL AND EMAIL CORRESPONDENCE REGARDING STRATEGY FOR TIMING OF FILING MOTION (.4)
MALIONEK	01/21/11	1.10	EMAILS WITH TEAM REGARDING 2004 REQUESTS AND MOTION

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SCHWARTZ	01/21/11	.20	TELEPHONE CALL WITH R. MALIONEK REGARDING UPDATE ON DEBTORS' POSITION REGARDING THIRD PARTY 2004 DISCOVERY AND NEXT STEPS RELATED TO SAME
SCHWARTZ	01/21/11	.50	TELEPHONE CALLS AND EMAILS WITH A. SINGER, R. MALIONEK AND DRINKER REGARDING STATUS OF THIRD PARTY 2004 MOTION AND PROCESS AND TIMING ISSUES RELATED TO SAME
GLASSER	01/21/11	5.50	MEETING WITH K. COPPOLA TO REVIEW CASE BACKGROUND IN PREPARATION FOR REVIEW AND ANALYSIS OF RECENT DILIGENCE RECEIVED FROM DEBTORS (.8); COMMUNICATION WITH R. MALIONEK REGARDING STRATEGY FOR RULE 2004 DISCOVERY FROM THIRD PARTIES (.2); COMMUNICATION AND CORRESPONDENCE WITH COUNSEL FROM CONSULTING COMPANY IN CONNECTION WITH MEET-AND-CONFER FOR RULE 2004 DISCOVERY (.6); REVISE MOTION AND DOCUMENT REQUESTS IN CONNECTION WITH RULE 2004 DISCOVERY FROM THIRD PARTIES (3.5); REVIEW COMMITTEE BY-LAWS IN CONNECTION WITH REQUEST FOR INFORMATION FROM THIRD PARTY (.3); CORRESPONDENCE WITH R. MALIONEK REGARDING SAME (.1)
SINGER	01/21/11	1.00	PHONE CORRESPONDENCE WITH LOCAL COUNSEL AS TO STRATEGY FOR RULE 2004 MOTION (.3); DRAFT AND REVISE MOTION (.7)
COPPOLA	01/21/11	4.60	CONFERENCE WITH J. GLASSER REGARDING STRATEGY FOR DOCUMENT REVIEW (0.8); REVIEW AND ANALYSIS OF DOCUMENTS FOR MOTION (3.8)
MALIONEK	01/23/11	.30	EMAILS WITH R. SCHWARTZ REGARDING 2004 DISCOVERY PLAN
SCHWARTZ	01/23/11	.40	PARTICIPATE ON CONFERENCE CALL WITH R. MALONE AND H. COHEN REGARDING DISCUSSION OF THIRD PARTY 2004 DISCOVERY ISSUES AND PROCESS AND TIMING CONSIDERATIONS RELATED TO SAME
SCHWARTZ	01/23/11	.30	EMAILS WITH R. MALIONEK REGARDING UPDATE ON THIRD PARTY 2004 DISCOVERY ISSUES
COPPOLA	01/23/11	4.30	REVIEW AND ANALYSIS OF DOCUMENTS FOR MOTION (4.1); CORRESPONDENCE WITH J. GLASSER ABOUT SAME (0.2)

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SCHWARTZ	01/24/11	.20	EMAILS WITH R. MALIONEK REGARDING STATUS OF THIRD PARTY 2004 DISCOVERY AND NEXT STEPS
GLASSER	01/24/11	1.20	REVIEW AND ANALYZE RECENT DILIGENCE RECEIVED FROM DEBTORS IN CONNECTION WITH INVESTIGATION OF POTENTIAL CLAIMS AGAINST ADVANTA'S OFFICERS AND DIRECTORS (.8); CORRESPONDENCE AND COMMUNICATION WITH C. COPPOLA REGARDING REVIEW AND ANALYSIS OF RECENT DILIGENCE RECEIVED FROM THE DEBTORS (.4)
COPPOLA	01/24/11	1.70	CONFERENCE WITH J. GLASSER ABOUT REVIEW AND ANALYSIS OF DOCUMENTS (0.2); REVIEW OF FDIC INSPECTOR GENERAL REPORT TO COMPARE FINDINGS WITH ALCO MEETING DISCUSSIONS (1.0); CORRESPONDENCE WITH J. GLASSER ABOUT SAME (0.5)
MALIONEK	01/25/11	.30	CONFERENCE WITH R. SCHWARTZ REGARDING DISCOVERY
SCHWARTZ	01/25/11	.20	TELEPHONE CALL WITH R. MALIONEK REGARDING THIRD PARTY 2004 MOTION STATUS
SINGER	01/25/11	.10	EMAIL CORRESPONDENCE REGARDING DILIGENCE ON SENIOR MANAGEMENT CLAIMS
SINGER	01/31/11	1.80	REVIEW CASE LAW AND CONDUCT RESEARCH ON POTENTIAL INTERPRETATIONS OF CLAIMS (1.0); ASSIGN RESEARCH QUESTION TO J. LEVY REGARDING GUC CLAIMS AND TAKE QUESTIONS (.8)
LEVY	01/31/11	3.90	MEET WITH A. SINGER TO DISCUSS RESEARCH PROJECT(0.2); RESEARCH ISSUES CONCERNING SERP AND SEIP AND NON-EXECUTORY CONTRACTS (3.7)

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R J MALIONEK	06779	12.20	810.00	9,882.00	PARTNER
R G SCHWARTZ	04913	4.90	920.00	4,508.00	PARTNER
J E GLASSER	08346	17.40	515.00	8,961.00	ASSOCIATE, JR.
K M ROCK	71963	.30	515.00	154.50	ASSOCIATE, JR.
A M SINGER	71423	13.40	600.00	8,040.00	ASSOCIATE, JR.
K M COPPOLA	72167	10.60	450.00	4,770.00	LAW CLERK
J A LEVY	71944	3.90	450.00	1,755.00	LAW CLERK
K O'DONNELL	08736	.80	285.00	228.00	PROF STAFF

63.50

38,298.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 110601269

LATHAM & WATKINS LLP

53rd at Third
885 Third Avenue
New York, New York 10022-4834
Tel: +1.212.906.1200 Fax: +1.212.751.4864
www.lw.com

INVOICE

January 31, 2011

OFFICIAL UNSECURED CREDITORS' COMMITTEE
OF ADVANTA CORP.
STONEHILL CAPITAL
885 THIRD AVENUE
NEW YORK, NY 10022

Tax identification No: 95-2018373

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 7247-8181
Philadelphia, PA
19170-8181

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

Please identify your check or wire transfer with the following numbers:
Invoice No. 110601269
File No. 047606-0000

REMITTANCE COPY

Invoice Date

Invoice Number

Invoice Amount

Prior Billings:

Current Billing:

January 31, 2011

110601269

\$228,773.93

Balance Due

\$228,773.93

AMOUNT REMITTED:

\$ _____

Method of Payment:

CHECK WIRE TRANSFER

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY 110601269

NY\1774433.2

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

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

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 14th day of March, 2011, I caused a true and correct copy of the *Fifteenth Monthly Application of Latham & Watkins LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From January 1, 2011 Through January 31, 2011* to be served upon the following parties in the manner indicated.

Hand Delivery

David Klauder, Esq.
Office of the United States Trustee
District of Delaware
J. Caleb Boggs Federal Building
844 King Street, Room 2207
Wilmington, DE 19801

Hand Delivery

Chun I. Jang, Esq.
Richards Layton & Finger, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801

First Class Mail

Advanta Corp.
Attn: Philip M. Browne
P.O. Box 844
Spring House, PA 19477-0844

First Class Mail

Robert L. Lemons, Esq.
Weil, Gotshal & Manges, LLP
767 Fifth Avenue
New York, New York 10153

Dated: March 14, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
1100 North Market Street, Suite 1000
Wilmington, DE 19801-1254
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

*Counsel for the Official
Committee of Unsecured Creditors*

Exhibit D

**Monthly Application for the Period
February, 2011 through February 28, 2011**

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

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

**Objection Deadline: April 29, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed**

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that co-counsel for the Official Committee of Unsecured Creditors (“Committee”) has filed the its *Sixteenth Monthly Application of Latham & Watkins LLP (“Latham”) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From February 1, 2011 Through February 28, 2011* (the “Application”), which seeks approval of Latham’s request for compensation for the professional services rendered in the amount of \$410,068.00 and reimbursement for the expenses it incurred in the amount of \$4,222.55 during the period from February 1, 2010 Through February 28, 2011.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed and served so as to actually be received by the undersigned counsel on or before 4:00 p.m. (E.T.) on **April 29, 2011** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response so as to be received on or before the Objection Deadline by the following: (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-0844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert L. Lemons, Esq.); (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, Esq.); (iv) counsel to the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10003 (Attn: Mitchell A. Seider, Esq.) and Drinker Biddle & Reath LLP, 1100 N. Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen, Esq.); and (v) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David Klauder, Esq.).

¹ The Debtors in these cases, along with the last four digits of each Debtors’ 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS [DOCKET NO. 102], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

Dated: April 8, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen

Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

- and -

LATHAM & WATKINS LLP

Mitchell A. Seider (admitted *pro hac vice*)
Roger G. Schwartz (admitted *pro hac vice*)
Adam J. Goldberg (admitted *pro hac vice*)
885 Third Avenue, Suite 1000
New York, NY 10003
Telephone: (212) 906-1200
Facsimile: (212) 751-4864

*Counsel for the Official
Committee of Unsecured Creditors*

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

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

Objection Deadline: April 29, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed

**SIXTEENTH MONTHLY FEE APPLICATION OF LATHAM & WATKINS LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011**

Name of Applicant: Latham & Watkins LLP

Authorized to Provide Professional Services to: the Official Committee of Unsecured Creditors

Date of Retention: nunc pro tunc to November 19, 2009

Period for which compensation
and reimbursement are sought: February 1, 2011 through February 28, 2011

Amount of Compensation sought as actual,
reasonable, and necessary: \$328,054.40 (80% of \$410,068.00)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$ 4,222.55

This is an: X interim final application

¹ The Debtors in these cases, along with the last four digits of each Debtors' 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
01/20/2010	11/19/2009 - 11/30/2009	\$ 109,783.50	\$ 18.00	\$ 109,783.50	\$ 18.00
02/10/2010	12/01/2009 - 12/31/2009	\$ 133,832.00	\$ 744.59	\$ 133,832.00	\$ 744.59
03/30/2010	01/01/2010 - 01/31/2010	\$ 342,981.50	\$ 2,725.47	\$ 342,981.50	\$ 2,725.47
04/23/2010	02/01/2010 - 02/28/2010	\$ 318,160.50	\$ 3,858.37	\$ 318,160.50	\$ 3,858.37
04/29/2010	03/01/2010 - 03/31/2010	\$ 426,353.00	\$ 13,534.20	\$ 426,353.00	\$ 13,534.20
06/04/2010	04/01/2010 - 04/30/2010	\$ 289,940.50	\$ 8,583.09	\$ 289,940.50	\$ 8,583.09
07/02/2010	05/01/2010 - 05/31/2010	\$ 315,757.00	\$ 4,859.76	\$ 315,757.00	\$ 4,859.76
08/13/2010	06/01/2010 - 06/30/2010	\$ 422,064.00	\$ 7,909.21	\$ 422,064.00	\$ 7,909.21
09/02/2010	07/01/2010 - 07/31/2010	\$ 470,483.00	\$ 7,214.88	\$ 470,483.00	\$ 7,214.88
10/13/2010	08/01/2010 - 08/31/2010	\$ 598,607.75	\$ 15,313.58	\$ 478,886.20	\$ 15,313.58
12/01/2010	09/01/2010 - 09/30/2010	\$ 441,173.50	\$ 26,759.70	\$ 352,938.80	\$ 26,759.70
12/06/2010	10/01/2010 - 10/31/2010	\$ 585,457.50	\$ 9,336.96	\$ 468,366.00	\$ 9,336.96
01/06/2011	11/01/2010 - 11/30/2010	\$ 596,920.00	\$ 13,219.92	\$ 477,536.00	\$ 13,219.92
02/02/2011	12/01/2010 - 12/31/2010	\$ 419,828.50	\$ 4,924.16	\$ 335,862.80	\$ 4,924.16
03/14/2011	01/01/2011 - 01/31/2011	\$ 283,502.00	\$ 1,972.33	\$ 226,801.60	\$ 1,972.33
	TOTAL	\$5,754,844.25	\$120,974.22	\$5,169,746.40	\$120,974.22

Name of Professional Individual	Position, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
David W. Barby	Partner/ 26 years Admitted 1984	\$995.00	7.00	\$6,965.00
Jed W. Brickner	Partner/ 30 years Admitted 1993	\$995.00	11.50	\$11,442.50
David S. Raab	Partner/ 22 years Admitted 1994	\$995.00	2.30	\$2,288.50
Mitchell A. Seider	Partner/ 6 years Admitted 1987	\$995.00	0.50	\$497.50
John D. Shyer	Partner/ 25 years Admitted 1982	\$990.00	5.30	\$5,247.00
Robert A. Zuccaro	Partner/ 12 years Admitted 1983	\$995.00	6.90	\$6,865.50
Brynn D. Peltz	Partner/ 2 years Admitted 1989	\$995.00	2.70	\$2,686.50
Roger G. Schwartz	Partner/ 13 years Admitted 1997	\$920.00	115.70	\$106,444.00
Roger G. Schwartz	Partner/ 13 years Admitted 1997	\$460.00	2.30	\$1,058.00
Robert J. Malioneck	Partner/ 12 years Admitted 1997	\$810.00	24.70	\$20,007.00
Alexandra A. Roje	Counsel/ 6 years Admitted 2000	\$785.00	12.80	\$10,048.00
Jocelyn F. Noll	Associate/8 years Admitted 2002.	\$765.00	4.00	\$3,060.00
Austin T. Ozawa	Associate/3 years Admitted 2008	\$630.00	45.20	\$28,476.00
Catherine M. Martin	Associate/3 years Admitted 2008	\$600.00	54.10	\$32,460.00
Catherine M. Martin	Associate/3 years Admitted 2008	\$300.00	3.00	\$900.00
Aaron M. Singer	Associate/3 years Admitted 2008	\$600.00	179.20	\$107,520.00
Aaron M. Singer	Associate/3 years Admitted 2008	\$300.00	3.00	\$900.00
Heather M. Degregorio	Associate/ 3 years Admitted 2008	\$600.00	24.40	\$14,640.00
Jennifer E. Glasser	Associate/1 year Admitted 2010	\$515.00	29.70	\$15,295.50

Name of Professional Individual	Position, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Kenneth M. Rock	Associate/1 year Admitted 2010	\$515.00	9.60	\$4,944.00
Kevin D. Kay	Associate/ less than 1 year Admitted 2010	\$450.00	6.20	\$2,790.00
Justin A. Levy	Associate/ less than 1 year Admitted 2010	\$450.00	35.50	\$15,975.00
Amadou Sarr	Professional Staff/ less than 1 year	\$250.00	1.00	\$250.00
Marisa T. Hernandez	Professional Staff/ less than 1 year	\$275.00	0.70	\$192.50
Adria J. Hirsch	Professional Staff/ less than 1 year	\$295.00	0.80	\$236.00
Jessica L. Perazzelli	Professional Staff/ less than 1 year	\$475.00	2.40	\$1,140.00
Damon Gaynair	Paralegal/ 15 years	\$285.00	3.40	\$969.00
George J. Lofaso	Paralegal/ 14 years	\$335.00	9.00	\$3,015.00
Kelly J. O'Callaghan	Paralegal/ less than 1 year	\$185.00	7.60	\$1,406.00
Yelizaveta Lozovatskaya	Paralegal/ less than 1 year	\$185.00	12.70	\$2,349.50
TOTAL			623.20	\$410,068.00

COMPENSATION BY PROJECT CATEGORY
FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011

Project Category	Total Hours	Total Fees
Case Administration	6.10	\$2,581.00
Professional Retention	4.90	\$3,223.50
Asset Sales	8.00	\$5,649.00
Plan and Disclosure Statement	483.10	\$327,507.50
Hearings	19.30	\$13,436.00
Non Working Travel Time	8.30	\$2,858.00
Fee Application Preparation	13.30	\$5,051.00
Claims Analysis and Employee Claims	80.20	\$49,762.00
TOTAL	623.20	\$410,068.00

EXPENSE SUMMARY
FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011

Expense Category	Total Expenses
Photocopying	\$143.14
Telephone	\$90.67
Airfare & Trainfare	\$939.00
Federal Express	\$11.78
Ground Transportation	\$10.00
Lexis	\$1,514.70
Parking	\$8.00
Westlaw	\$634.50
Ground Transportation – Local	\$202.82
Meal Services	\$553.94
Global Document Support	\$114.00
TOTAL	\$4,222.55

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

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

**Objection Deadline: April 29, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed**

**SIXTEENTH MONTHLY FEE APPLICATION OF LATHAM & WATKINS LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 102] (the “Interim Compensation Order”), Latham & Watkins LLP (“L&W”) hereby files this Sixteenth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the Period from February 1, 2011 through February 28, 2011 (the “Application”). By this Application, L&W seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$410,068.00 as compensation and \$4,222.55 for reimbursement of actual and necessary expenses for a total of \$414,290.55 for the period commencing February 1, 2011

¹ The Debtors in these cases, along with the last four digits of each Debtors’ 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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

through February 28, 2011 (the “Compensation Period”). In support of this Application, L&W respectfully represents as follows:

BACKGROUND

1. On November 8, 2009 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

2. On November 19, 2009, the Committee was formed and on November 24, 2009, the United States Trustee for the District of Delaware filed a Notice of Appointment of the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

3. This Court approved the Committee’s retention of L&W *nunc pro tunc* to November 19, 2009 by the order dated January 15, 2010 (the “Retention Order”).

BASIS FOR THE MONTHLY FEE APPLICATION

4. By this Application, L&W seeks compensation for the services rendered and reimbursement of expenses incurred by L&W as general reorganization and bankruptcy counsel to the Committee during the Compensation Period. The amount of fees sought for services rendered during this period is \$410,068.00, representing 623.20 hours in professional and paraprofessional time for such services. Reimbursement of actual and necessary expenses incurred by L&W during the Compensation Period in connection with these services is requested in the amount of \$4,222.55.

5. All services for which compensation is requested by L&W were performed solely for or on behalf of the Committee. As set forth in the Committee’s motion seeking authority to retain L&W, L&W’s services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services, including (but not limited to) tax

and regulatory matters. The Retention Order authorized L&W to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. L&W 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 L&W and any other person other than the partners of L&W for the sharing of compensation to be received for services rendered in these cases.

FEE STATEMENT

7. The fee statement for the Compensation Period is attached hereto as Exhibit A (the "Billing Detail"). The Billing Detail contains a detailed chronological narrative of the time spent (divided among eight (8) descriptive billing categories), the dates and descriptions of the services rendered, and the identity of the attorneys and other professionals who provided such services on behalf of the Committee during the Compensation Period. Certain of these narratives in the Billing Detail have been redacted for privilege and confidentiality purposes. To the best of L&W's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

8. A summary of actual and necessary expenses incurred by L&W during the Compensation Period is included in the attached Billing Detail. L&W has incurred out-of-pocket expenses in the amount of \$4,222.55 in connection with its services rendered to the Committee during the Compensation Period. These expenses were incurred for items not included in L&W's hourly rates, including (but not limited to) duplicating charges, document delivery and

messenger services, telephone and facsimile charges, legal research charges, travel expenses and in-house document production. L&W submits that all such expenses are necessary and actual expenses for the performance of its services in this case, and further submits that many of the expenses were necessitated by the time constraints under which L&W's professionals and staff have operated in this case.

INTERIM NATURE OF COMPENSATION

9. In accordance with the Interim Compensation Order, L&W requests that, upon expiration of the objection deadline in respect of this Application and L&W's filing of a certificate of no objection, the Committee be authorized to pay L&W an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, L&W respectfully submits that the amounts requested by this Application are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

REVIEW OF APPLICABLE LOCAL RULE

11. The undersigned has reviewed the requirements of Del. Bankr. L.R. 2016-2 and certifies that, to the best of his information, knowledge and belief, this Application complies with Rule 2016-2.

NOTICE

12. No trustee or examiner has been appointed in these Chapter 11 Cases. The Committee has provided notice of this Application to: (a) the Office of the United States Trustee,

(b) the Debtors, (c) counsel for the Debtors, (c) local counsel to the Debtors and (d) all parties entitled to notice pursuant to the Interim Compensation Order. In light of the nature of the relief requested, the Committee submits that no further notice is required or needed under the circumstances.

WHEREFORE, L&W respectfully requests that the Court (i) approve compensation in the amount of \$410,068.00 for necessary professional services rendered and reimbursement of expenses in the amount of \$4,222.55, (ii) authorize the Committee to remit to L&W, in accordance with the Interim Compensation Order, \$328,054.40 (80% of \$410,068.00) for necessary professional services rendered and \$4,222.55 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: April 8, 2011
Wilmington, Delaware

Respectfully Submitted,

/s/ Mitchell A. Seider
Mitchell A. Seider
Roger G. Schwartz
LATHAM & WATKINS LLP
885 Third Avenue, Suite 1200
New York, New York 10022-4834
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
E-mail: Mitchell.Seider@lw.com
Roger.Schwartz@lw.com

Attorneys for the Official Committee
of Unsecured Creditors

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

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

CERTIFICATION

I, Mitchell A. Seider, Esq., hereby certify and state as follows:

1. I am a member of the law firm of Latham & Watkins LLP, counsel to the Official Committee of Unsecured Creditors, in the above-captioned matter. I submit this certification in connection with Latham & Watkins LLP's sixteenth monthly application for allowance of compensation for services rendered and for reimbursement of expenses for the period of February 1, 2011 through February 28, 2011 (the "Application").

2. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certify to the best of my knowledge and belief that this Application complies with Local Rule 2016-2.

I certify, under penalty of perjury, that the foregoing statements made by me are true to the best of my knowledge, information, and belief.

Dated: April 8, 2011

/s/ Mitchell A. Seider
Mitchell A. Seider

EXHIBIT A

[L&W Invoice]

LATHAM & WATKINS LLP

53rd at Third
885 Third Avenue
New York, New York 10022-4834
Tel: +1.212.906.1200 Fax: +1.212.751.4864
www.L&W.com

Tax identification No: 95-2018373

INVOICE

February 28, 2011

OFFICIAL UNSECURED CREDITORS' COMMITTEE
OF ADVANTA CORP.
STONEHILL CAPITAL
885 THIRD AVENUE
NEW YORK, NY 10022

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:
Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33
Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

CHECKS:
Latham & Watkins LLP
P.O. Box 7247-8181
Philadelphia, PA
19170-8181

Please identify your check or wire transfer with the following numbers:
Invoice No. 110602565
File No. 047606-0000

The following is a summary of services rendered through February 28, 2011:

NAME	TITLE	HOURS	RATE	AMOUNT
BARBY, DAVID W	PARTNER	7.00	995.00	6,965.00
BRICKNER, JED W	PARTNER	11.50	995.00	11,442.50
MALONEK, ROBERT J	PARTNER	24.70	810.00	20,007.00
PELTZ, BRYNN D	PARTNER	2.70	995.00	2,686.50
RAAB, DAVID S	PARTNER	2.30	995.00	2,288.50
SCHWARTZ, ROGER G	PARTNER	2.30	460.00	1,058.00
SCHWARTZ, ROGER G	PARTNER	115.70	920.00	106,444.00
SEIDER, MITCHELL A	PARTNER	0.50	995.00	497.50
SHYER, JOHN D	PARTNER	5.30	990.00	5,247.00
ZUCCARO, ROBERT A	PARTNER	6.90	995.00	6,865.50
ROJE, ALEXANDRA A	COUNSEL	12.80	785.00	10,048.00
NOLL, JOCELYN F	ASSOCIATE, SR.	4.00	765.00	3,060.00
DEGREGORIO, HEATHER M	ASSOCIATE, JR.	24.40	600.00	14,640.00
GLASSER, JENNIFER E	ASSOCIATE, JR.	29.70	515.00	15,295.50
KAY, KEVIN D	ASSOCIATE, JR.	6.20	450.00	2,790.00
LEVY, JUSTIN A	ASSOCIATE, JR.	35.50	450.00	15,975.00
MARTIN, CATHERINE M	ASSOCIATE, JR.	3.00	300.00	900.00
MARTIN, CATHERINE M	ASSOCIATE, JR.	54.10	600.00	32,460.00
OZAWA, AUSTIN T	ASSOCIATE, JR.	45.20	630.00	28,476.00
ROCK, KENNETH M	ASSOCIATE, JR.	9.60	515.00	4,944.00
SINGER, AARON M	ASSOCIATE, JR.	3.00	300.00	900.00
SINGER, AARON M	ASSOCIATE, JR.	179.20	600.00	107,520.00
GAYNAIR, DAMON	PARALEGAL	3.40	285.00	969.00
LOFASO, GEORGE J	PARALEGAL	9.00	335.00	3,015.00
LOZOVATSKAYA, YELIZAVETA	PARALEGAL	12.70	185.00	2,349.50
O'CALLAGHAN, KELLY J	PARALEGAL	7.60	185.00	1,406.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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HERNANDEZ, MARIA T	PROF STAFF	0.70	275.00	192.50
HIRSCH, ADRIA J	PROF STAFF	0.80	295.00	236.00
PERAZZELLI, JESSICA L	PROF STAFF	2.40	475.00	1,140.00
SARR, AMADOU	PROF STAFF	1.00	250.00	250.00
GRAND TOTAL		623.20		410,068.00

Matter Name CASE ADMINISTRATION

A M SINGER	3.50hrs. @	\$600.00	\$2,100.00
Y LOZOVATSKAYA	2.60hrs. @	\$185.00	<u>\$481.00</u>

2,581.00

Matter Name PROFESSIONAL RETENTIONS

R G SCHWARTZ	1.30hrs. @	\$920.00	\$1,196.00
M A SEIDER	.50hrs. @	\$995.00	\$497.50
J A LEVY	2.20hrs. @	\$450.00	\$990.00
A M SINGER	.90hrs. @	\$600.00	<u>\$540.00</u>

3,223.50

Matter Name ASSET SALES

R J MALIONEK	1.30hrs. @	\$810.00	\$1,053.00
R G SCHWARTZ	1.80hrs. @	\$920.00	\$1,656.00
A M SINGER	4.90hrs. @	\$600.00	<u>\$2,940.00</u>

5,649.00

Matter Name PLAN AND DISCLOSURE STATEMENT

D W BARBY	1.50hrs. @	\$995.00	\$1,492.50
J W BRICKNER	9.10hrs. @	\$995.00	\$9,054.50
R J MALIONEK	6.50hrs. @	\$810.00	\$5,265.00
B D PELTZ	2.70hrs. @	\$995.00	\$2,686.50
D S RAAB	2.30hrs. @	\$995.00	\$2,288.50
R G SCHWARTZ	104.80hrs. @	\$920.00	\$96,416.00
J D SHYER	5.30hrs. @	\$990.00	\$5,247.00
RA ZUCCARO	6.90hrs. @	\$995.00	\$6,865.50
AA ROJE	12.80hrs. @	\$785.00	\$10,048.00
J F NOLL	4.00hrs. @	\$765.00	\$3,060.00
H M DEGREGORIO	24.40hrs. @	\$600.00	\$14,640.00
J E GLASSER	5.20hrs. @	\$515.00	\$2,678.00
K D KAY	6.20hrs. @	\$450.00	\$2,790.00
J A LEVY	23.30hrs. @	\$450.00	\$10,485.00
C M MARTIN	44.30hrs. @	\$600.00	\$26,580.00
A T OZAWA	36.00hrs. @	\$630.00	\$22,680.00
K M ROCK	9.60hrs. @	\$515.00	\$4,944.00
A M SINGER	158.60hrs. @	\$600.00	\$95,160.00
G J LOFASO	9.00hrs. @	\$335.00	\$3,015.00
Y LOZOVATSKAYA	1.50hrs. @	\$185.00	\$277.50
K J O'CALLAGHAN	7.60hrs. @	\$185.00	\$1,406.00
M T HERNANDEZ	.70hrs. @	\$275.00	\$192.50
A J HIRSCH	.80hrs. @	\$295.00	<u>\$236.00</u>

327,507.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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Matter Name Hearings

R G SCHWARTZ	5.80hrs. @	\$920.00	\$5,336.00
C M MARTIN	7.50hrs. @	\$600.00	\$4,500.00
A M SINGER	6.00hrs. @	\$600.00	<u>\$3,600.00</u>

13,436.00

Matter Name NON WORKING TRAVEL TIME

R G SCHWARTZ	2.30hrs. @	\$460.00	\$1,058.00
C M MARTIN	3.00hrs. @	\$300.00	\$900.00
A M SINGER	3.00hrs. @	\$300.00	<u>\$900.00</u>

2,858.00

Matter Name FEE APPLICATION PREPARATION

R G SCHWARTZ	2.00hrs. @	\$920.00	\$1,840.00
C M MARTIN	2.30hrs. @	\$600.00	\$1,380.00
A M SINGER	.40hrs. @	\$600.00	\$240.00
Y LOZOVATSKAYA	8.60hrs. @	\$185.00	<u>\$1,591.00</u>

5,051.00

Matter Name Claims Analysis and Employee Claims

D W BARBY	5.50hrs. @	\$995.00	\$5,472.50
J W BRICKNER	2.40hrs. @	\$995.00	\$2,388.00
R J MALIONEK	16.90hrs. @	\$810.00	\$13,689.00
J E GLASSER	24.50hrs. @	\$515.00	\$12,617.50
J A LEVY	10.00hrs. @	\$450.00	\$4,500.00
A T OZAWA	9.20hrs. @	\$630.00	\$5,796.00
A M SINGER	4.90hrs. @	\$600.00	\$2,940.00
D GAYNAIR	3.40hrs. @	\$285.00	\$969.00
J L PERAZZELLI	2.40hrs. @	\$475.00	\$1,140.00
A SARR	1.00hrs. @	\$250.00	<u>\$250.00</u>

49,762.00

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Matter Name: EXPENSES

PHOTOCOPYING	143.14	
TELEPHONE	90.67	
AIRFARE & TRAINFARE	939.00	
FEDERAL EXPRESS	11.78	
GROUND TRANSPORTATION	10.00	
LEXIS	1,514.70	
PARKING	8.00	
WESTLAW	634.50	
GROUND TRANSPORTATION – LOCAL	202.82	
MEAL SERVICES	553.94	
GLOBAL DOCUMENT SUPPORT	114.00	
		4,222.55
Total Fees		410,068.00
Less 20% Holdback		(82,013.60)
Total Fees		328,054.40
Total Charges and Disbursements		4,222.55
TOTAL AMOUNT DUE		<u>\$332,276.95</u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 110602565

CLIENT: 047606
 COMM OF ADVANTA CORP.
 MATTER: 047606-0000

NAME: OFFICIAL UNSECURED CREDITORS '
 NAME: EXPENSES

COSTS AND DISBURSEMENTS:

<u>DATE</u>	<u>TYPE</u>	<u>DESCRIPTION</u>	<u>ATTY</u>	<u>VENDOR</u>	<u>AMOUNT</u>
12/22/10	TELEPHONE	TELEPHONE 01828	A J GOLDBERG		15.49
02/08/11	TELEPHONE	GOLDBERG, ADAM J TELEPHONE 04527	A M SINGER		6.11
02/17/11	TELEPHONE	SINGER, AARON M TELEPHONE 01766	R G SCHWARTZ		2.82
02/17/11	TELEPHONE	SCHWARTZ, ROGER G TELEPHONE 04515	A T OZAWA		.94
02/28/11	TELEPHONE	OZAWA, AUSTIN T TELEPHONE 04527	A M SINGER		3.29
		SINGER, AARON M			
		** TOTAL TELEPHONE			28.65
02/04/11	FEDERAL EXPRESS	FEDERAL EXPRESS JENNY LEE NEW YORK CITYNY 10022 872329999605 02/04/11 739137401 739137401 021111/05 airbill:872329999605	R G SCHWARTZ		11.78
		** TOTAL FEDERAL EXPRESS			11.78
01/31/11	LEXIS NEXIS	LEXIS NEXIS Search-- 01/31/11 bill_group:100MX7 lexis_id:H7MHDV	J A LEVY		309.60
02/01/11	LEXIS NEXIS	LEXIS NEXIS Search-- 02/01/11 bill_group:100MX7 lexis_id:H7MHDV	J A LEVY		348.75
02/03/11	LEXIS NEXIS	LEXIS NEXIS Search-- 02/03/11 bill_group:100MX7 lexis_id:H7MHDV	J A LEVY		72.90
02/04/11	LEXIS NEXIS	LEXIS NEXIS Search-- 02/04/11 bill_group:100MX7 lexis_id:H7MHDV	J A LEVY		783.45
		** TOTAL LEXIS NEXIS			1514.7
02/06/11	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 02/06/11 grp:1000807457 westlaw_id5016621	AA ROJE		634.50
		** TOTAL WESTLAW (WEST PUBLISHIN			634.5
02/01/11	MEAL SERVICES	MEAL SERVICES	A M SINGER		25.00
02/03/11	MEAL SERVICES	MEAL SERVICES	A M SINGER		15.23
02/14/11	MEAL SERVICES	MEAL SERVICES – Breakfast for 15 people TAB meeting	Y M NIEVES		114.08
02/14/11	MEAL SERVICES	MEAL SERVICES – for	J E GLASSER		37.53

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02/15/11	MEAL SERVICES	2 people MEAL SERVICES	Y LOZOVATSKAYA		12.56
02/17/11	MEAL SERVICES	MEAL SERVICES – lunch for 15 people TAB meeting	V G PERRY		255.04
02/17/11	MEAL SERVICES	MEAL SERVICES	A T OZAWA		20.97
02/22/11	MEAL SERVICES	MEAL SERVICES	A M SINGER		23.53
02/24/11	MEAL SERVICES	MEAL SERVICES	K D KAY		25.00
02/25/11	MEAL SERVICES	MEAL SERVICES	K D KAY		25.00
		** TOTAL MEAL SERVICES			553.94
02/01/11	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 1/12/2011	R G SCHWARTZ	AT&T TELECONFERENCE SERVICES	3.18
02/01/11	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 1/23/2011	R G SCHWARTZ	AT&T TELECONFERENCE SERVICES	1.39
02/01/11	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 1/13/2011- 1/26/2011	A M SINGER	AT&T TELECONFERENCE SERVICES	30.67
02/01/11	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 1/7/2011- 1/26/2011	C M MARTIN	AT&T TELECONFERENCE SERVICES	26.78
		** TOTAL TELEPHONE			62.02
02/06/11	AIRFARE & TRAINFARE - OUT OF TOWN	AIRFARE & TRAINFARE - OUT OF TOWN 7954127854 02/10/2011 NYP WIL NYP MARTIN/CATHERINE M	C M MARTIN	THE LAWYERS TRAVEL SERVICE	313.00
02/06/11	AIRFARE & TRAINFARE - OUT OF TOWN	AIRFARE & TRAINFARE - OUT OF TOWN 7954127859 02/10/2011 NYP WIL NYP SINGER/AARON	A M SINGER	THE LAWYERS TRAVEL SERVICE	313.00
02/06/11	AIRFARE & TRAINFARE - OUT OF TOWN	AIRFARE & TRAINFARE - OUT OF TOWN 7954127855 02/10/2011 STM WIL STM SCHWARTZ/ROGER G	R G SCHWARTZ	THE LAWYERS TRAVEL SERVICE	313.00
		** TOTAL AIRFARE & TRAINFARE - O			939
02/10/11	GROUND TRANSPORTATION - OUT OF TOWN	GROUND TRANSPORTATION - OUT OF TOWN Taxi pick up from train station to Drinker offic e and Parking.	R G SCHWARTZ	ROGER G SCHWARTZ	10.00
		** TOTAL GROUND TRANSPORTATION -			10
02/10/11	PARKING - OUT OF TOWN	PARKING - OUT OF TOWN Taxi pick up from train station to Drinker offic	R G SCHWARTZ	ROGER G SCHWARTZ	8.00
		** TOTAL PARKING - OUT OF TOWN			8
11/30/10	GROUND TRANSPORTATION	GROUND TRANSPORTATION -	J E GLASSER	JENNIFER E GLASSER	11.10

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11/30/10	- LOCAL GROUND TRANSPORTATION	LOCAL Taxi fares GROUND TRANSPORTATION -	J E GLASSER	JENNIFER E GLASSER	65.40
11/30/10	- LOCAL GROUND TRANSPORTATION	LOCAL Taxi fares GROUND TRANSPORTATION -	J E GLASSER	JENNIFER E GLASSER	25.20
02/01/11	- LOCAL GROUND TRANSPORTATION	LOCAL Taxi fares GROUND TRANSPORTATION -	A T OZAWA	AUSTIN T OZAWA	8.00
02/03/11	- LOCAL GROUND TRANSPORTATION	LOCAL Taxi Fares GROUND TRANSPORTATION -	J A LEVY	JUSTIN A LEVY	8.30
02/04/11	- LOCAL GROUND TRANSPORTATION	LOCAL Cabfare GROUND TRANSPORTATION -	A M SINGER	AARON M SINGER	31.87
02/05/11	- LOCAL GROUND TRANSPORTATION	LOCAL Ground Transportation GROUND TRANSPORTATION -	C M MARTIN	CATHERINE M MARTIN	8.97
02/08/11	- LOCAL GROUND TRANSPORTATION	LOCAL Taxi GROUND TRANSPORTATION -	A M SINGER	AARON M SINGER	8.70
02/10/11	- LOCAL GROUND TRANSPORTATION	LOCAL Taxi fare while working late on client/matter GROUND TRANSPORTATION -	A M SINGER	AARON M SINGER	8.58
02/22/11	- LOCAL GROUND TRANSPORTATION	LOCAL TAXI - WORK RELATED GROUND TRANSPORTATION -	A M SINGER	AARON M SINGER	8.70
02/28/11	- LOCAL GROUND TRANSPORTATION	LOCAL Ground Transportation GROUND TRANSPORTATION -	A M SINGER	AARON M SINGER	18.00
					202.82
		** TOTAL GROUND TRANSPORTATION -			
02/08/11	PHOTOCOPYING	PHOTOCOPYING 71423	A M SINGER		.17
02/09/11	PHOTOCOPYING	CT0602091104297 PHOTOCOPYING 17240	Y LOZOVATSKAYA		130.05
02/09/11	PHOTOCOPYING	CT0602101107249 PHOTOCOPYING 17240	Y LOZOVATSKAYA		1.53
02/15/11	PHOTOCOPYING	CT0602101107375 PHOTOCOPYING 71423	A M SINGER		11.05
02/24/11	PHOTOCOPYING	CT0602161115107 PHOTOCOPYING 71423 CT0602251131661	A M SINGER		.34
					143.14
		** TOTAL PHOTOCOPYING			
02/22/11	GLOBAL DOCUMENT SUPPORT	GLOBAL DOCUMENT SUPPORT DOCUMENT SUPPORT FOR A. OZAWA (NY); EDITS – Revise and clean form of offer letter for embedded errors	O HARRELL		12.00
02/24/11	GLOBAL DOCUMENT SUPPORT	GLOBAL DOCUMENT SUPPORT FOR H. DEGREGORIO (NY), GDS JOB NO. 62808, Convert precedent to	L SHERIDAN-LONG		54.00

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02/24/11	GLOBAL DOCUMENT SUPPORT	PDF, make changes and proof document and finalize GLOBAL DOCUMENT SUPPORT DOCUMENT SUPPORT FOR H. DEGREGORIO (NY); GDS – Convert precedent to PDF,	NY TEMP. 04 DOC SUPPORT CNTR	48.00
		** TOTAL GLOBAL DOCUMENT SUPPORT		114

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0001

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: CASE ADMINISTRATION

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SINGER	02/01/11	.50	CALL WITH CREDITOR (.2); ORGANIZE FIRST MEETING OF TAB MEMBERS (.3)
LOZOVATSKAYA	02/02/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
LOZOVATSKAYA	02/03/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
SINGER	02/04/11	.10	EMAIL REGARDING NET JETS
LOZOVATSKAYA	02/08/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
LOZOVATSKAYA	02/09/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
SINGER	02/10/11	.70	DRAFT EMAIL TO COMMITTEE REGARDING HEARING (.5); ORGANIZE CLAIMS MEETING (.2)
LOZOVATSKAYA	02/10/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
SINGER	02/11/11	.30	ORGANIZE MEETING WITH DEBTORS
LOZOVATSKAYA	02/14/11	.20	ASSEMBLE EXECUTION COPY OF DOCUMENT FOR A. SINGER
LOZOVATSKAYA	02/14/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
SINGER	02/17/11	.60	ORGANIZE MEETING WITH DEBTORS TO GO OVER CLOSING (.2); DISCUSSION WITH CREDITORS (.4)
LOZOVATSKAYA	02/17/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
SINGER	02/20/11	.30	EMAIL CORRESPONDENCE WITH CREDITORS
SINGER	02/21/11	.90	CALL WITH CREDITOR (.7); EMAIL WITH CREDITOR (.2)
LOZOVATSKAYA	02/22/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
LOZOVATSKAYA	02/24/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
LOZOVATSKAYA	02/23/11	.20	SEND DOCKET UPDATE AND REVIEW

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SAME

SINGER	02/25/11	.10	CALL WITH CREDITOR
LOZOVATSKAYA	02/28/11	.20	SEND DOCKET UPDATE AND REVIEW SAME
LOZOVATSKAYA	02/28/11	.20	RESEARCH DOCKET FOR REQUESTED DOCUMENTS AND SEND TO A. SINGER

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
A M SINGER	71423	3.50	600.00	2,100.00	ASSOCIATE, JR.
Y LOZOVATSKAYA	17240	2.60	185.00	481.00	PARALEGAL
		7.10		2,581.00	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
 COMM OF ADVANTA CORP.
 MATTER: 047606-0006

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: PROFESSIONAL RETENTIONS

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SCHWARTZ	02/10/11	.50	EMAILS WITH L&W TEAM RE: SUPPLEMENTAL DISCLOSURE ISSUES AND PREPARATION OF SAME
LEVY	02/13/11	1.60	DRAFT DISCLOSURE AFFIDAVIT
SINGER	02/13/11	.40	DISCUSS AND REVIEW SUPPLEMENTAL DECLARATION
LEVY	02/14/11	.60	EDIT DRAFT OF DISCLOSURE AFFIDAVIT(0.4); REVIEW COMMENTS TO DRAFT OF DISCLOSURE AFFIDAVIT (0.2)
SINGER	02/14/11	.30	REVISE SUPPLEMENTAL AFFIDAVIT
SCHWARTZ	02/16/11	.40	REVIEW AND MARK UP OF SUPPLEMENTAL DISCLOSURE RELATED TO L&W RETENTION(0.2); EMAILS W/ M. SEIDER RE: SAME(0.2)
SEIDER	02/16/11	.50	REVIEW AMENDED 2014 STATEMENT AND EMAILS WITH LATHAM REGARDING SAME
SCHWARTZ	02/17/11	.20	T/C AND EMAILS WITH A. SINGER AND M. SEIDER RE: FINALIZING AND FILING OF SUPPLEMENTAL DISCLOSURE
SCHWARTZ	02/17/11	.20	T/C WITH D. KLAUDER (UST OFFICE) RE: SUPPLEMENTAL DISCLOSURE ISSUES
SINGER	02/17/11	.20	REVISE SUPPLEMENT

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	1.30	920.00	1,196.00	PARTNER
M A SEIDER	01754	.50	995.00	497.50	PARTNER
J A LEVY	71944	2.20	450.00	990.00	ASSOCIATE, JR.
A M SINGER	71423	.90	600.00	540.00	ASSOCIATE, JR.
		4.90		3,223.50	

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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0008

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: ASSET SALES

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SCHWARTZ	02/15/11	.20	REVIEW OF DE MINIMIS ASSET SALE NOTICE DELIVERED BY WEIL
MALIONEK	02/16/11	.30	CONFERENCE WITH R. SCHWARTZ REGARDING DE MINIMUS SALE AND LITIGATION IMPACT (0.3)
SCHWARTZ	02/16/11	.50	T/CS W/ V. VRON AND R. MALIONEK RE: FOLLOW UP ON DE MINIMIS ASSET SALE AND DOCUMENT RETENTION ISSUES RELATED TO SAME
SINGER	02/16/11	.60	REVIEW DE MINIMIS ASSET SALE PROPOSAL
MALIONEK	02/17/11	.60	CONFERENCE WITH R. LEMONS AND B. MEYER REGARDING DE MINIMUS SALE AND LITIGATION ISSUES AND PREP FOR SAME (0.6)
SCHWARTZ	02/17/11	.50	T/CS W/ R. MALIONEK AND WEIL TEAM RE: DISCUSSION OF DOCUMENTATION RETENTION ISSUES RELATED TO PROPOSED DE MINIMIS ASSET SALES
SCHWARTZ	02/17/11	.20	FOLLOW UP EMAILS W L&W AND FTI TEAMS RE: DE MINIMIS ASSET SALE ISSUES
SINGER	02/17/11	.80	DISCUSS AND REVIEW DE MINIMIS ASSET SALE PROPOSAL WITH FTI (.8)
SINGER	02/18/11	.90	DISCUSS DI MINIMIS ASSET SALE (.6); REVIEW ABANDONMENT NOTICE (.3)
SCHWARTZ	02/22/11	.40	MULTIPLE EMAILS AND TELEPHONE CALLS WITH A. SINGER AND FTI TEAM RE: RESOLUTION OF DE MINIMIS ASSET SALES AND ABANDONMENT PROPOSALS
SINGER	02/22/11	2.60	REVIEW TAX POWERS OF ATTORNEY AND ORGANIZE REVIEW FROM TAX TEAM (1.1); REVIEW DI MINIMIS ASSET SALE ISSUES AND DISCUSS SAME WITH L. PARK (1.5)
MALIONEK	02/23/11	.40	EMAILS AND CONFERENCE WITH TEAM REGARDING DE MINIMUS SALE ISSUES AND CONFIDENTIALITY AGREEMENT (0.4)

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<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R J MALIONEK	06779	1.30	810.00	1,053.00	PARTNER
R G SCHWARTZ	04913	1.80	920.00	1,656.00	PARTNER
A M SINGER	71423	4.90	600.00	2,940.00	ASSOCIATE, JR.
		8.00		5,649.00	

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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0009

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: PLAN AND DISCLOSURE STATEMENT

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
PELTZ	02/01/11	.30	REVIEW EMAIL TO A. SINGER REGARDING ASSET CHARACTERIZATION FOR 40 ACT ANALYSIS
SCHWARTZ	02/01/11	1.00	MULTIPLE EMAILS AND TELEPHONE CALLS WITH A. SINGER AND C. MARTIN RE: FOLLOW UP ON MULTIPLE OPEN ISSUES AND ITEMS RELATED TO CONFIRMATION AND POST-CONFIRMATION TRANSITION
SCHWARTZ	02/01/11	.50	FOLLOW UP OFFICE CONFERENCE WITH A. SINGER RE: DISCUSSION OF SPECIFIC CONFIRMATION ACTION ITEMS AND DISCUSSION OF PARTICULAR ISSUES (0.3); COMMENTS CONCERNING THE DRAFT CONFIRMATION ORDER (0.2)
SCHWARTZ	02/01/11	.40	EMAILS WITH L&W TEAM RE: ASSESSMENT OF INSURANCE COVERAGE, ISSUES RELATED TO PLAN AND CONFIRMATION OBJECTIONS
SCHWARTZ	02/01/11	.30	EMAILS WITH A. SINGER AND A. ROJE RE: DISCUSSION AND NEXT STEPS RELATED TO MOLI ISSUES
SCHWARTZ	02/01/11	2.00	MEET WITH A. SINGER, C. MARTIN AND FTI TEAM RE: DISCUSSION OF CONFIRMATION AND TRANSITION ISSUES RELATED TO PLAN, TRUSTS AND EFFECTIVE DATE
SCHWARTZ	02/01/11	.20	EMAILS WITH R. LEMONS RE: PARTICULAR DOCUMENT RETENTION ISSUES RELATED TO POST-CONFIRMATION TRANSITION
SCHWARTZ	02/01/11	1.30	REVIEW OF SUMMARY OF CASE LAW AND PARTICULAR CASES FORWARDED BY L&W TEAM RE: PLAN TREATMENT OF PARTICULAR COMPENSATION AND BENEFIT PROGRAM CLAIMS (1.0); FOLLOW UP EMAILS WITH A. SINGER AND A. OZAWA RE: SAME (0.3)
MARTIN	02/01/11	4.70	PREPARE FOR AND ATTEND PROFESSIONALS MEETING REGARDING PLAN AND TRUST ISSUES(2.2); REVIEW AND PROVIDE COMMENTS TO PLAN DOCUMENTS (2.5)
OZAWA	02/01/11	.50	REVIEW AND ANALYZE CHARACTERIZATION OF SUPPLEMENTAL EXECUTIVE INSURANCE PROGRAM IN

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CONNECTION WITH THE PLAN AND RELATED ORDER (0.4); CONTACT R. SCHWARTZ AND A. SINGER REGARDING THE SAME (0.1)

ROCK	02/01/11	1.30	PREPARE FOR AND ATTEND TELECONFERENCE WITH A. ROJE OF LATHAM REGARDING ASSIGNMENT OF AMCUSA MORTGAGE LIFE INSURANCE POLICIES (.8); DRAFT EMAIL CORRESPONDENCE TO V. VRON OF WEIL GOTSHAL REGARDING ASSIGNMENT OF THE AMCUSA MORTGAGE LIFE INSURANCE POLICIES (.2); TELECONFERENCE WITH A. SINGER REGARDING ASSIGNMENT OF AMCUSA MORTGAGE LIFE INSURANCE POLICIES (.1); EMAIL CORRESPONDENCE WITH LATHAM TEAM REGARDING TELECONFERENCE TO DISCUSS ASSIGNMENT OF AMCUSA MORTGAGE LIFE INSURANCE POLICIES (.1); EMAIL CORRESPONDENCE WITH V. VRON REGARDING SCHEDULING OF TELECONFERENCE (.1)
SINGER	02/01/11	7.80	ATTEND PLANNING MEETING WITH FTI (2.0); CALL REGARDING MOLI (.5); EMAIL CORRESPONDENCE REGARDING MOLI WITH WEIL AND INTERNAL TEAM (.7); DRAFT COMMENTS AND SOLICIT COMMENTS TO CONFIRMATION ORDER (1.0); DISCUSS COMMENTS TO PLAN AND PLAN SUPPLEMENT WITH WEIL AND PROVIDE UPDATE TO TEAM AS TO SAME (.5); EMAIL CORRESPONDENCE REGARDING ALLOCATION OF ASSETS TO ADVANTA AND TRUSTS AND CALL AS TO SAME (.8); DISCUSS RESIDENT TRUSTEE ISSUE WITH WEIL, FTI AND DRINKER ON SEVERAL CALLS AND EMAILS (1.1); DISCUSS INITIAL FINDINGS REGARDING PLAN OBJECTIONS (.6); DRAFT REVISED ISSUES LIST (.6)
SCHWARTZ	02/02/11	.30	FOLLOW UP EMAILS WITH A. SINGER AND A. ROJE RE: INSURANCE COVERAGE ISSUES RELATED TO PLAN
SCHWARTZ	02/02/11	.60	TELEPHONE CALL WITH M. STERN RE: UPDATE ON STATUS OF VARIOUS CONFIRMATION AND TRANSITION ISSUES RELATED TO PLAN
SCHWARTZ	02/02/11	.20	TELEPHONE CALL WITH A. SCRUTON RE: FOLLOW UP ON RESIDENT TRUSTEE ISSUES RELATED TO PLAN
SCHWARTZ	02/02/11	.40	EMAILS WITH L&W, FTI AND DRINKER TEAMS RE: RESOLUTION OF RESIDENT TRUSTEE ISSUES RELATED TO PLAN

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SCHWARTZ	02/02/11	.40	FOLLOW UP EMAILS WITH A. SINGER AND A. OZAWA RE: ISSUES RELATED TO PLAN TREATMENT OF PARTICULAR BENEFIT AND COMPENSATION CLAIMS
SCHWARTZ	02/02/11	.30	REVIEW OF INITIAL VOTING TABULATION RESULTS AND EMAILS WITH L&W AND WEIL RE: SAME
SCHWARTZ	02/02/11	.30	EMAILS WITH C. MARTIN AND A. SINGER RE: FOLLOW UP ON PARTICULAR CONFIRMATION ORDER ISSUES RAISED BY FTI
SCHWARTZ	02/02/11	.20	TELEPHONE CALLS WITH C. MARTIN AND A. SINGER RE: FOLLOW UP ON FINALIZING OF COMMON INTEREST AGREEMENT FOR TRUSTS
SCHWARTZ	02/02/11	.90	TELEPHONE CALL WITH A. SINGER AND A. ROJE RE: DISCUSSION OF INSURANCE COVERAGE ISSUES RELATED TO PLAN CONFIRMATION AND RESPONSES TO CONFIRMATION OBJECTIONS
SCHWARTZ	02/02/11	1.30	REVIEW OF MATERIALS AND CASE LAW RELATED TO INSURANCE COVERAGE ISSUES IN CONNECTION WITH PLAN CONFIRMATION AND POTENTIAL RESPONSES TO CONFIRMATION OBJECTIONS
SCHWARTZ	02/02/11	.50	REVIEW OF OBJECTIONS TO CONFIRMATION FILED BY ERISA AND SECURITIES PLAINTIFFS
ROJE	02/02/11	1.30	REVIEW PLAN OBJECTIONS AND PREPARE FOR AND ATTEND TELECONFERENCE WITH A. SINGER AND R. SCHWARTZ REGARDING INSURANCE ISSUES WITH PLAN OBJECTIONS
MARTIN	02/02/11	3.50	ATTENTION TO PLAN ISSUES REGARDING PLAN OBJECTIONS AND RESEARCH REGARDING SAME (2.5); CALL TO DISCUSS CONFIRMATION ORDER WITH FTI AND FOLLOW UP REGARDING SAME (1)
ROCK	02/02/11	.20	TELECONFERENCE WITH A. SINGER REGARDING AMCUSA MORTGAGE LIFE INSURANCE POLICIES (.1); EMAIL CORRESPONDENCE WITH A. SINGER REGARDING AMCUSA LIFE INSURANCE POLICIES (.1)
SINGER	02/02/11	.10	ORGANIZE MOLI MEETING
SINGER	02/02/11	9.00	CALL TO DISCUSS OBJECTION TO PLAN CONFIRMATION WITH R. SCHWARTZ AND

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A. ROJE (.5); DRAFT COMMENTS TO PLAN CONFIRMATION ORDER AND CONSOLIDATE COMMENTS FROM TAB AND COMMITTEE MEMBERS (4.0); CALL TO DISCUSS PLAN CONFIRMATION ORDER W. V. VRON (.5); RESEARCH REGARDING IRON MOUNTAIN AND EMAIL AS TO SAME (.8); CALL REGARDING MOLI INSURANCE (.7); EMAIL AND RESEARCH REGARDING RESIDENT TRUSTEE (.9); EMAIL COMMITTEE REGARDING OBJECTIONS AND UPDATE (.6); EMAIL AND FOLLOW-UP RESEARCH REGARDING UPDATES ON SEVERAL ISSUES RELATING TO PLAN CONFIRMATION (1.0)

HERNANDEZ	02/02/11	.40	RESEARCH AND OBTAIN FOR K. ROCK PURCHASE AGREEMENTS FILED BY ADVANTA CORPORATION
SCHWARTZ	02/03/11	.20	EMAILS WITH A. SINGER RE: TRUST ASSET POOLS ISSUES
SCHWARTZ	02/03/11	.30	TELEPHONE CALL WITH R. LEMONS AND V. VRON RE: DISCUSSION OF PARTICULAR PLAN AMENDMENTS
SCHWARTZ	02/03/11	2.00	REVIEW OF MATERIALS, EMAILS, CASE LAW AND PLEADINGS RELATED TO D&O COVERAGE AND PLAN TREATMENT ISSUES IN CONNECTION WITH ASSESSMENT OF CONFIRMATION OBJECTIONS
SCHWARTZ	02/03/11	.20	TELEPHONE CALL WITH A. SCRUTON RE: UPDATE ON STATUS OF PARTICULAR CONFIRMATION AND TRANSITION ISSUES
SCHWARTZ	02/03/11	1.50	REVIEW AND EDITING OF REVISED CONFIRMATION ORDER CIRCULATED BY A. SINGER
SCHWARTZ	02/03/11	.50	TELEPHONE CALLS WITH A. SINGER RE: FOLLOW UP ON VARIOUS OPEN PLAN AND CONFIRMATION ORDER ISSUES AND NEXT STEPS RELATED TO SAME
SCHWARTZ	02/03/11	1.00	CONFERENCE CALL WITH WEIL RE: DISCUSSION OF CONFIRMATION OBJECTIONS AND POTENTIAL RESPONSES TO SAME (0.6); DISCUSSION OF OTHER OPEN PLAN CONFIRMATION ISSUES (0.4)
SCHWARTZ	02/03/11	.20	EMAILS WITH WEIL RE: FOLLOW UP ON PARTICULAR OBJECTION RESPONSE ISSUES
SCHWARTZ	02/03/11	1.00	REVIEW OF REVISED VERSION OF LTA CIRCULATED BY WEIL
SCHWARTZ	02/03/11	.50	FOLLOW-UP TELEPHONE CALLS AND

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EMAILS WITH A. ROJE AND A. SINGER RE:
 FURTHER ANALYSIS AND ASSESSMENT OF
 D&O COVERAGE AND PLAN ISSUES IN
 CONNECTION WITH RESPONSES TO
 CONFIRMATION OBJECTIONS AND
 REVISIONS TO PLAN

ROJE	02/03/11	2.20	PREPARE FOR AND ATTEND TELECONFERENCE WITH A. SINGER AND R. SCHWARTZ REGARDING D&O INSURANCE COVERAGE ISSUES(1.5); RESEARCH REGARDING D&O INSURANCE COVERAGE ISSUES(0.7)
LEVY	02/03/11	5.20	MEET WITH A. SINGER TO DISCUSS RESEARCH ON INSURANCE POLICIES (0.6); PERFORM RESEARCH ON INSURANCE POLICIES (4.6)
MARTIN	02/03/11	1.30	FOLLOW UP WITH FTI REGARDING CONFIRMATION ISSUES (0.3); FOLLOW UP WITH LATHAM REGARDING PLAN ISSUES (0.2); REVIEW MARK UP AND COMMENTS TO LTA (0.8)
OZAWA	02/03/11	.20	REVIEW AND ANALYZE DRAFT SEPARATION AGREEMENT AND GENERAL RELEASE (0.2)
ROCK	02/03/11	3.20	TELECONFERENCE WITH A. SINGER REGARDING REVIEW OF DOCUMENTATION FOR SALE OF ASSETS OF AMCUSA (.2); REVIEW DOCUMENTATION FOR SALE OF ASSETS OF AMCUSA (2.3); EMAIL CORRESPONDENCE WITH DEBTORS' COUNSEL REGARDING DOCUMENTATION FOR SALE OF ASSETS OF AMCUSA (.4); EMAIL CORRESPONDENCE WITH A. ROJE OF LATHAM TEAM REGARDING DOCUMENTATION FOR SALE OF ASSETS OF AMCUSA (.3)
SINGER	02/03/11	9.30	EMAIL CORRESPONDENCE AND PHONE CORRESPONDENCE REGARDING IRON MOUNTAIN ISSUES (.5); REVIEW SEPARATION AGREEMENT AND PROVIDE TO A. OZAWA FOR REVIEW, DISCUSS TIMING OF SAME (.7); ATTEND CALL WITH DEBTORS REGARDING RESPONSE TO PLAN CONFIRMATION OBJECTION (1.1); EMAIL AND PHONE CORRESPONDENCE WITH DEBTORS REGARDING ASSET ALLOCATION DETERMINATION AND TIMING OF SAME (.7); DISCUSS INSURANCE PROCEEDS ISSUES WITH LOCAL COUNSEL (.3); PROVIDE RESEARCH PROJECT TO J. LEVY REGARDING INSURANCE PROCEEDS AND FOLLOW-UP DISCUSSION OF SAME (.8); CALL REGARDING INSURANCE TO EMPLOYEES FOR POST CONFIRMATION (.2);

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CALL WITH K. ROCK REGARDING NEXT STEPS FOR MOLI RESEARCH AND REVIEW SECURITIES FILINGS ON SAME ISSUE (.7); CALL WITH R. SCHWARTZ ON COMMENTS TO LTAS AND CONFIRMATION ORDER (.3); DRAFT COMMENTS AND RESEARCH AS TO SAME REGARDING CONFIRMATION ORDER (3.0); DISCUSS RESIDENT TRUSTEE ISSUE WITH LOCAL COUNSEL, DEBTORS AND FTI (.5); REVIEW AND COME UP TO SPEED ON COMMON INTEREST AGREEMENT (.3); EMAIL CORRESPONDENCE REGARDING SERVICES AGREEMENT (.2)

MALIONEK	02/04/11	.60	EMAILS WITH R. SCHWARTZ REGARDING WAIVER PROTECTIONS (0.3); REVIEW AND REVISE CONFIRMATION ORDER (0.3)
PELTZ	02/04/11	.50	REVIEW EMAIL AARON SINGER REGARDING ASSET LIST (0.2); REVIEW ASSETS (0.3)
SCHWARTZ	02/04/11	1.00	CLOSE REVIEW AND MARK UP OF CURRENT VERSION OF DRAFT CONFIRMATION ORDER
SCHWARTZ	02/04/11	.50	PARTICIPATE ON COMMITTEE CALL RE: UPDATE ON CONFIRMATION STATUS AND TRANSITION ACTIVITIES RELATED TO EFFECTIVE DATE
SCHWARTZ	02/04/11	.30	FOLLOW UP WITH A. SINGER RE: STATUS OF VARIOUS OPEN CONFIRMATION AND PLAN ISSUES FOR FOLLOW UP
SCHWARTZ	02/04/11	.30	EMAILS WITH L&W TEAM RE: FINALIZING AND EXECUTION OF COMMON INTEREST AGREEMENT
SCHWARTZ	02/04/11	.20	TELEPHONE CALL WITH M. STERN RE: UPDATE ON PARTICULAR PLAN AND CONFIRMATION ISSUES
SCHWARTZ	02/04/11	.50	MULTIPLE EMAILS WITH A. SINGER AND C. MARTIN RE: COMMENTS AND EDITS TO PARTICULAR CONFIRMATION ORDER AND PLAN PROVISIONS
SCHWARTZ	02/04/11	.30	EMAILS WITH WEIL, UNDERLAND COUNSEL AND L&W TEAM RE: RESOLUTION OF UNDERLAND OBJECTION TO PLAN
SCHWARTZ	02/04/11	2.00	REVIEW OF ADDITIONAL MATERIALS, CASE LAW AND PRECEDENTS RELATED TO INSURANCE AND BENEFITS ISSUES RELATED TO THE PLAN AND CONFIRMATION ORDER
SCHWARTZ	02/04/11	1.10	TELEPHONE CALL WITH PROSPECTIVE TAB

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MEMBER RE: BACKGROUND AND
DISCUSSION OF PARTICULAR ISSUES
RELATED TO PLAN, CONFIRMATION AND
TRANSITION TO POST-EFFECTIVE DATE

SCHWARTZ	02/04/11	1.50	CONFERENCE CALL WITH L&W AND DRINKER TEAMS RE: ASSESSMENT AND ANALYSIS OF PARTICULAR INSURANCE COVERAGE AND POLICY ISSUES RELATED TO PLAN, CONFIRMATION AND RESPONSE TO CONFIRMATION OBJECTIONS
SCHWARTZ	02/04/11	.50	FOLLOW UP OFFICE CONFERENCE WITH A. SINGER RE: FOLLOW UP AND STATUS REGARDING PARTICULAR CONFIRMATION AND PLAN ISSUES AND NEXT STEPS RELATED TO SAME
ROJE	02/04/11	1.70	PREPARE FOR AND ATTEND TELECONFERENCE WITH A. SINGER AND R. SCHWARTZ REGARDING D&O INSURANCE COVERAGE ISSUES (1.2); REVIEW CONFIRMATION PLAN REGARDING INSURANCE ISSUES (0.5)
NOLL	02/04/11	.30	REVIEW REVISED LIQUIDATING TRUST AGREEMENTS
LEVY	02/04/11	9.30	CONFERENCE CALL TO DISCUSS CHARACTERIZATION OF INSURANCE PROCEEDS (1.3); RESEARCH CASE LAW REGARDING INSURANCE PROCEEDS (8.0)
MARTIN	02/04/11	3.50	ADVANTA COMMITTEE MEETING REGARDING COMMON INTEREST AND TRUST ISSUES (0.6); FOLLOW UP REGARDING COMMON INTEREST ISSUES AND PLAN ISSUES (0.4); ATTENTION TO REVISIONS TO LTA (2); ATTENTION TO CONFIRMATION ORDER ISSUES (.5)
OZAWA	02/04/11	1.10	REVIEW AND REVISE GENERAL SEPARATION AND RELEASE OF CLAIMS OF AGREEMENT RELATED TO EMPLOYEE LAYOFFS (1.1)
ROCK	02/04/11	1.10	EMAIL CORRESPONDENCE WITH A. SINGER REGARDING AGENDA FOR TELECONFERENCE WITH DEBTORS (.1); PREPARE FOR AND ATTEND CONFERENCE CALL WITH DEBTORS REGARDING ASSIGNMENT OF AMCUSA MORTGAGE LIFE INSURANCE POLICIES (.8); TELECONFERENCE WITH A. SINGER AND A. ROJE OF LATHAM REGARDING STRATEGY FOR ASSIGNMENT OF AMCUSA MORTGAGE LIFE INSURANCE POLICIES (.2)
SINGER	02/04/11	8.50	PREPARE FOR MOLI CALL (.5); RESEARCH ON INSURANCE PROCEEDS ISSUE (1.2);

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EMAIL AND DISCUSSION REGARDING COMMON INTEREST AGREEMENT AND IN ORDER TO GET COMMITTEE SIGNOFF (.7); DRAFT EMAILS REGARDING STATUS OF LTAS, COMMENTS ON SAME AND INTEGRATION OF RESIDENT TRUSTEE (.6); ATTEND AND RUN MOLI CALL WITH WEIL AND DEBTORS (.7); ATTEND TO ASSET ALLOCATION ISSUE WITH FTI (.9); EMAIL TO SPECIALISTS REGARDING STATUS OF COMMENTS ON CONFIRMATION ORDER AND INTEGRATE SAME INTO MARKUP (.9); DRAFT REVISIONS TO CONFIRMATION ORDER AND DRAFT CORRESPONDING CHANGES TO PLAN LANGUAGE (2.0); DISCUSS INSURANCE ISSUE WITH LOCAL COUNSEL (.5); REVIEW REVISED LTA TO ENSURE COMMENTS WERE TAKEN (.5)

SINGER	02/04/11	.80	ATTEND COMMITTEE UPDATE CALL REGARDING PLAN ISSUES
SCHWARTZ	02/05/11	1.00	PARTICIPATE ON CONFERENCE CALL WITH WEIL AND L&W RE: DISCUSSION OF OPEN POINTS AND COMMENTS RELATED TO CONFIRMATION ORDER AND STATUS OF RESPONSE TO OBJECTIONS
SCHWARTZ	02/05/11	1.00	MULTIPLE FOLLOW UP EMAILS WITH A. SINGER AND C. MARTIN RE: CONFIRMATION ORDER AND PLAN REVISIONS ISSUES (0.5) AND REVIEW OF VARIOUS DOCUMENTS AND PLEADINGS RELATED TO SAME (0.5)
SCHWARTZ	02/05/11	.80	REVIEW AND MARK UP OF PROPOSED CONFIRMATION ORDER REVISIONS CIRCULATED BY R. LEMONS (0.4); EMAILS WITH L&W AND WEIL RE: SAME (0.4)
LEVY	02/05/11	7.10	DRAFT SUMMARY OF D&O INSURANCE RESEARCH (6.9); GATHER DEBTOR POSTPETITION SEVERANCE DOCUMENTS AND SEND TO SUPERVISOR (0.2)
MARTIN	02/05/11	1.50	ATTENTION TO PLAN AND CONFIRMATION ISSUES (0.5); CALL WITH DEBTORS' REGARDING SAME (1)
SINGER	02/05/11	3.20	ATTEND CALL WITH WEIL TO DISCUSS PLAN LANGUAGE AND CONFIRMATION ORDER LANGUAGE (1.0); RESEARCH FOR RESPONSE TO OBJECTION (1.0); REVIEW AND PROVIDE COMMENTS TO J. LEVY WORK PRODUCT (.2); REVIEW WORK PRODUCT ON INSURANCE PROCEEDS AND EMAIL FOLLOW-UP QUESTIONS TO A. ROJE (1.0)
BARBY	02/06/11	.70	REVIEW AND EMAILS REGARDING

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CONFIRMATION ORDER ISSUES

RAAB	02/06/11	.50	RESEARCH REGARDING TAX ISSUE REGARDING LIQUIDATING TRUST (0.3); E-MAIL CORRESPONDENCE WITH A. SINGER (0.2)
SCHWARTZ	02/06/11	.50	PRELIMINARY REVIEW OF REVISED PLAN AND CONFIRMATION ORDER CIRCULATED BY WEIL
SCHWARTZ	02/06/11	1.30	MULTIPLE EMAILS WITH L&W AND WEIL TEAMS RE: OPEN POINTS AND ISSUES RELATED TO CONFIRMATION ORDER, PLAN AND LTA
SCHWARTZ	02/06/11	.30	REVIEW COMMENTS TO LTA BY RESIDENT TRUSTEE
SHYER	02/06/11	.20	REVIEW EMAIL FROM A. OZAWA REGARDING FORM OF RELEASE
ROJE	02/06/11	.70	RESEARCH AND EMAILS REGARDING THIRD PARTY BENEFICIARIES UNDER INSURANCE POLICIES
LEVY	02/06/11	.30	EDIT SUMMARY PERTAINING TO D&O INSURANCE
LEVY	02/06/11	1.10	DRAFT DOCUMENT WITH KEY POINTS OF D&O INSURANCE RESEARCH
LEVY	02/06/11	.30	E-MAIL EDITED SUMMARY OF D&O INSURANCE TO SUPERVISOR (0.2); E-MAIL DRAFT DOCUMENT CONTAINING KEY POINTS OF D&O INSURANCE RESEARCH TO SUPERVISOR (0.1)
MARTIN	02/06/11	1.00	REVIEW RESIDENT TRUSTEE COMMENTS TO LTA AND COMMENTS TO SAME
OZAWA	02/06/11	.40	REVIEW AND ANALYZE CONFIRMATION ORDER FOR KEY PROVISIONS REGARDING CLAIMS UNDER EMPLOYEE BENEFIT PLANS (0.3); CONTACT J. BRICKNER AND D. BARBY REGARDING THE SAME (0.1)
SINGER	02/06/11	5.00	REVIEW AND PROVIDE COMMENTS TO J. LEVY WORK PRODUCT (.6); RESEARCH ON INVESTMENT ACTIVITY OF TRUSTS (.6); REVIEW REVISED PLAN AND PLAN CONFIRMATION ORDER AND PROVIDE COMMENTS AS TO SAME (3.0); DISCUSS AND REVIEW POST PETITION SEVERANCE PLAN FOR PURPOSES OF COMMENTS TO PLAN (.8)
BARBY	02/07/11	.70	REVIEW SCHEDULE 8.7 (0.3); DISCUSSION WITH A. OZAWA REGARDING SCHEDULE

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8.7 AND 401(K) AND ESOP ISSUES (0.4)

BRICKNER	02/07/11	1.00	COMMENTS ON BENEFITS ISSUES IN PLAN AND CONFIRMATION ORDER
PELTZ	02/07/11	.30	REVIEW EMAIL A. SINGER REGARDING TRUST ASSETS
SCHWARTZ	02/07/11	1.50	CLOSE REVIEW AND MARK UP OF REVISED VERSIONS OF PLAN AND CONFIRMATION ORDER
SCHWARTZ	02/07/11	1.30	REVIEW AND MARK UP FURTHER REVISED VERSIONS OF PLAN PROVISIONS RELATING TO COMPENSATION AND BENEFITS PROGRAMS (1.0); MULTIPLE EMAILS WITH L&W TEAM AND WEIL RE: SAME (0.3)
SCHWARTZ	02/07/11	.80	REVIEW OF DRAFT CONFIRMATION BRIEF CIRCULATED BY WEIL (0.5); EMAILS WITH L&W TEAM RE: COMMENTS AND ISSUES RELATED TO SAME (0.3)
SCHWARTZ	02/07/11	.50	TELEPHONE CALLS WITH A. SINGER AND C. MARTIN RE: UPDATE ON STATUS OF VARIOUS OPEN PLAN AND CONFIRMATION ORDER ISSUES AND NEGOTIATIONS RELATED TO SAME
SCHWARTZ	02/07/11	.30	TELEPHONE CALL WITH R. LEMONS RE: DISCUSSION OF CERTAIN PROPOSED CHANGES TO COMP AND BENEFITS SECTION OF PLAN
SCHWARTZ	02/07/11	.30	EMAILS WITH L&W AND WEIL TEAMS RE: OPEN POINTS RELATED TO INSURANCE AND RETIREE BENEFITS ISSUES IN CONNECTION WITH REVISED PLAN AND CONFIRMATION ORDER
SCHWARTZ	02/07/11	.40	REVIEW OF CERTAIN REVISED SECTION OF THE PLAN CIRCULATED BY WEIL; EMAILS WITH WEIL RE: SAME
SCHWARTZ	02/07/11	.30	REVIEW AND MARK UP OF REVISED PLAN LANGUAGE CIRCULATED BY R. LEMONS RELATED TO COMP AND BENEFITS PLANS
SCHWARTZ	02/07/11	1.00	DRAFT EMAIL TO L&W TEAM RE: STATUS REPORT ON VARIOUS OPEN PLAN AND CONFIRMATION ORDER POINTS FOLLOWING DISCUSSIONS WITH WEIL (0.6); MULTIPLE FOLLOW UP EMAILS WITH L&W TEAM RE: RESOLUTION OF SAME (0.4)
SCHWARTZ	02/07/11	.50	PARTICIPATE ON CONFERENCE CALL WITH WEIL RE: DISCUSSION OF STATUS OF VARIOUS OPEN ISSUES AND POINTS RELATED TO CONFIRMATION ORDER AND

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PLAN

SCHWARTZ	02/07/11	1.20	OFFICE CONFERENCE WITH A. SIGNER, C. MARTIN AND L&W BENEFITS FOLKS (PARTIAL) RE: DISCUSSION OF COMMENTS TO CURRENT VERSIONS OF PLAN AND CONFIRMATION ORDER AND OPEN ISSUES FOR FOLLOW UP WITH WEIL
SCHWARTZ	02/07/11	.30	FOLLOW UP TELEPHONE CALL WITH R. LEMONS RE: FURTHER PROPOSED CHANGES TO COMP AND BENEFITS SECTION
SHYER	02/07/11	1.20	REVIEW/REVISE PROPOSED SEPARATION AGREEMENT AND GENERAL RELEASE FOR TERMINATING EMPLOYEES (1.00); REVIEW/RESPOND TO EMAIL FROM A. OZAWA REGARDING ISSUES RELATED TO RELEASE OF CLAIMS (0.20)
MARTIN	02/07/11	6.00	COMMENTS TO LTA (0.5); REVISED PLAN REVIEW AND DISCUSS PLAN ISSUES (3.5); CONFERENCE CALL WITH WEIL TO DISCUSS LTA (0.5); CONFERENCE CALL WITH WEIL TO DISCUSS PLAN AND FOLLOW UP REGARDING SAME (1); REVIEW AND REVISE PLAN PROVISIONS (0.5)
OZAWA	02/07/11	4.00	REVIEW, ANALYZE AND REVISE REVISED PLAN AND CONFIRMATION ORDER (2.1); TELEPHONE CONFERENCES WITH D. BARBY, A. SINGER AND R. SCHWARTZ REGARDING THE SAME (0.6); REVIEW AND ANALYZE POST-PETITION EMPLOYEES' SEVERANCE PAY PLAN, SUPPLEMENTAL EXECUTIVE INSURANCE PROGRAM, CORPORATION-OWNED LIFE INSURANCE PROGRAM AND RELATED DOCUMENTS IN CONNECTION WITH THE SAME (1.0); CONFERENCE WITH C. MARTIN, A. SINGER, J. BRICKNER AND R. SCHWARTZ REGARDING THE SAME (0.3)
ROCK	02/07/11	.20	EMAIL CORRESPONDENCE WITH A. SINGER OF LATHAM AND V. VRON OF WEIL GOTSHAL REGARDING STATUS OF ASSIGNMENT OF AMCUSA MORTGAGE LIFE INSURANCE POLICIES
SINGER	02/07/11	11.10	DRAFT, REVISE, PROVIDE COMMENTS, EMAIL AND DISCUSS PLAN SUPPLEMENT DOCUMENTS, PLAN, CONFIRMATION ORDER AND CONFIRMATION BRIEF
BRICKNER	02/08/11	1.00	COMMENTS ON FORM OF RELEASE DOCUMENT
PELTZ	02/08/11	.30	EMAILS R. SCHWARTZ REGARDING

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LIQUIDATING TRUST ISSUES

SCHWARTZ	02/08/11	1.30	MULTIPLE TELEPHONE CALLS AND EMAILS WITH L&W TEAM RE: REVISED VERSIONS OF VARIOUS PLAN PROVISIONS, PLAN SUPPLEMENT CHANGES, CONFIRMATION ORDER AND CONFIRMATION BRIEF EDITS IN CONNECTION WITH FILING OF REVISED VERSIONS WITH THE BANKRUPTCY COURT
SCHWARTZ	02/08/11	1.30	REVIEW OF MULTIPLE REVISED VERSIONS OF VARIOUS PLAN PROVISIONS, PLAN SUPPLEMENT CHANGES, CONFIRMATION ORDER AND CONFIRMATION BRIEF EDITS IN CONNECTION WITH FILING OF REVISED VERSIONS WITH THE BANKRUPTCY COURT
SHYER	02/08/11	1.40	CONFER WITH A. OZAWA REGARDING COBRA REIMBURSEMENT ISSUE [0.10]; REVIEW POST-PETITION SEVERANCE PAY PLAN [1.00]; REVIEW J. BRICKNER CHANGES TO RELEASE AGREEMENT AND SEND ADDITIONAL CHANGE TO A. OZAWA [0.30]
ROJE	02/08/11	1.60	REVIEW PLAN AND CONFORMATION ORDER PROVISIONS AND PROVIDE COMMENTS TO TEAM
MARTIN	02/08/11	6.50	REVIEW AND COMMENT TO PLAN REVISIONS AND CORRESPONDENCE REGARDING SAME (6.5)
OZAWA	02/08/11	.80	REVIEW AND REVISE CONFIRMATION ORDER AND CONFIRMATION BRIEF IN CONNECTION WITH EXECUTIVE CLAIMS AND OTHER EMPLOYEE BENEFITS RELATED MATTERS (0.8)
SINGER	02/08/11	10.00	DRAFT, REVISE, PROVIDE COMMENTS, EMAIL AND DISCUSS PLAN SUPPLEMENT DOCUMENTS, PLAN, CONFIRMATION ORDER AND CONFIRMATION BRIEF (6.0); COORDINATE COMMENTS AS TO SAME FROM BENEFITS, TAX AND INSURANCE SPECIALISTS (1.0); ORGANIZE MATERIALS FOR FILING AND SIGN-OFF FROM COMMITTEE (3.0)
RAAB	02/09/11	.30	CONFERENCE WITH J. NOLL REGARDING TRUST AGREEMENT (0.3)
SCHWARTZ	02/09/11	.60	OFFICE CONFERENCE CALL WITH C. MARTIN AND A. SINGER RE: DISCUSSION OF LIMITED CLEAN UP COMMENTS TO AS FILED REVISED PLAN DOCUMENTS AND CONFIRMATION ORDER; DISCUSSION OF ISSUES FOR CONFIRMATION HEARING AND PREPARATION OF MATERIALS FOR SAME

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SCHWARTZ	02/09/11	3.00	PREPARATION FOR CONFIRMATION HEARING
SCHWARTZ	02/09/11	2.00	REVIEW OF AS FILED VERSIONS OF REVISED PLAN, PLAN SUPPLEMENT DOCUMENTS, CONFIRMATION ORDER AND CONFIRMATION BRIEF
SCHWARTZ	02/09/11	1.30	MULTIPLE EMAILS AND TELEPHONE CALLS WITH L&W TEAM RE: FOLLOW UP ON CERTAIN OPEN PLAN AND EFFECTIVE DATE ISSUES INCLUDING TRUST STRUCTURE, TRUST ASSET POOLS, INSURANCE ISSUES AND EMPLOYEE RETENTION ISSUES POST-EFFECTIVE DATE
SCHWARTZ	02/09/11	.30	EMAILS WITH A. SINGER AND C. MARTIN RE: STATUS OF VARIOUS ISSUES AND MATTERS RELATED TO CONFIRMATION HEARING
SCHWARTZ	02/09/11	.40	TELEPHONE CALL WITH R. LEMONS RE: DISCUSSION OF APPROACH AND STRATEGY FOR 2/10 CONFIRMATION HEARING
ROJE	02/09/11	1.10	RESEARCH AND DRAFT SUMMARY OF D&O INSURANCE FOR CONFIRMATION HEARING
NOLL	02/09/11	.20	CALL WITH D. RAAB REGARDING TAX ANALYSIS
MARTIN	02/09/11	5.00	MEETING WITH R. SCHWARTZ AND A.SINGER TO DISCUSS PLAN ISSUES (1); REVIEW PLAN REVISIONS (2); REVIEW RESEARCH REGARDING CERTAIN PLAN OBJECTION ISSUES (2)
OZAWA	02/09/11	1.50	TELEPHONE CONFERENCE WITH A. SINGER REGARDING PRESENTATION TO TRUST ADVISORY BOARD (0.1); REVIEW AND REVISE SEPARATION AND RELEASE AGREEMENT (0.9); REVIEW KEY TAX ISSUES REGARDING COBRA COVERAGE (0.5)
ROCK	02/09/11	1.30	REVIEW SCHEDULES TO AMCUSA MORTGAGE BUSINESS PURCHASE AND SALE AGREEMENT REGARDING MORTGAGE OWNERS LIFE INSURANCE POLICY (1.0); EMAIL CORRESPONDENCE WITH A. ROJE AND A. SINGER OF LATHAM REGARDING RESULTS OF REVIEW OF SCHEDULES TO PURCHASE AND SALE AGREEMENT (.3)
SINGER	02/09/11	3.90	DRAFT, REVISE, PROVIDE COMMENTS, EMAIL AND DISCUSS PLAN SUPPLEMENT DOCUMENTS, PLAN, CONFIRMATION

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ORDER AND CONFIRMATION BRIEF (2.0);
 ORGANIZE MATERIALS FOR FILING AND
 SIGN-OFF FROM COMMITTEE (.5); PREPARE
 MATERIALS FOR COURT (1.4)

LOZOVATSKAYA	02/09/11	1.50	CREATE BINDER AND PULL RELEVANT CASES IN CONNECTION WITH UPCOMING 2/10 HEARING
BRICKNER	02/10/11	.70	ATTENTION TO COBRA TAXATION ISSUE IN OFFER LETTERS
SCHWARTZ	02/10/11	.50	REVIEW OF REVISED PROPOSED LANGUAGE RE: SECTION 10.3 OF PLAN; MULTIPLE EMAILS WITH L&W TEAM RE: COMMENTS AND PROPOSED EDITS TO SAME
OZAWA	02/10/11	.80	REVIEW AND REVISE SEPARATION AND RELEASE AGREEMENT (0.4); REVIEW KEY TAX ISSUES REGARDING COBRA COVERAGE (0.2); TELEPHONE CONFERENCE WITH J. BRICKNER REGARDING THE SAME (0.2)
BRICKNER	02/11/11	.60	REVIEW NEW DRAFT SEPARATION AGREEMENT
SCHWARTZ	02/11/11	.30	EMAILS WITH L&W TEAM RE: FOLLOW UP CONCERNING TRUST STRUCTURE ISSUES AND POTENTIAL RESOLUTION OF SAME
SCHWARTZ	02/11/11	.60	CONFERENCE CALL WITH FTI, DRINKER AND L&W TEAM RE: DISCUSSION OF VARIOUS OPEN ISSUES AND TASKS IN CONNECTION WITH PREPARATION FOR CLAIMS MEETING WITH DEBTORS (0.3); MEETING WITH TAB MEMBERS AND OTHER ISSUES RELATED TO MOVING FORWARD TO EFFECTIVE DATE (0.3)
SCHWARTZ	02/11/11	.30	EMAILS WITH A. SINGER AND L&W BENEFITS TEAM RE: ISSUES AND AGENDA FOR 2/15 TAB MEETING
SCHWARTZ	02/11/11	.30	FOLLOW UP OFFICE CONFERENCE CALL WITH A. SINGER AND C. MARTIN RE: DISCUSSION OF FOLLOW UP ACTION ITEMS AND ISSUES RELATED TO PREPARATION FOR EFFECTIVE DATE AND AFTERWARDS
SCHWARTZ	02/11/11	.50	MULTIPLE TELEPHONE CALLS AND EMAILS WITH A. SINGER RE: FOLLOW UP ON VARIOUS EMPLOYEE AND EMPLOYMENT ISSUES RELATED TO POST- EFFECTIVE DATE TIME PERIOD
SCHWARTZ	02/11/11	.50	REVIEW MULTIPLE REVISED VERSIONS OF PROPOSED REVISIONS TO SECTION 10.3 OF PLAN; MULTIPLE EMAILS AND TELEPHONE

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CALLS WITH L&W AND WEIL TEAMS RE:
SAME

SHYER	02/11/11	1.20	REVIEW REVISED RELEASE AGREEMENT (.5); REVIEW PROPOSED Q&A SCRIPT FOR EMPLOYEES (.5); CONFER WITH A. OZAWA REGARDING USE OF SCRIPT AND PLAN FOR MEETING WITH EMPLOYEES (.2)
MARTIN	02/11/11	3.00	CONFERENCE CALL REGARDING TRUST PROCESS (1); REVISIONS TO PLAN AND LTA (2)
OZAWA	02/11/11	1.10	REVIEW AND REVISE SEPARATION AND RELEASE AGREEMENT; CONTACT J. BRICKNER REGARDING THE SAME (1.1)
SINGER	02/11/11	6.30	REVIEW AND PROVIDE COMMENTS TO TRUST AGREEMENTS (.9); CORRESPOND AND PLAN WITH FTI NEXT STEPS REGARDING EMPLOYMENT INCLUDING, BUT NOT LIMITED TO SEVERANCE, OFFER LETTER, QUESTIONS AND ANSWERS FOR THE EMPLOYEES (5.1); DRAFT AND REVISE COMMON INTEREST AGREEMENT AND DISSEMINATE TO COMMITTEE AND TAB (.3)
BRICKNER	02/12/11	1.00	COMMENTS ON TAB PRESENTATION
SINGER	02/12/11	.80	REVIEW PRESENTATION FOR TAB ON PLAN;
SCHWARTZ	02/13/11	.30	EMAILS WITH A. SINGER AND L&W BENEFITS TEAM RE: EMPLOYEE AND COMPENSATION AND BENEFITS AND CLAIMS ISSUES RELATED TO CONSUMMATION OF THE PLAN
SCHWARTZ	02/13/11	.30	EMAILS WITH WEIL AND L&W TEAMS RE: CORPORATE DISSOLUTION AND MERGER TRANSACTIONS IN CONNECTION WITH EFFECTIVE DATE OF PLAN
RAAB	02/14/11	.50	CONFERENCE WITH R. SCHWARTZ REGARDING TRUSTEE MEETING (0.2); CONFERENCE WITH J. NOLL REGARDING POTENTIAL RESTRUCTURING (0.3)
SCHWARTZ	02/14/11	3.00	PARTICIPATE IN CLAIMS ANALYSIS AND TRANSITION MEETING W/ DEBTORS, WEIL, FTI, L&W TEAM, DRINKER AND A&M
SCHWARTZ	02/14/11	1.30	FURTHER REVIEW OF REVISED VERSIONS OF SLIDE DECKS FOR TAB MEMBER MEETING AND MULTIPLE EMAILS W/ L&W TEAM RE: SAME
SCHWARTZ	02/14/11	.30	TELEPHONE CALL AND EMAILS W/ D. RAAB RE: AGENDA AND TAX-RELATED

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ISSUES FOR 2/15 TAB MEETING

SCHWARTZ	02/14/11	1.50	REVIEW OF VARIOUS SLIDE DECKS PREPARED IN CONNECTION WITH TAB MEMBER MEETING ON 2/15
SCHWARTZ	02/14/11	2.00	PREPARATION FOR 2/15 TAB MEETING
SCHWARTZ	02/14/11	.60	T/C W/ FTI, DRINKER AND A. SINGER RE: DISCUSSION OF AGENDA AND ISSUES FOR TAB MEMBER MEETING
NOLL	02/14/11	1.40	CALLS WITH D. RAAB (0.5); TAX ANALYSIS REGARDING RESTRUCTURING (0.9)
SINGER	02/14/11	.40	ORGANIZE MEETING WITH TAB MEMBERS
SINGER	02/14/11	3.30	PREPARE FOR FIRST TAB MEETING BY REVISING AND DRAFTING VARIOUS PRESENTATIONS AND ATTENDING MEETING WITH FTI AND DRINKER
SINGER	02/14/11	4.10	ATTEND CLAIMS MEETING WITH DEBTORS TO DISCUSS TRANSITION IN CLAIMS PROCESS AND ANALYSIS AND FOLLOW UP DISCUSSIONS WITH FTI
BRICKNER	02/15/11	.50	EMPLOYEE OFFER LETTER
RAAB	02/15/11	.50	TRUSTEE MEETING
SCHWARTZ	02/15/11	.20	EMAILS WITH R. LEMONS RE: PARTICULAR EMPLOYEE TRANSITION ISSUES
SCHWARTZ	02/15/11	.80	FOLLOW UP MEETING WITH FTI AND L&W TEAMS RE: DISCUSSION OF FOLLOW UP ISSUES AND ACTION ITEMS RELATED TO TAB MEETING AND PREPARATION FOR EFFECTIVE DATE
SCHWARTZ	02/15/11	5.50	PARTICIPATE IN MEETING WITH TAB MEMBERS, FTI AND L&W TEAM RE: BACKGROUND ON CASES, TRANSITIONAL ISSUES RELATED TO EFFECTIVE DATE AND ADMINISTRATION OF TRUSTS, ACTION ITEMS AND STRATEGY FOR EFFECTIVE DATE AND ADMINISTRATION OF THE TRUSTS
SCHWARTZ	02/15/11	.40	TELEPHONE CALLS AND EMAILS WITH A. SINGER RE: OPEN ISSUES AND ACTION ITEMS RELATED TO FOLLOW UP FROM TAB MEETING AND PREPARATION FOR EFFECTIVE DATE
SCHWARTZ	02/15/11	.20	TELEPHONE CALL WITH A. SCRUTON RE: FOLLOW UP ISSUES RELATED TO TAB MEETING
SHYER	02/15/11	.20	REVIEW EMAILS FROM L. PARK AND A.

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SINGER REGARDING USE OF EMPLOYEE Q&A'S

GLASSER	02/15/11	5.20	PREPARE FOR AND ATTEND TRUST ADVISORY BOARD MEETING TO PROVIDE LITIGATION EXPERTISE
OZAWA	02/15/11	.20	CONTACT L. PARK AND J. BRICKNER REGARDING PROPOSED OFFER LETTER FOR EMPLOYEES OF REORGANIZED ADVANTA (.2)
SINGER	02/15/11	7.50	ATTEND TAB MEETING AND PREPARE FOR SAME;
SINGER	02/15/11	.50	EMAIL REGARDING ENTITY CLEANUP IN ADVANCE OF EFFECTIVE DATE (.3); REVIEW REVISED TRUST AGREEMENTS (.2)
MALIONEK	02/16/11	.80	EMAILS WITH TEAM REGARDING CONFIDENTIALITY AGREEMENT AND REVIEW PRECEDENT (.8)
SCHWARTZ	02/16/11	.30	T/C W/ R. LEMONS RE: DISCUSSION OF VARIOUS CLEAN UP ISSUES AND ITEMS RELATED TO PREPARATION FOR EFFECTIVE DATE
SCHWARTZ	02/16/11	.20	REVIEW OF DEBTORS' DRAFT 8K FILING RE: CONFIRMATION OF PLAN
SCHWARTZ	02/16/11	1.30	MULTIPLE T/CS AND EMAILS W/ L&W AND FTI TEAMS RE: FOLLOW UP ON VARIOUS EMPLOYEE, SEVERANCE, INSURANCE AND OTHER ISSUES RELATED TO POST EFFECTIVE DATE TRANSITION
SCHWARTZ	02/16/11	1.00	O/C W/ R. ZUCCARO AND A. SINGER RE: DISCUSSION OF CORPORATE DISSOLUTION ISSUES RELATED TO EFFECTIVE DATE; FOLLOW UP EMAILS W/ R. ZUCCARO AND A. SINGER RE: SAME
ZUCCARO	02/16/11	2.20	PREPARE FOR MEETING (.20); MEETING R. SCHWARTZ REGARDING ENTITY CLEANUP (.60); FOLLOW UP A. SINGER (.20); TELEPHONE CONFERENCE P. MCCRAE (.40); ATTENTION TO OPEN ISSUES/QUESTIONS (.80)
ROJE	02/16/11	.20	EMAILS WITH WEIL AND A. SINGER REGARDING MOLI ISSUES
OZAWA	02/16/11	1.60	TELEPHONE CONFERENCE WITH L. PARK AND A. SINGER REGARDING OFFER LETTERS FOR EMPLOYEES OF REORGANIZED ADVANTA (0.3); DRAFT AND REVISE OFFER LETTERS FOR EMPLOYEES OF REORGANIZED ADVANTA

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(1.3)

SINGER	02/16/11	4.60	EMPLOYEE CALL (.3); ENTITY CLEANUP MEETING (.9); REVIEW AND DISCUSS NEXT STEPS FOR EMPLOYEE OFFER LETTERS (.9); REVIEW DRAFT 8-K (.9); DRAFT AND REVISE SECOND SUPPLEMENT (1.0); MOLI DISCUSSION (.4); PREPARE FOR CLOSING CALL (.2)
BRICKNER	02/17/11	.80	SEVERANCE AGREEMENT ISSUES; OFFER LETTERS
MALIONEK	02/17/11	.30	MEETING WITH TEAM REGARDING CONFIDENTIALITY AGREEMENT (0.3)
PELTZ	02/17/11	.50	EMAILS R. SCHWARTZ REGARDING LIQUIDATING TRUST ISSUE (0.3); REVIEW NOTES (0.2)
SCHWARTZ	02/17/11	.30	MULTIPLE EMAILS W/ L&W TEAM RE: ASSET POOL ISSUES RELATED TO TRUSTS
ZUCCARO	02/17/11	.20	TELEPHONE CONFERENCE A. SINGER REGARDING DISSOLUTION ISSUES
ROJE	02/17/11	1.30	RESEARCH AND DRAFT ALIC POLICY ENDORSEMENT AND EMAILS WITH A. SINGER REGARDING PLAN CLOSING
NOLL	02/17/11	.40	CALL WITH WEIL (0.2); TAX ANALYSIS (0.2)
OZAWA	02/17/11	4.60	TELEPHONE CONFERENCE WITH J. PLAVNER REGARDING SEPARATION AGREEMENT AND GENERAL RELEASE (0.3); REVIEW AND REVISE SEPARATION AGREEMENT AND GENERAL RELEASE (2.4); TELEPHONE CONFERENCE WITH J. BRICKNER REGARDING THE SAME (0.2); REVIEW AND REVISE OFFER LETTER FOR EMPLOYEES OF REORGANIZED ADVANTA (1.7)
SINGER	02/17/11	3.50	WORK ON NDA WITH PLAINTIFFS (.7); REVIEW SUMMARY OF EMPLOYEE RESPONSIBILITIES (.5); ORGANIZE DRAFT FOR MOLI POLICY AMENDMENT (.8); ORGANIZE DRAFTING AND REVIEW OF EIN APPLICATIONS (.7); DISCUSS AND REVIEW ASSET ALLOCATION WITH SPECIALISTS (.6); REVIEW FORMS OF OFFER LETTER ISSUES WITH A. OZAWA (.2)
BRICKNER	02/18/11	.60	COMMENTS ON OFFER LETTER
MALIONEK	02/18/11	.30	EMAILS WITH J. LEVY AND A. SINGER REGARDING CONFIDENTIALITY AGREEMENT
PELTZ	02/18/11	.50	EMAILS A. SINGER; EMAILS WEIL FOR

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CONFIRMATION OF POSITION OF
LIQUIDATING TRUST

SCHWARTZ	02/18/11	.30	FOLLOW UP T/CS AND EMAILS W/ A. SINGER AND A. OZAWA RE: STATUS OF PARTICULAR EMPLOYEE AND OTHER ISSUES RELATED TO EFFECTIVE DATE TRANSITION
SCHWARTZ	02/18/11	.50	OFFICE CONFERENCES, TELEPHONE CALLS AND EMAILS WITH L&W TEAM RE: DISCUSSION AND ASSESSMENT OF TAX ISSUES RELATED TO PROPOSED CORPORATE DISSOLUTIONS PRE-EFFECTIVE DATE
SCHWARTZ	02/18/11	.80	MULTIPLE EMAILS AND T/CS W/ A. SINGER AND FTI TEAM RE: FOLLOW UP ON VARIOUS EMPLOYEE, INSURANCE, TAX AND CORPORATE MATTERS RELATED TO EFFECTIVE DATE TRANSITION
SCHWARTZ	02/18/11	.40	TELEPHONE CALL WITH A. SINGER AND A. OZAWA (PARTIAL) RE: FOLLOW UP ON PARTICULAR SEVERANCE, EMPLOYEE AND OTHER MISCELLANEOUS ISSUES RELATED TO EFFECTIVE DATE TRANSITION
ZUCCARO	02/18/11	.30	TELEPHONE CONFERENCE J. NOLL REGARDING ENTITY CLEAN-UP (.30)
ROJE	02/18/11	.50	PREPARE FOR AND ATTEND TELECONFERENCE WITH DEBTOR'S COUNSEL REGARDING ALIC POLICY ENDORSEMENTS
NOLL	02/18/11	1.20	CALLS WITH WEIL RE TAX ISSUES (0.5); TAX ANALYSIS (0.5); CALL WITH R. ZUCCARO RE SAME (0.2)
OZAWA	02/18/11	3.70	REVIEW AND REVISE OFFER LETTERS FOR EMPLOYEES OF REORGANIZED ADVANTA (0.6); REVIEW AND REVISE SEPARATION AGREEMENT AND GENERAL RELEASE (2.3); TELEPHONE CONFERENCE WITH S. MARGOLIS REGARDING THE SAME (0.3); REVIEW AND REVISE OFFER LETTERS FOR EMPLOYEES AT REORGANIZED ADVANTA (0.5)
ROCK	02/18/11	.40	TELECONFERENCE WITH V. VRON OF WEIL GOTSHAL REGARDING ASSIGNMENT OF MOLI POLICY TO AMCUSA LIQUIDATION TRUST (.4)
SINGER	02/18/11	8.30	DISCUSS SEVERANCE ISSUES AND EMAILS AS TO SAME WITH DEBTORS AND FTI (2.5); DISCUSS NEXT STEPS AND NEGOTIATION OF COBRA SUBSIDY (1.0) ; CALL TO

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DISCUSS REVISIONS TO MOLI LANGUAGE (.6); REVIEW AND ORGANIZE REVIEW OF TAX POWERS OF AUTHORITY (.6); DISCUSS SEPARATION AGREEMENT AND MAKE REVISIONS BASED ON CHANGES (1); REVIEW AND DISCUSS PLAN FOR OFFER LETTERS WITH LATHAM TEAM AND FTI (1.7); DISCUSS INTERCOMPANY CLAIMS AND HOW THEY WILL BE HANDLED THROUGH THE PLAN (.5) ; DISCUSS NEXT STEPS FOR POA (.1); REVIEW ISSUES OF PROPOSED RESTRUCTURING (.3);

OZAWA	02/19/11	.20	REVIEW AND REVISE OFFER LETTERS FOR EMPLOYEES OF REORGANIZED ADVANTA (0.2)
OZAWA	02/20/11	2.10	REVIEW AND REVISE SEPARATION AGREEMENT AND GENERAL RELEASE (1.4); TELEPHONE CONFERENCES WITH L. PARK AND J. PLAVNER REGARDING THE SAME (0.7)
SCHWARTZ	02/21/11	.30	EMAILS WITH L&W AND FTI TEAMS RE: DUBOW BONUS CALCULATION ISSUES
SCHWARTZ	02/21/11	.50	MULTIPLE EMAILS WITH L&W AND FTI TEAMS RE: ASSESSMENT OF PROPOSED CORPORATE DISSOLUTIONS PRIOR TO EFFECTIVE DATE AND POTENTIAL ISSUES RELATED TO SAME
OZAWA	02/21/11	1.90	REVIEW AND REVISE FORM OF OFFER LETTERS FOR EMPLOYEES AND COVER LETTER RELATED THERETO (0.9); TELEPHONE CONFERENCE WITH L. PARK REGARDING THE SAME (0.3); DRAFT INDIVIDUALIZED OFFER LETTERS FOR EMPLOYEES (0.7)
SINGER	02/21/11	1.10	DISCUSS DIRECTOR AND OFFICER ISSUE (.3); DISCUSS AND RESEARCH PERTAINING TO DISSOLUTION OF ENTITIES (.6); DISCUSS INCENTIVE BONUS CALCULATION BASED ON RECOVERY (.2)
BRICKNER	02/22/11	.80	COMMENTS ON OFFER LETTERS AND E-MAILS AND TELEPHONE CALLS REGARDING SAME
PELTZ	02/22/11	.30	EMAIL A. SINGER REGARDING DISTRIBUTIONS
SCHWARTZ	02/22/11	.70	TELEPHONE CALL WITH A. SINGER AND FTI TEAM RE: OPEN ISSUES AND ACTION LIST RE: PRE-EFFECTIVE DATE TASKS AND RESOLUTION OF SAME
SCHWARTZ	02/22/11	.30	REVIEW OF REVISED EFFECTIVE DATE ISSUES LIST PREPARED BY FTI IN

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ADVANCE OF UPDATE CALL

SCHWARTZ	02/22/11	.40	EMAILS AND TELEPHONE CALLS WITH L&W AND FTI TEAMS RE: CORPORATE DISSOLUTION ISSUES RELATED TO EFFECTIVE DATE
SCHWARTZ	02/22/11	.20	TELEPHONE CALL WITH R. LEMONS AND V. VRON RE: DISCUSSION OF MISCELLANEOUS OPEN ISSUES IN ADVANCE OF EFFECTIVE DATE
SCHWARTZ	02/22/11	.50	REVIEW OF ANALYSIS OF DUBOW BONUS CALCULATION (0.2); TELEPHONE CALLS AND EMAILS WITH FTI AND A. SINGER RE: SAME (0.3)
SCHWARTZ	02/22/11	1.50	REVIEW AND COMMENT ON VARIOUS DRAFTS OF EMPLOYEE LETTERS, TAB ENGAGEMENT LETTERS AND OTHER DOCUMENTS RELATED TO POST-EFFECTIVE DATE TRANSITION AND GOVERNANCE
ZUCCARO	02/22/11	.70	TELEPHONE CONFERENCES H. DEGREGORIO REGARDING DISSOLUTIONS (.40); ATTENTION TO DISSOLUTION MATTERS (.30)
NOLL	02/22/11	.50	TAX ANALYSIS AND E-MAILS REGARDING PROPOSED RESTRUCTURING
DEGREGORIO	02/22/11	3.30	CORRESPOND WITH R. ZUCCARO REGARDING MATTER BACKGROUND (0.3); CORRESPOND WITH A. SINGER REGARDING ENTITY CLEAN UP AND ELECTION OF OFFICERS AND DIRECTORS (0.7); RESEARCH DELAWARE AND NEVADA LAW REGARDING DISSOLUTION OF ENTITIES IN BANKRUPTCY (1.3); REVIEW CERTIFICATES OF DISSOLUTION (1.0)
KAY	02/22/11	1.80	TELEPHONE CONFERENCE WITH A. OZAWA RE EMPLOYEE MATTERS (0.5); REVISE DOCUMENTS (1.3)
MARTIN	02/22/11	.60	STATUS MEETING WITH FTI REGARDING PLAN
OZAWA	02/22/11	1.40	REVIEW AND REVISE INDIVIDUALIZED OFFER LETTERS FOR EMPLOYEES (0.9); TELEPHONE CONFERENCES WITH K. KAY AND L. PARK REGARDING THE SAME (0.5)
SINGER	02/22/11	6.00	REVIEW CERTIFICATES OF DISSOLUTION AND ORGANIZE CORPORATE STAFFING AS TO SAME (1.2); ATTEND ADVANTA STATUS CALL WITH FTI AND FOLLOW-UP CALL WITH L. PARK (1.3); REVIEW BONUS CALCULATION PROPOSAL FOR J. DUBOW

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AND EMAIL AND PHONE DISCUSSION AS TO SAME (1.2); DISCUSS ENTITY DISSOLUTION DILIGENCE ISSUE WITH R. SCHWARTZ, L. PARK AND TAX TEAM AND CONDUCT RESEARCH AND ANALYSIS AS TO SAME (2.3)

LOFASO	02/22/11	2.90	REVIEW CORPORATE RECORDS AND STATUS (1.4); REVIEW DELAWARE AND NEVADA STATUTES FOR CORPORATIONS (1.5)
HERNANDEZ	02/22/11	.30	OBTAIN FOR H. DEGREGORIO SECTIONS OF THE NEVADA AND DELAWARE GENERAL CORPORATION LAW
RAAB	02/23/11	.50	E-MAIL CORRESPONDENCE WITH A. SINGER AND J. NOLL REGARDING TAX ISSUES (0.5)
SCHWARTZ	02/23/11	.20	EMAILS WITH A. SINGER AND A. ROJE RE: MOLI ISSUES RELATED TO EFFECTIVE DATE
SCHWARTZ	02/23/11	.50	TELEPHONE CALL AND MULTIPLE EMAILS WITH A. SINGER RE: UPDATE ON VARIOUS OPEN ISSUES AND TASKS IN CONNECTION WITH PREPARATION FOR EFFECTIVE DATE
SCHWARTZ	02/23/11	.40	EMAILS WITH FTI, L&W, DRINKER AND WEIL RE: TRUST AND TRUSTEE PROFESSIONALS AND ENGAGEMENT ISSUES RELATED TO EFFECTIVE DATE
SCHWARTZ	02/23/11	.40	MULTIPLE EMAILS WITH L&W, FTI AND WEIL TEAMS RE: CORPORATE DISSOLUTION ISSUES AND CONSIDERATION OF PRE-EFFECTIVE DATE TRANSACTIONS
SCHWARTZ	02/23/11	.40	EMAILS WITH L&W AND FTI TEAMS RE: CORPORATE RESOLUTIONS AND OFFICER AND DIRECTOR APPOINTMENT ISSUES RELATED TO NON-DEBTOR SUBSIDIARIES
SCHWARTZ	02/23/11	.30	EMAILS WITH R. MALIONEK AND J. GLASSER RE: PARTICULAR LITIGATION HOLD ISSUES RELATED TO PENDING ADVANTA LITIGATION MATTERS
SHYER	02/23/11	.20	TELEPHONE CONFERENCE WITH A. OZAWA REGARDING PREPARATION AND REVIEW OF EMPLOYEE SERVICES AGREEMENT (.2)
ZUCCARO	02/23/11	.30	ATTENTION TO EMAILS H. DEGREGORIO REGARDING CORPORATE ISSUES
ROJE	02/23/11	.40	EMAILS WITH A. SINGER REGARDING MOLI ASSIGNMENT ISSUES

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DEGREGORIO	02/23/11	.90	CORRESPOND WITH A. SINGER REGARDING RESOLUTIONS AND CERTIFICATES OF TRUST (0.4); PREPARE RESOLUTIONS APPOINTING OFFICERS
MARTIN	02/23/11	1.50	ASSESS TRUST ISSUES REGARDING EFFECTIVE DATE ACTION ITEMS
OZAWA	02/23/11	3.80	DRAFT AND REVISE EMPLOYEE SERVICES AGREEMENT (2.9); REVIEW AND ANALYZE APPOINTMENT OF NEW BOARD FOR CHANGE IN CONTROL ISSUES (0.6); DISCUSS OFFER LETTERS FOR EMPLOYEES WITH L. PARK (0.3)
SINGER	02/23/11	7.60	PREPARE FOR EFFECTIVE DATE, INCLUDING: CLOSING CALL (1.0); REVIEW ALL CORPORATE DOCUMENTS TO BE FILED (3.0); REVIEW BONUS CALCULATION PROPOSAL FOR J. DUBOW AND EMAIL AND PHONE DISCUSSION AS TO SAME (.6); DISCUSS AND REVIEW WEBSITE PLANS FOR POST-EFFECTIVE DATE PERIOD (.9); EMAIL AND PHONE CORRESPONDENCE REGARDING CLEANUP AND DISSOLUTION OF ENTITIES PRE OR POST-EFFECTIVE DATE (2.0); DISCUSS OFFER LETTER (.1)
LOFASO	02/23/11	2.80	REVIEW LIQUIDATION PROCESS (1.2); OBTAIN DISSOLUTION DOCUMENTS AND DISTRIBUTE (1.6)
BRICKNER	02/24/11	.70	COMMENTS ON EMPLOYEE PROPOSED REVISIONS TO OFFER LETTERS
SCHWARTZ	02/24/11	.80	REVIEW AND COMMENT ON MULTIPLE VERSIONS OF DRAFT FTI TRUSTEE ENGAGEMENT LETTER (0.5); MULTIPLE EMAILS AND TELEPHONE CALLS WITH A. SINGER RE: SAME (0.3)
SCHWARTZ	02/24/11	1.50	PREPARATION OF AND REVISIONS TO ENGAGEMENT LETTER FOR REPRESENTATION OF TRUSTEE POST-EFFECTIVE DATE (1.3); EMAILS WITH L&W AND FTI TEAMS RE: SAME (1.2)
SCHWARTZ	02/24/11	2.00	MULTIPLE TELEPHONE CALLS AND EMAILS WITH L&W, FTI AND WEIL TEAMS RE: VARIOUS OPEN ISSUES AND ACTION ITEMS RELATED TO EFFECTIVE DATE INCLUDING, EMPLOYEE, INSURANCE, BANKING, PROFESSIONAL RETENTION AND PLAN-RELATED ISSUES
SCHWARTZ	02/24/11	.40	TELEPHONE CALLS AND EMAILS WITH A. SINGER RE: STATUS OF TRUSTEE BANK ACCOUNTS AND EFFECTIVE DATE ISSUES RELATED TO SAME

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SHYER	02/24/11	.90	REVIEW/REVISE DRAFT EMPLOYEE SERVICES AGREEMENT (.7); SEND COMMENTS TO A. OZAWA (.1); REVIEW A. SINGER EMAIL WITH COMMENTS REGARDING DRAFT (.1)
ZUCCARO	02/24/11	.70	TELEPHONE CONFERENCE H. DEGREGORIO REGARDING DISSOLUTION (.30); ATTENTION TO ENTITY CLEAN-UP DOCUMENTS (.40)
DEGREGORIO	02/24/11	4.90	CORRESPOND WITH A. SINGER REGARDING STATUS OF CORPORATE DOCUMENTS (0.9); DRAFT RESOLUTIONS FOR APPOINTMENT OF OFFICERS (3.0); REVIEW CHARTER DOCUMENTS OF CERTAIN DEBTOR ENTITIES (1.0)
MARTIN	02/24/11	2.20	REVIEW ENGAGEMENT PRECEDENT (0.4); REVIEW AND COMMENTS TO TRUST ENGAGEMENT LETTER (0.8); REVIEW TRUST DOCUMENTS (0.5); ATTENTION TO EFFECTIVE DATE ISSUES (0.5)
OZAWA	02/24/11	1.70	REVIEW AND REVISE INDIVIDUAL OFFER LETTERS FOR EMPLOYEES (0.8); REVIEW AND ANALYZE COMMENTS TO OFFER LETTER FOR A. HOLDERER (0.4); TELEPHONE CONFERENCES WITH J. BRICKNER AND L. PARK REGARDING THE SAME (0.5)
SINGER	02/24/11	8.80	REVIEW SERVICES AGREEMENT AND DRAFT SUMMARY EMAIL (.7); EMAIL DEBTORS AND R. SCHWARTZ REGARDING 1099 ISSUE WITH FDIC (.9); EMAIL AND PHONE CORRESPONDENCE REGARDING CLEANUP AND DISSOLUTION OF ENTITIES PRE OR POST-EFFECTIVE DATE (2.2); REVIEW AND PROVIDE COMMENTS ON FTI ENGAGEMENT AGREEMENT (1.1); REVIEW AND DISCUSS EMPLOYEE LETTERS (.8); DRAFT AND REVISE INDEPENDENT TAB MEMBER AGREEMENT (1.6); DISCUSS NEXT STEPS FOR BANK ACCOUNTS WITH FTI (.4); REVIEW REVISED CERTIFICATES OF DISSOLUTION (.3); DISCUSS FILING OF CORPORATE DOCUMENTS ON EFFECTIVE DATE (.4); DISCUSS BOARD RESOLUTIONS (.4);
KAY	02/24/11	.40	TELEPHONE CONFERENCE WITH A. OZAWA REGARDING PLAN ISSUES
LOFASO	02/24/11	3.30	REVIEW NEVADA CORPORATION LAWS (2.2); PREPARE RESOLUTIONS (1.1)
HIRSCH	02/24/11	.80	SEARCH PENNSYLVANIA CORPORATE LAW FOR A PROVISION THAT INDICATES THAT DIRECTORS, BY UNANIMOUS CONSENT,

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HAVE TO ELECT CERTAIN OFFICERS --
 UTILIZING CCH -- FOR MS HEATHER
 DEGREGORIO

BARBY	02/25/11	.10	REVIEW REGARDING FORM 8-K
BRICKNER	02/25/11	.70	REVIEW 8-K COMMENTS
MALIONEK	02/25/11	1.30	CONFERENCES AND EMAILS WITH R. SCHWARTZ REGARDING PLAN RETENTION ISSUES
SCHWARTZ	02/25/11	.20	EMAILS WITH A. SINGER AND L&W TEAM RE: FOLLOW UP ON MOLI STATUS
SCHWARTZ	02/25/11	.40	TELEPHONE CALL AND EMAILS WITH A. SINGER RE: DISCUSSION OF A/R SERVICING AND ALLOCATION ISSUES
SCHWARTZ	02/25/11	.30	REVIEW OF DRAFT NOTICE OF EFFECTIVE DATE CIRCULATED BY WEIL
SCHWARTZ	02/25/11	.30	EMAILS WITH COZEN AND FTI RE: SPECIAL COUNSEL RETENTION ISSUES RELATED TO TRUSTEE
SCHWARTZ	02/25/11	.50	REVIEW AND MARK UP DRAFT EFFECTIVE DATE 8K CIRCULATED BY WEIL (0.3); EMAILS WITH L&W AND FTI TEAMS RE: SAME (0.2)
SCHWARTZ	02/25/11	1.00	MULTIPLE TELEPHONE CALLS AND EMAILS WITH A. SINGER AND L&W TEAM RE: CORPORATE RESOLUTION, BOARD AND OTHER ISSUES RELATED TO EFFECTIVE DATE GOVERNANCE AT SURVIVING ENTITIES
SCHWARTZ	02/25/11	1.30	MULTIPLE TELEPHONE CALLS AND EMAILS WITH R. MALIONEK, A. SINGER, R. LEMONS AND V. VRON RE: DISCUSSION AND ASSESSMENT OF POTENTIAL PLAN MODIFICATIONS AND NEXT STEPS RELATED TO SAME
SCHWARTZ	02/25/11	1.00	REVIEW OF PARTICULAR PLAN PROVISIONS AND ASSESSMENT OF POTENTIAL TECHNICAL PLAN MODIFICATIONS TO RESOLVE POSSIBLE ISSUES
SCHWARTZ	02/25/11	.40	FOLLOW UP EMAILS WITH L&W, FTI, WEIL AND DEBTORS RE: A/R ALLOCATION ISSUES
ZUCCARO	02/25/11	1.30	TELEPHONE CONFERENCE A. SINGER REGARDING ACCOUNTANTS (.1); TELEPHONE CONFERENCE H. DEGREGORIO REGARDING ENTITY CLEAN-UP PROCESS AND RESOLUTIONS (.4); ATTENTION TO 8-K

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(.3); TELEPHONE CONFERENCE A. SINGER REGARDING 8-K (.3); TELEPHONE CONFERENCE H. DEGREGORIO REGARDING ENTITY CLEAN-UP/BOARD APPOINTMENTS (.1) TELEPHONE CONFERENCE A SINGER REGARDING 8-K (.1)

DEGREGORIO	02/25/11	6.20	DRAFT SECOND AMENDMENT TO OPERATING AGREEMENT (1.0); PARTICIPATE IN STATUS CALL REGARDING CLOSING (1.0); CORRESPOND WITH A. SINGER REGARDING OPEN ITEMS (1.0); REVISE OFFICE APPOINTMENT RESOLUTIONS (2.0); CORRESPOND WITH WEIL REGARDING THE SAME (0.2); PREPARE COMMENTS TO BOARD RESOLUTIONS (1.0)
KAY	02/25/11	2.80	REVISE OFFER OF EMPLOYMENT LETTERS; TELEPHONE CONFERENCE WITH A. OZAWA REGARDING PLAN ISSUES
MARTIN	02/25/11	1.00	CONFERENCE CALL TO DISCUSS CLOSING AND EFFECTIVE DATE ISSUES (0.7); REVIEW 8-K REGARDING PLAN (0.3)
OZAWA	02/25/11	3.00	REVIEW AND REVISE INDIVIDUALIZED OFFER LETTERS (1.3); TELEPHONE CONFERENCE WITH K. KAY REGARDING THE SAME (0.3); REVIEW AND REVISE 8-K FOR CHANGE IN CONTROL ISSUES (0.8); CONTACT D. BARBY AND J. BRICKNER REGARDING THE SAME (0.2); TELEPHONE CONFERENCE WITH A. SINGER REGARDING 8-K (0.4)
SINGER	02/25/11	7.70	REVIEW EMAIL REGARDING 1099 INT TAX ISSUE (.2); DISCUSS BANK ACCOUNT ISSUES (.7); DISCUSS ALLOCATION OF CASH TO REORGANIZED ADVANTA AND ALLOCATION OF CREDIT CARD ACCOUNTS RECEIVABLES (1.3); DISCUSS AND REVISE RESOLUTIONS TO APPOINT DIRECTORS AND OFFICERS WITH INTERNAL TEAM, FTI AND DEBTORS (2.0); DEAL WITH ADVANTA CAPITAL TRUST I ISSUE (1.1); DRAFT AND REVISE ENGAGEMENT AGREEMENTS (.7); REVIEW AND PROVIDE COMMENTS TO 8-K AND COORDINATE COMMENTS OTHER TEAM MEMBERS (1.3); DISCUSS NEXT STEPS FOR MOLI AMENDMENT (.4)
O'CALLAGHAN	02/25/11	3.40	REVISE CERTIFICATES OF TRUST (0.8); CALL CT CORPORATION FOR QUESTIONS ABOUT EFFECTIVE DATE AND PRE-CLEARANCE (1); INCORPORATE COMMENTS FROM CT CORPORATION INTO DRAFT OF CERTIFICATES OF TRUST (1.6)

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MALIONEK	02/26/11	3.20	CONFERENCES AND EMAILS WITH R. SCHWARTZ REGARDING CAUSES PLAN RETENTION ISSUES (1.2); REVIEW AND ANALYZE SAME (2.0) - 3.2
SCHWARTZ	02/26/11	1.00	TELEPHONE CALLS AND EMAILS WITH R. LEMONS RE: DISCUSSION OF POTENTIAL TECHNICAL PLAN MODIFICATIONS AND NEXT STEPS RELATED TO SAME
SCHWARTZ	02/26/11	.50	CONFERENCE CALL WITH A. SINGER AND FTI RE: DISCUSSION OF STATUS OF TRUSTEE AND TAB INSURANCE ISSUES AND OTHER MISCELLANEOUS ISSUES IN CONNECTION WITH EFFECTIVE DATE
SCHWARTZ	02/26/11	1.00	FURTHER REVIEW AND ASSESSMENT OF PROPOSED PLAN MODIFICATION
SCHWARTZ	02/26/11	.30	TELEPHONE CALL AND EMAILS WITH R. MALIONEK RE: DISCUSSION OF POTENTIAL TECHNICAL PLAN MODIFICATIONS
SCHWARTZ	02/26/11	.60	MULTIPLE EMAILS WITH A. SINGER, A. GOLDBERG AND R. MALIONEK RE: POTENTIAL PLAN MODIFICATION AND CONSIDERATION OF ISSUES RELATED TO SAME
SCHWARTZ	02/26/11	.30	MULTIPLE EMAILS WITH A. SINGER AND FTI RE: TRUSTEE AND TAB INSURANCE ISSUES RELATED TO EFFECTIVE DATE
DEGREGORIO	02/26/11	2.00	CORRESPOND WITH A. SINGER REGARDING OPEN ITEMS (0.5); CORRESPOND WITH WEIL REGARDING OPEN ITEMS (0.5); REVIEW ORGANIZATIONAL DOCUMENTS (1.0)
SINGER	02/26/11	4.00	PREPARE FOR EFFECTIVE DATE INCLUDING: REVIEW OF OFFICE APPOINTMENT RESOLUTIONS (.2); REVIEW AND CONSIDERATION OF PLAN AMENDMENT ISSUE (2.3); REVIEW OF D&O INSURANCE POLICIES (.5); DISCUSS TIMING FOR FILING OF CERTIFICATIONS (.5); AND REVISE ENGAGEMENT LETTER (.5)
SCHWARTZ	02/27/11	.40	MULTIPLE EMAILS WITH A. SINGER AND L&W TEAM RE: STATUS OF COMPLETION OF CORPORATE GOVERNANCE DOCUMENTS IN CONNECTION WITH PREPARATION FOR EFFECTIVE DATE
SCHWARTZ	02/27/11	.80	MULTIPLE EMAILS WITH L&W TEAM AND WEIL RE: PROPOSED PLAN MODIFICATIONS AND NEXT STEPS RE: FILING PROCESS FOR MODIFIED PLAN

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SCHWARTZ	02/27/11	.30	EMAILS WITH A. SINGER RE: 8K ISSUES AND REVISIONS TO SAME
SCHWARTZ	02/27/11	.50	MULTIPLE EMAILS WITH L&W AND FTI TEAMS RE: TRUST AND TRUSTEE INSURANCE COVERAGE ISSUES
DEGREGORIO	02/27/11	2.00	REVIEW OFFICER APPOINTMENT RESOLUTIONS (1.0); REVISE AMENDMENT TO OPERATING AGREEMENT (0.6); CORRESPOND WITH A. SINGER REGARDING OPEN ITEMS (0.4)
SINGER	02/27/11	2.60	PREPARE FOR EFFECTIVE DATE: DISCUSS CHANGES TO PLAN (.7); DISCUSS CERTIFICATIONS OF TRUST (.7); DISCUSS INSURANCE FOR D&O (.7); AND DISCUSS MOLI (.5)
BRICKNER	02/28/11	.70	COMMENTS ON CAUSE DEFINITION IN OFFER LETTERS
SCHWARTZ	02/28/11	.50	EMAILS AND TELEPHONE CALLS WITH A. SINGER RE: STATUS AND REVIEW OF AS FILED MODIFIED PLAN DOCUMENTS AND ISSUES RELATED TO SAME
SCHWARTZ	02/28/11	.50	CONFERENCE CALL WITH FTI, L&W AND DRINKER TEAMS RE: AGENDA FOR COMMITTEE AND TAB CALLS AND DISCUSSION OF OPEN ISSUES AND TASKS RELATED TO EFFECTIVE DATE
SCHWARTZ	02/28/11	.30	REVIEW OF EFFECTIVE DATE FUNDS FLOW ANALYSIS PREPARED BY FTI
SCHWARTZ	02/28/11	.30	EMAILS WITH FTI AND L&W TEAMS RE: AR AND CASH ALLOCATION ISSUES RELATED TO TRUSTS
SCHWARTZ	02/28/11	.40	MULTIPLE EMAILS AND TELEPHONE CALLS WITH A. SINGER RE: FINAL RESOLUTION OF MOLI ISSUES IN CONNECTION WITH EFFECTIVE DATE
SCHWARTZ	02/28/11	.70	MULTIPLE EMAILS AND CONFERENCE CALLS WITH L&W, WEIL, FTI AND ADVANTA RE: 8K ISSUES AND FINALIZING OF SAME
SCHWARTZ	02/28/11	.30	PARTICIPATE ON COMMITTEE CALL RE: EFFECTIVE DATE ISSUES
SCHWARTZ	02/28/11	.80	REVIEW AND MARK UP OF REVISED VERSION OF INDEPENDENT TAB MEMBER ENGAGEMENT LETTER (0.5); EMAILS AND TELEPHONE CALLS WITH A. SINGER AND C. MARTIN RE: SAME (0.3)

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SCHWARTZ	02/28/11	.60	PARTICIPATE ON UPDATE CALL WITH TAB RE: DISCUSSION OF VARIOUS ISSUES IN CONNECTION WITH EFFECTIVE DATE AND ACTION PLAN FOR MOVING FORWARD ON THE CASES
SCHWARTZ	02/28/11	.30	TELEPHONE CALL WITH R. LEMONS RE: DISCUSSION OF 8K AND OTHER EFFECTIVE DATE ISSUES
SCHWARTZ	02/28/11	.50	MULTIPLE FOLLOW UP EMAILS WITH A. SINGER RE: STATUS OF VARIOUS CPS RELATED TO EFFECTIVE DATE AND SATISFACTION OF SAME
SCHWARTZ	02/28/11	.50	REVIEW AND EDIT REVISED VERSION OF FTI TRUSTEE ENGAGEMENT LETTER
SCHWARTZ	02/28/11	2.00	MULTIPLE TELEPHONE CALLS, EMAILS AND CONFERENCE CALLS WITH L&W AND FTI TEAMS RE: STATUS OF INSURANCE COVERAGE FOR TRUSTS AND TRUSTEES AND VARIOUS OPEN ISSUES RELATED TO SCOPE AND TIMING FOR COVERAGE AND EFFECTIVE DATE ISSUES (1.5); REVIEW OF COVERAGE MATERIALS FORWARDED BY FTI (0.5)
ZUCCARO	02/28/11	1.20	TELEPHONE CONFERENCE WEIL REGARDING SEC FILING (.30); TELEPHONE CONFERENCE A. SINGER (.20); ATTENTION TO FORM 15 ISSUES (.40); TELEPHONE CONFERENCE WEIL REGARDING 8-K (.30)
ROJE	02/28/11	1.80	PREPARE FOR AND ATTEND TELECONFERENCE WITH COUNSEL FOR ALIC REGARDING MOLI ISSUES (0.7); EMAILS WITH TEAM REGARDING MOLI ISSUES (0.5); REVIEW AND REVISE MOLI POLICY AMENDMENTS AND ASSIGNMENT DOCUMENTS (0.6)
DEGREGORIO	02/28/11	5.10	REVISE FORM OF RESOLUTIONS; (1.0); PARTICIPATE IN CLOSING CHECKLIST CALL (1.0); REVIEW AND PREPARE COMMENTS TO TRUSTEE APPOINTMENT (1.0); CORRESPOND WITH R. ZUCCARO AND A. SINGER REGARDING STATUS OF PLAN ITEMS (2.1)
KAY	02/28/11	1.20	TELEPHONE CONFERENCE WITH A. OZAWA REGARDING PLAN ISSUES
MARTIN	02/28/11	3.00	REVIEW CLOSING DOCUMENTS FOR TRUST (0.8); CLOSING CALL WITH WEIL (0.8); CLOSING CALL AMONG COMMITTEE PROFESSIONALS (0.5); COMMITTEE CALL (.3); TAB CALL TO DISCUSS PLAN EFFECTIVENESS (0.6)

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OZAWA	02/28/11	1.40	REVIEW AND REVISE INDIVIDUAL OFFER LETTERS (1.0); TELEPHONE CONFERENCES WITH LW TEAM AND A. SCRUTON REGARDING THE SAME (0.4)
ROCK	02/28/11	1.90	REVIEW AMCUSA PURCHASE AND SALE AGREEMENT REGARDING DESIGNATION OF DUTIES TO CHASE (.3); EMAIL CORRESPONDENCE TO A. ROJE AND A. SINGER REGARDING ADMINISTRATIVE DUTIES ALREADY TRANSFERRED TO CHASE UNDER THE PURCHASE AND SALE AGREEMENT (.2); ATTEND CONFERENCE CALL REGARDING ASSIGNMENT OF MORTGAGE LIFE INSURANCE POLICY TO AMCUSA LIQUIDATION TRUST (.3); REVIEW AND EDIT DRAFT AMENDMENT AND ASSIGNMENT DOCUMENTS (.7); EMAIL CORRESPONDENCE TO A. ROJE REGARDING REVIEW AND EDITS TO DRAFT AMENDMENT AND ASSIGNMENT DOCUMENTS (.1); EMAIL CORRESPONDENCE TO N. CORBETT OF SIDLEY AUSTIN REGARDING DOCUMENTATION OF THE SALE TO CHASE OF THE ASSETS OF AMCUSA (.3)
SINGER	02/28/11	12.80	CONDUCT ALL CPS FOR PLAN EFFECTIVENESS AND FINALIZE MOLI ISSUE, INSURANCE, ENGAGEMENT AGREEMENTS, CERTIFICATES, RESOLUTIONS AND CONCOMITANT ORGANIZATION OF PROFESSIONALS AND DEBTORS
O'CALLAGHAN	02/28/11	4.20	MAKE REVISIONS TO CERTIFICATES OF TRUST AS PER H. DEGREGORIO AND C. GREAR'S COMMENTS (2.0); BREAK OUT SIGNATURE PAGES FOR RESOLUTIONS (.8); CREATE FULLY EXECUTED VERSIONS OF DOCUMENTS (1.2); COORDINATE FILING OF CERTIFICATES OF TRUST (0.)

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
D W BARBY	01213	1.50	995.00	1,492.50	PARTNER
J W BRICKNER	00739	9.10	995.00	9,054.50	PARTNER
R J MALIONEK	06779	6.50	810.00	5,265.00	PARTNER
B D PELTZ	04903	2.70	995.00	2,686.50	PARTNER
D S RAAB	01848	2.30	995.00	2,288.50	PARTNER
R G SCHWARTZ	04913	104.80	920.00	96,416.00	PARTNER
J D SHYER	00870	5.30	990.00	5,247.00	PARTNER
RA ZUCCARO	00993	6.90	995.00	6,865.50	PARTNER
AA ROJE	07140	12.80	785.00	10,048.00	COUNSEL
J F NOLL	07300	4.00	765.00	3,060.00	ASSOCIATE, SR.
H M DEGREGORIO	71378	24.40	600.00	14,640.00	ASSOCIATE, JR.
J E GLASSER	08346	5.20	515.00	2,678.00	ASSOCIATE, JR.
K D KAY	72171	6.20	450.00	2,790.00	ASSOCIATE, JR.
J A LEVY	71944	23.30	450.00	10,485.00	ASSOCIATE, JR.

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C M MARTIN	71406	44.30	600.00	26,580.00	ASSOCIATE, JR.
A T OZAWA	04636	36.00	630.00	22,680.00	ASSOCIATE, JR.
K M ROCK	71963	9.60	515.00	4,944.00	ASSOCIATE, JR.
A M SINGER	71423	158.60	600.00	95,160.00	ASSOCIATE, JR.
G J LOFASO	14080	9.00	335.00	3,015.00	PARALEGAL
Y LOZOVATSKAYA	17240	1.50	185.00	277.50	PARALEGAL
K J O'CALLAGHAN	17239	7.60	185.00	1,406.00	PARALEGAL
M T HERNANDEZ	08762	.70	275.00	192.50	PROF STAFF
A J HIRSCH	08763	.80	295.00	236.00	PROF STAFF
		483.10		327,507.50	

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CLIENT: 047606
 COMM OF ADVANTA CORP.
 MATTER: 047606-0010

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: Hearings

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SCHWARTZ	02/10/11	2.30	WORKING TRAVEL TIME TO DELAWARE FOR CONFIRMATION HEARING
SCHWARTZ	02/10/11	1.50	MEET AT DRINKER OFFICES RE: PREPARATION FOR CONFIRMATION HEARING
SCHWARTZ	02/10/11	2.00	ATTEND AND PARTICIPATE IN CONFIRMATION HEARING
MARTIN	02/10/11	7.50	PREPARE FOR AND ATTEND CONFIRMATION HEARING (7); FOLLOW UP REGARDING SAME (0.5)
SINGER	02/10/11	6.00	PREPARE FOR AND ATTEND PLAN CONFIRMATION HEARING INCLUDING THE NEGOTIATION OF REVISED LANGUAGE THE FOR CONFIRMATION ORDER

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	5.80	920.00	5,336.00	PARTNER
C M MARTIN	71406	7.50	600.00	4,500.00	ASSOCIATE, JR.
A M SINGER	71423	6.00	600.00	3,600.00	ASSOCIATE, JR.
		19.30		13,436.00	

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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0012

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: NON WORKING TRAVEL TIME

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SCHWARTZ	02/10/11	2.30	NON-WORKING TRAVEL TIME RETURN TRIP TO CONNECTICUT
MARTIN	02/10/11	3.00	TRAVEL TO AND FROM CONFIRMATION HEARING IN DELAWARE
SINGER	02/10/11	3.00	TRAVEL TO AND FROM CONFIRMATION HEARING

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	2.30	460.00	1,058.00	PARTNER
C M MARTIN	71406	3.00	300.00	900.00	ASSOCIATE, JR.
A M SINGER	71423	3.00	300.00	900.00	ASSOCIATE, JR.
		8.30		2,858.00	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
COMM OF ADVANTA CORP.
MATTER: 047606-0015

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: FEE APPLICATION PREPARATION

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
MARTIN	02/01/11	.50	REVIEW FEE APPLICATION
LOZOVATSKAYA	02/01/11	.20	EMAIL FEE APPLICATION TO LOCAL COUNSEL AND CORRESPONDENCE REGARDING SAME
LOZOVATSKAYA	02/02/11	.10	EMAIL CORRESPONDENCE WITH LOCAL COUNSEL REGARDING DECEMBER FEE APPLICATION
SINGER	02/03/11	.20	REVIEW DEBTORS' MOTION REGARDING INTERIM FEE APPLICATIONS
LOZOVATSKAYA	02/15/11	1.70	INITIAL MARKUP OF JANUARY PROFORMAS
LOZOVATSKAYA	02/16/11	.70	FINISH PROFORMA REVIEW
LOZOVATSKAYA	02/17/11	1.00	PHONE CALL WITH S. SCHADE REGARDING JANUARY FEE APPLICATION PROCESS (0.30); ASSEMBLE SEPTEMBER AND OCTOBER EXPENSE DETAILS AND EMAIL REGARDING SAME (0.70)
SCHWARTZ	02/22/11	2.00	REVIEW AND EDIT JANUARY PRO FORMA BILLING STATEMENTS
MARTIN	02/24/11	.50	ATTEND TO BILLING AND ADMIN MATTERS
LOZOVATSKAYA	02/24/11	2.60	DRAFT AND REVISE JANUARY INVOICE AND MEETING AND EMAIL CORRESPONDENCE WITH S. SCHADE AND C. MARTIN REGARDING SAME
MARTIN	02/25/11	.50	ATTEND TO BILLING IN ADMIN MATTERS
LOZOVATSKAYA	02/25/11	.20	EMAILS WITH C. MARTIN REGARDING DECEMBER CNOS AND FEE APPLICATION
MARTIN	02/28/11	.80	REVIEW FINAL INVOICE
SINGER	02/28/11	.20	SEND EMAIL TO TEAM ABOUT NEXT STEPS FOR BILLING
LOZOVATSKAYA	02/28/11	2.10	DRAFT JANUARY FEE APPLICATION

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<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	2.00	920.00	1,840.00	PARTNER
C M MARTIN	71406	2.30	600.00	1,380.00	ASSOCIATE, JR.
A M SINGER	71423	.40	600.00	240.00	ASSOCIATE, JR.
Y LOZOVATSKAYA	17240	8.60	185.00	1,591.00	PARALEGAL
		13.30		5,051.00	

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CLIENT: 047606
COMMITTEE OF ADVANTA CORP.
MATTER: 047606-0017
Claims

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: Claims Analysis and Employee

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
MALIONEK	02/01/11	1.10	CONFERENCES WITH R. SCHWARTZ AND J. GLASSER REGARDING TAB LITIGATION PRESENTATION (0.7); REVIEW AND EMAILS REGARDING CONFIRMATION ORDER (0.2); EMAILS WITH J. GLASSER REGARDING DEBTORS' DOCUMENTS (0.2) - 1.1
GLASSER	02/01/11	1.90	REVIEW AND ANALYZE DILIGENCE FROM DEBTORS IN CONNECTION WITH INVESTIGATION OF AFFIRMATIVE CLAIMS AGAINST FORMER OFFICERS AND DIRECTORS AND THE ALTER AND ROSSOFF CLAIMS (1.3); CORRESPONDENCE WITH R. MALIONEK REGARDING SAME (.6)
LEVY	02/01/11	4.10	CONDUCT RESEARCH INTO ISSUES CONCERNING SERP & SEIP AND EXECUTORY CONTRACTS (2.1); DRAFT SUMMARY OF RESEARCH FINDINGS (1.8); E-MAIL SUMMARY ALONG WITH RESEARCH TO SUPERVISOR (0.2)
SINGER	02/01/11	2.00	REVIEW SUMMARY OF FINDINGS FROM DOCUMENT REVIEW (.8); REVIEW RESEARCH REGARDING CLASSIFICATION OF CLAIMS OF DIRECTORS AND OFFICERS AND EXTEND UPON RESEARCH (1.2)
MALIONEK	02/03/11	.30	EMAILS WITH J. GLASSER REGARDING LITIGATION PRESENTATION AND MERCER
GLASSER	02/03/11	.10	COMMUNICATION WITH R. MALIONEK REGARDING DILIGENCE FROM DEBTORS AND INVESTIGATION OF AFFIRMATIVE CLAIMS
GLASSER	02/04/11	.60	CORRESPONDENCE WITH TECHNOLOGY IN PRACTICE REGARDING ELECTRONIC REVIEW OF RECENT DILIGENCE RECEIVED FROM DEBTORS (.2); CORRESPONDENCE WITH FTI REGARDING DILIGENCE FROM DEBTORS IN CONNECTION WITH INVESTIGATION OF AFFIRMATIVE CLAIMS (.2); CORRESPONDENCE WITH MERCER REGARDING PRODUCTION OF DOCUMENTS IN CONNECTION WITH PRELIMINARY INVESTIGATION OF AFFIRMATIVE CLAIMS (.1); CORRESPONDENCE WITH R. MALIONEK REGARDING DILIGENCE RECEIVED FROM DEBTORS (.1)

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SARR	02/04/11	.50	COORDINATE TECHNICAL TASKS OF THE ELECTRONIC FILE CONVERSION OF THE ADDITIONAL DOCUMENTS RELATED TO THE DILIGENCE RESPONSE SOURCES DATA INTO CONCORDANCE DATABASE FOR ATTORNEY DOCUMENT REVIEW (0.4); EMAIL WITH MS. CAMBEIRO OF VENDOR COMPLETE DOCUMENTS SOURCES RE: SPECIFICATIONS OF THE ELECTRONIC FILE CONVERSION OF THE ADDITIONAL DATA SETS (0.1)
GLASSER	02/07/11	.10	CORRESPONDENCE WITH L. PARK REGARDING DILIGENCE FROM DEBTORS IN CONNECTION WITH INVESTIGATION OF AFFIRMATIVE CLAIMS
BARBY	02/10/11	.10	REVIEW REGARDING SEP AND EXECUTIVE CLAIM ISSUES
GLASSER	02/11/11	4.30	DRAFT POWERPOINT PRESENTATION ON CLAIMS ANALYSIS IN PREPARATION FOR UPCOMING TAB MEETING (4.1); COMMUNICATION WITH A. OZAWA AND A. SINGER REGARDING SAME (.2)
OZAWA	02/11/11	4.10	DRAFT AND REVISE PRESENTATION TO TRUST ADVISORY BOARD REGARDING EXECUTIVE CLAIMS (4.1)
BARBY	02/13/11	2.20	REVIEW AND EMAILS REGARDING SERP/SEIP CLAIM SLIDES
MALIONEK	02/13/11	.20	EMAILS REGARDING TAB DRAFT PRESENTATION
GLASSER	02/13/11	2.00	DRAFT PRESENTATION REGARDING POTENTIAL CLAIMS IN PREPARATION FOR TAB MEETING
OZAWA	02/13/11	4.00	REVIEW AND REVISE PRESENTATION TO TRUST ADVISORY BOARD REGARDING EXECUTIVE CLAIMS (2.5); REVIEW AND ANALYZE EXECUTIVE CLAIMS AND RELATED EMPLOYEE BENEFIT PLANS (1.5)
BARBY	02/14/11	.90	REVIEW REGARDING EXECUTIVE CLAIM OUTLINE
BRICKNER	02/14/11	1.40	TAB PRESENTATION REVIEW AND COMMENT
MALIONEK	02/14/11	5.70	REVIEW AND REVISE TAB LITIGATION PRESENTATION AND PREP FOR SAME
GLASSER	02/14/11	7.60	RESEARCH AND ANALYSIS OF CLAIMS IN CONNECTION WITH PREPARING TAB PRESENTATION (2.5); PREPARE AND REVISE POWERPOINT PRESENTATION FOR

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			TAB MEETING (4.5); COMMUNICATION WITH A. SINGER AND R. MALIONEK REGARDING SAME (.6)
OZAWA	02/14/11	1.10	REVIEW AND REVISE PRESENTATION TO TRUST ADVISORY BOARD REGARDING EXECUTIVE CLAIMS (1.1)
BARBY	02/15/11	2.20	REVIEW REGARDING SERP AND SEIP CLAIM ISSUES; TELECONFERENCE REGARDING SERP AND SEIP CLAIM ISSUES
MALIONEK	02/15/11	6.00	TAB LITIGATION PRESENTATION AND PREP, FOLLOW-UP REGARDING SAME
MALIONEK	02/16/11	.60	CONFERENCE WITH J. GLASSER REGARDING DOCUMENT REVIEW PREPARATIONS AND REVIEW BACKGROUND REGARDING SAME (0.6)
GLASSER	02/16/11	.20	COMMUNICATION WITH R. MALIONEK REGARDING FOLLOW-UP ISSUES FROM TAB MEETING IN PREPARATION FOR PRELIMINARY INVESTIGATION
GLASSER	02/17/11	.10	COMMUNICATION WITH A. SINGER AND J. LEVY REGARDING INVESTIGATION OF AFFIRMATIVE CLAIMS AND THE ALTER AND ROSOFF CLAIMS AGAINST THE ESTATES
LEVY	02/17/11	2.80	MEET WITH A. SINGER AND R. MALIONEK TO DISCUSS CONFIDENTIALITY AGREEMENT(0.6); DRAFT CONFIDENTIALITY AGREEMENT(1.6); EDIT DRAFT OF CONFIDENTIALITY AGREEMENT(0.5); E-MAIL EDITED CONFIDENTIALITY AGREEMENT TO R. MALIONEK (0.1)
SINGER	02/17/11	2.00	DRAFT AND REVIEW NDA;
GLASSER	02/18/11	.10	CORRESPONDENCE WITH R. MALIONEK REGARDING DOCUMENT COLLECTION ISSUES
GLASSER	02/21/11	.50	CORRESPONDENCE WITH FTI REGARDING COLLECTION OF DATA FROM DEBTORS (.2); RESEARCH AND ANALYZE DATA COLLECTION ISSUES (.3)
MALIONEK	02/22/11	.40	CONFERENCES AND EMAILS WITH J. GLASSER REGARDING LITIGATION PLANNING AND BUDGETING
GLASSER	02/22/11	1.50	INVESTIGATION REGARDING DOCUMENT REVIEW ISSUES (.4); CALL WITH J. PERAZZALLI REGARDING DISCOVERY ISSUES (.5); CORRESPONDENCE WITH R.

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MALIONEK REGARDING SAME (.6)

SARR	02/22/11	.50	EMAIL AND TELECONFERENCE WITH MS. GLASSER RE: VENDORS' COST ESTIMATE OF PROCESSING AND HOSTING DATA INTO RELATIVITY ON-LINE REVIEW DATABASE (.2); EMAIL WITH MR. DAZ OF VENDOR COMPLETE DOCUMENTS SOURCES RE: COST ESTIMATE OF PROCESSING AND HOSTING DATA INTO RELATIVITY ON-LINE REVIEW DATABASE; EMAIL AND TELECONFERENCE WITH MR. STEVENS OF VENDORTRANSPERFECT RE: COST ESTIMATE OF PROCESSING AND HOSTING DATA INTO RELATIVITY ON-LINE REVIEW DATABASE (.2); EMAIL WITH MS. MANTEY OF VENDOR ENCORE RE: COST ESTIMATE OF PROCESSING AND HOSTING DATA INTO RELATIVITY ON-LINE REVIEW DATABASE (.1)
BARBY	02/23/11	.10	REVIEW REGARDING BOARD APPOINTMENT ISSUES
BRICKNER	02/23/11	1.00	ATTENTION TO CHANGE IN CONTROL AND DIRECTOR ISSUES
MALIONEK	02/23/11	.50	EMAILS REGARDING LITIGATION HOLD (0.2); EMAILS REGARDING DOCUMENT REVIEW PREPARATIONS (0.3)
GLASSER	02/23/11	1.70	CORRESPONDENCE WITH FTI AND LATHAM'S DISCOVERY EXPERTS REGARDING DISCOVERY ISSUES AND ADVANTA'S IT STRUCTURE (.5); CORRESPONDENCE WITH LATHAM TEAM AND WEIL REGARDING LITIGATION HOLDS ISSUED BY ADVANTA IN CONNECTION WITH BANKRUPTCY PROCEEDINGS (.9); CORRESPONDENCE WITH L. PARK AND R. MALIONEK REGARDING PRESERVATION OF ADVANTA DATABASES (.3)
SINGER	02/23/11	.10	EMAIL CORRESPONDENCE REGARDING LITIGATION HOLD AT DEBTORS;
MALIONEK	02/24/11	1.30	IT CALL REGARDING LITIGATION HOLDS AND DOCUMENT REVIEW (0.3); CONFERENCES AND EMAILS WITH J. GLASSER REGARDING SAME (0.7); EMAILS WITH A. SINGER REGARDING ARBITRATION CLAUSE (0.3) - 1.3
GLASSER	02/24/11	3.00	PREPARE FOR AND PARTICIPATE IN CALL WITH ADVANTA EMPLOYEES, ADVANTA'S IT CONSULTANT AND FTI REGARDING ADVANTA'S IT STRUCTURE AND DISCOVERY ISSUES (1.3); CALL WITH LATHAM DISCOVERY SPECIALISTS REGARDING ADVANTA'S IT STRUCTURE

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AND DISCOVERY ISSUES (.3);
 COMMUNICATION WITH R. MALIONEK
 REGARDING SAME (.2); REVIEW AND
 ANALYZE ADVANTA'S LITIGATION HOLDS
 AND OTHER DISCOVERY RELATED
 MATERIALS (1.0); CORRESPONDENCE WITH
 L. PARK REGARDING ADVANTA'S
 EMPLOYEE LIST IN CONNECTION WITH
 DISCOVERY ISSUES (.2)

SINGER	02/24/11	.70	ATTEND DOCUMENT REVIEW PREPARATION SESSION
PERAZZELLI	02/24/11	1.80	CONFERENCE CALL WITH CLIENT TO DISCUSS DATA RETENTION AND COLLECTION ISSUES; PRE AND POST CALL INTERNAL LATHAM DISCUSSION REGARDING SAME
GLASSER	02/25/11	.20	COMMUNICATION WITH D. GAYNAIR REGARDING ANALYSIS OF HARD COPY DATA IN CONNECTION WITH INVESTIGATION OF POTENTIAL CLAIMS AGAINST ADVANTA'S OFFICERS AND DIRECTORS
GAYNAIR	02/25/11	3.40	REVIEW SPREADSHEETS LISTING BOXES HELD FOR DEBTORS' AND PERFORM SEARCHES TO IDENTIFY RELEVANT BOXES (1.5); SEARCH FOR VARIOUS TERMS FROM SPREADSHEETS AND IDENTIFY BOXES AND TOTAL BOXES OF EACH TERM (1.9)
PERAZZELLI	02/25/11	.60	EDIT ESI MEMORANDUM TO FILE
LEVY	02/26/11	.20	READ AND RESPOND TO E-MAIL REGARDING DRAFT NON DISCLOSURE AGREEMENT
SINGER	02/26/11	.10	EMAIL REGARDING DOCUMENT RETENTION
MALIONEK	02/27/11	.30	EMAILS WITH R. SCHWARTZ AND A. SINGER REGARDING REVISED CAUSES OF ACTION DEFINITION
GLASSER	02/27/11	.50	REVIEW AND ANALYZE MEMORANDUM REGARDING ADVANTA'S IT STRUCTURE AND DOCUMENT PRESERVATION ISSUES PREPARED BY LATHAM'S DISCOVERY SPECIALISTS; CORRESPONDENCE WITH R. MALIONEK REGARDING DISCOVERY ISSUES
LEVY	02/27/11	2.90	REVIEW CHANGES TO DRAFT NON DISCLOSURE AGREEMENT(0.4); EDIT DRAFT NON DISCLOSURE AGREEMENT(2.3); E-MAIL REVISED DRAFT TO A. SINGER FOR COMMENTS (0.2)

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MALIONEK	02/28/11	.50	CONFERENCE WITH R. SCHWARTZ REGARDING CAUSES OF ACTION (0.2); EMAILS WITH J. GLASSER REGARDING IT ISSUES (0.3)
GLASSER	02/28/11	.10	CORRESPONDENCE WITH L. PARK REGARDING FOLLOW-UP FROM IT CALL REGARDING DOCUMENT PRESERVATION AND OTHER DISCOVERY ISSUES

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
D W BARBY	01213	5.50	995.00	5,472.50	PARTNER
J W BRICKNER	00739	2.40	995.00	2,388.00	PARTNER
R J MALIONEK	06779	16.90	810.00	13,689.00	PARTNER
J E GLASSER	08346	24.50	515.00	12,617.50	ASSOCIATE, JR.
J A LEVY	71944	10.00	450.00	4,500.00	ASSOCIATE, JR.
A T OZAWA	04636	9.20	630.00	5,796.00	ASSOCIATE, JR.
A M SINGER	71423	4.90	600.00	2,940.00	ASSOCIATE, JR.
D GAYNAIR	14078	3.40	285.00	969.00	PARALEGAL
J L PERAZZELLI	71151	2.40	475.00	1,140.00	PROF STAFF
A SARR	90903	1.00	250.00	250.00	PROF STAFF
		80.20		49,762.00	

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LATHAM & WATKINS LLP

53rd at Third
885 Third Avenue
New York, New York 10022-4834
Tel: +1.212.906.1200 Fax: +1.212.751.4864
www.L&W.com

Tax identification No: 95-2018373

INVOICE

February 28, 2011

OFFICIAL UNSECURED CREDITORS' COMMITTEE
OF ADVANTA CORP.
STONEHILL CAPITAL
885 THIRD AVENUE
NEW YORK, NY 10022

REMITTANCE INSTRUCTIONS

WIRE TRANSFERS:

Bank: Citibank, Delaware
One Penn's Way
New Castle, DE 19720
ABA: 0311-00209
SWIFT: CITIUS33

CHECKS:

Latham & Watkins LLP
P.O. Box 7247-8181
Philadelphia, PA
19170-8181

Account Name: **Latham & Watkins LLP**
Account Number: **3911-7003**

Please identify your check or wire transfer with the following numbers:
Invoice No. 110602565
File No. 047606-0000

REMITTANCE COPY

Invoice Date

Invoice Number

Invoice Amount

Prior Billings:

Amounts Due on Prior Billings

Current Billing:

February 28, 2011

110602565

\$332,276.95

Balance Due

\$332,276.95

AMOUNT REMITTED:

\$ _____

Method of Payment:

CHECK

WIRE TRANSFER

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