

**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 9, 2010 at 4:00 p.m.
Hearing Date: Only if objections are filed**

**FIRST 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 NOVEMBER 19, 2009 THROUGH NOVEMBER 30, 2009**

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: November 19, 2009 through November 30, 2009

Amount of Compensation sought as actual, reasonable, and necessary: \$87,826.80 (80% of \$109,783.50)

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$18.00

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).

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
Mitchell A. Seider	Partner/22 years. Admitted 1987.	\$950.00	19	\$18,050.00
David Raab	Partner/21 years. Admitted 1988.	\$995.00	6.5	\$6,467.50
Roger G. Schwartz	Partner/12 years. Admitted 1997.	\$850.00	23	\$19,550.00
Melissa R.H. Hall	Associate/8 years. Admitted 2001.	\$620.00	19	\$11,780.00
Jocelyn F. Noll	Associate/7 years. Admitted 2002.	\$695.00	2.4	\$1,668.00
Orly C. Morgenstern	Associate/1 year. Admitted 2008.	\$505.00	32	\$16,362.00
Adam J. Goldberg	Associate/2 years. Admitted 2007.	\$530.00	15.8	\$8,374.00
Catherine M. Martin	Associate/1 year. Admitted /2008.	\$475.00	26.5	\$12,587.50
Aaron M. Singer	Associate/1 year. Admitted 2008.	\$475.00	18.80	\$8,930.00
Christopher D. Blickley	Associate/1 year. Admitted 2008.	\$425.00	8.1	\$3,442.50
Evan R. Thorn	Associate/less than 1 year. Admitted 2009.	\$475.00	2.7	\$1,147.50
Lauren S. Gaskill	Paralegal/2 years.	\$185.00	7.7	\$1,424.50
TOTAL			181.9	\$109,783.50

COMPENSATION BY PROJECT CATEGORY
NOVEMBER 19, 2009 THROUGH NOVEMBER 30, 2009

Project Category	Total Hours	Total Fees
Case Administration	14.9	\$6,796.00
Committee Meetings	54.9	\$36,820.50
Review and Summary of Pleadings	33.8	\$18,976.00
Tax	68.9	\$40,857.50
FDIC and Regulatory	3.8	\$2,024.50
Professional Retention	5.6	\$4,309.00
TOTAL	181.9	\$109,783.50

EXPENSE SUMMARY
NOVEMBER 19 THROUGH NOVEMBER 30, 2009

Expense Category	Total Expenses
Document Preparation	\$18.00
TOTAL	\$18.00

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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 First 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 November 19, 2009 through November 30, 2009 (the “Application”). By this Application, L&W seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$109,783.50 as compensation and \$18.00 for reimbursement of actual and necessary expenses for a total of \$109,801.50 for the period commencing November 19, 2009 through and including November 30, 2009 (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 \$109,783.50, representing 181.90 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 \$18.00.

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 \$18.00 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 \$109,783.50 for necessary professional services rendered and reimbursement of expenses in the amount of \$18.00, (ii) authorize the Committee to remit to L&W, in accordance with the Interim Compensation Order, \$87,826.80 (80% of \$109,783.50) for necessary professional services rendered and \$18.00 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: January 20, 2010
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

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)
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Debtors.) (Jointly Administered)

**Objection Deadline: February 9, 2010 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 *First 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 November 19, 2009 Through November 30, 2009* (the “Application”), which seeks approval of Latham’s request for compensation for the professional services rendered in the amount of \$109,783.50 and reimbursement for the expenses it incurred in the amount of \$18.00 during the period from November 19, 2009 Through November 30, 2009.

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 9, 2010** (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.).

PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS [DOCKET NO. 112], 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: January 20, 2010

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

*Proposed Counsel for the
Committee of Unsecured Creditors*

EXHIBIT A

[L&W Invoice]

Tax identification No: 95-2018373

INVOICE

November 30, 2010

Advanta Corp
c/o Official Committee of Unsecured
Creditors of Advanta Corp

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. 90615394
File No. 047606-0000

The following is a summary of services rendered November 1, 2009 through November 30, 2009:

NAME	TITLE	HOURS	RATE	AMOUNT
SEIDER, MITCHELL A	PARTNER, SR.	19.00	950.00	18,050.00
RAAB, DAVID S	PARTNER, SR.	6.50	995.00	6,467.50
HALL, MELISSA R H	ASSOCIATE, SR.	19.00	620.00	11,780.00
MORGENSTERN, ORLY C	ASSOCIATE, JR.	32.40	505.00	16,362.00
SCHWARTZ, ROGER G	PARTNER, JR.	23.00	850.00	19,550.00
NOLL, JOCELYN F	ASSOCIATE, SR.	2.40	695.00	1,668.00
GASKILL, LAUREN S	PARALEGAL	7.70	185.00	1,424.50
GOLDBERG, ADAM J	ASSOCIATE, JR.	15.80	530.00	8,374.00
MARTIN, CATHERINE M	ASSOCIATE, JR.	26.50	475.00	12,587.50
SINGER, AARON M	ASSOCIATE, JR.	18.80	475.00	8,930.00
BLICKLEY, CHRISTOPHER D	ASSOCIATE, JR.	8.10	425.00	3,442.50
THORN, EVAN R	ASSOCIATE, JR.	2.70	425.00	1,147.50
GRAND TOTAL		181.90		109,783.50

For services rendered during November 30, 2009:

Matter Name 0001 CASE ADMINISTRATION

M A SEIDER	PARTNER, SR.	.80hrs. @	\$950.00	\$760.00
R G SCHWARTZ	PARTNER, JR.	2.80hrs. @	\$850.00	\$2,380.00
C D BLICKLEY	ASSOCIATE, JR.	.50hrs. @	\$425.00	\$212.50
A J GOLDBERG	ASSOCIATE, JR.	1.50hrs. @	\$530.00	\$795.00
A M SINGER	ASSOCIATE, JR.	3.20hrs. @	\$475.00	\$1,520.00
L S GASKILL	PARALEGAL	6.10hrs. @	\$185.00	<u>\$1,128.50</u>

TOTAL: \$6,796.00

Matter Name 0002 COMMITTEE MEETINGS

M A SEIDER	PARTNER, SR	8.80hrs. @	\$950.00	\$8,360.00
R G SCHWARTZ	PARTNER, JR.	11.30hrs. @	\$850.00	\$9,605.00
		@		
M R HALL	ASSOCIATE, SR.	14.70hrs. @	\$620.00	\$9,114.00
		@		
C D BLICKLEY	ASSOCIATE, JR.	2.80hrs. @	\$425.00	\$1,190.00
A J GOLDBERG	ASSOCIATE, JR.	7.80hrs. @	\$530.00	\$4,134.00
C M MARTIN	ASSOCIATE, JR.	4.60hrs. @	\$475.00	\$2,185.00
A M SINGER	ASSOCIATE, JR.	3.00hrs. @	\$475.00	\$1,425.00
E R THORN	ASSOCIATE, JR.	1.90hrs. @	\$425.00	<u>\$807.50</u>

TOTAL: \$36,820.50

Matter Name 0003 REVIEW AND SUMMARY OF PLEADINGS

M A SEIDER	PARTNER, SR	3.20hrs. @	\$950.00	\$3,040.00
R G SCHWARTZ	PARTNER, JR.	3.10hrs. @	\$850.00	\$2,635.00
M R HALL	ASSOCIATE, SR.	1.80hrs. @	\$620.00	\$1,116.00
C D BLICKLEY	ASSOCIATE, JR.	3.90hrs. @	\$425.00	\$1,657.50
A J GOLDBERG	ASSOCIATE, JR.	6.30hrs. @	\$530.00	\$3,339.00
C M MARTIN	ASSOCIATE, JR.	2.30hrs. @	\$475.00	\$1,092.50
A M SINGER	ASSOCIATE, JR.	12.60hrs. @	\$475.00	\$5,985.00
		@		
L S GASKILL	PARALEGAL	.60hrs. @	\$185.00	<u>\$111.00</u>

TOTAL: \$18,976.00

Matter Name 0004 TAX

D S RAAB	PARTNER, SR	6.50hrs. @	\$995.00	\$6,467.50
M A SEIDER	PARTNER, SR	2.50hrs. @	\$950.00	\$2,375.00
R G SCHWARTZ	PARTNER, JR.	5.50hrs. @	\$850.00	\$4,675.00
J F NOLL	ASSOCIATE, SR.	2.40hrs. @	\$695.00	\$1,668.00
C M MARTIN	ASSOCIATE, JR.	19.60hrs. @	\$475.00	\$9,310.00
		@		
O C MORGENSTERN	ASSOCIATE, JR.	32.40hrs. @	\$505.00	<u>\$16,362.00</u>
		@		

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 90615394

TOTAL: \$40,857.50

Matter Name 0005 FDIC AND REGULATORY

M R HALL	ASSOCIATE, SR.	2.10hrs. @	\$620.00	\$1,302.00
C D BLICKLEY	ASSOCIATE, JR.	.90hrs. @	\$425.00	\$382.50
E R THORN	ASSOCIATE, JR.	.80hrs. @	\$425.00	<u>\$340.00</u>

TOTAL: \$2,024.50

Matter Name 0006 PROFESSIONAL RETENTIONS

M A SEIDER	PARTNER, SR	3.70hrs. @	\$950.00	\$3,515.00
R G SCHWARTZ	PARTNER, JR.	.30hrs. @	\$850.00	\$255.00
M R HALL	ASSOCIATE, SR.	.40hrs. @	\$620.00	\$248.00
A J GOLDBERG	ASSOCIATE, JR.	.20hrs. @	\$530.00	\$106.00
L S GASKILL	PARALEGAL	1.00hrs. @	\$185.00	<u>\$185.00</u>

TOTAL: \$4,309.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 90615394

Other Charges

DOCUMENT PREPARATION 18.00

TOTAL: \$ 18.00

TOTAL CURRENT CHARGES \$109,783.50

TOTAL EXPENSES \$18.00

TOTAL BALANCE DUE \$109,801.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 90615394

CLIENT: 047606

NAME: OFFICIAL UNSECURED CREDITORS'
COMMITTEE OF ADVANTA CORP.

MATTER: 047606-0001

NAME: CASE ADMINISTRATION

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SCHWARTZ	11/20/09	.50	E-MAILS WITH A. SINGER AND L. GASKILL REGARDING CRITICAL DUTIES/DEADLINES AND CALENDAR ITEMS (0.3); DOCKET REVIEW FOR SAME (0.2)
GOLDBERG	11/20/09	.30	DISCUSS CASE WITH J. SANJANA (0.1); CORRESPONDENCE REGARDING CONFLICTS CHECKS (0.2)
SINGER	11/20/09	.50	ATTEND CONFERENCE CALL WITH LW TEAM (0.5)
SINGER	11/22/09	.70	ORGANIZE DOCUMENTS AND DOCUMENTS FOR MEETINGS (0.7)
SEIDER	11/23/09	.80	PREPARE FOR AND TELEPHONE CALL WITH DEBTORS' COUNSEL AND LATHAM REGARDING MULTIPLE ISSUES IN THE CASE (0.8)
SCHWARTZ	11/23/09	.80	CONFERENCE CALL WITH DEBTORS' COUNSEL REGARDING CASE BACKGROUND, MATTERS FOR HEARING ON DECEMBER 4TH AND OTHER ISSUES (0.8)
SCHWARTZ	11/23/09	.50	FOLLOW UP OFFICE CONFERENCE WITH M. SEIDER AND A. GOLDBERG REGARDING DISCUSSION OF OPEN ISSUES AND FOLLOW UP ITEMS RESULTING FROM COMMITTEE MEETING (0.5)
GOLDBERG	11/23/09	.80	CALLS WITH FINANCIAL ADVISORS (0.5); MEET WITH R. SCHWARTZ REGARDING CASE (0.3)
SINGER	11/23/09	2.00	COORDINATE RELEVANT DOCUMENTS AND ORGANIZE MEETING (2)
GASKILL	11/23/09	2.50	SEND DOCKET UPDATE, SEND REQUESTED DOCUMENTS, SEARCH FOR CASE PRECEDENT (2.5)
SCHWARTZ	11/24/09	.10	DISCUSSION OF SHORT TERM AND LONG TERM TASKS (0.1)
BLICKLEY	11/24/09	.50	TELEPHONE CONFERENCE WITH LOCAL COUNSEL AND FINANCIAL ADVISOR REGARDING 11-24 APPEARANCE IN COURT (0.5)
GASKILL	11/24/09	2.30	REVIEW DOCUMENTS AND PULL REQUESTED CASES AND MOTIONS TO DISTRIBUTE TO C. MARTIN (2); SEND DOCKET UPDATE (0.3)
SCHWARTZ	11/25/09	.30	PREPARE NOTES/AGENDA FOR CALL WITH DEBTORS' COUNSEL CIRCULATE SAME TO L&W TEAM (0.3)
SCHWARTZ	11/25/09	.40	CONFERENCE CALL WITH DEBTORS' COUNSEL REGARDING DISCUSSION OF RELIEF SOUGHT ON 12/4 AND POTENTIAL ADJOURNMENT OF SAME (0.4)
SCHWARTZ	11/25/09	.20	FOLLOW UP TELEPHONE CONFERENCE WITH M. SEIDER AND A. GOLDBERG REGARDING DISCUSSION OF NEXT STEPS AND TASK RELATED TO 12/4 MOTION AND BYLAWS (0.2)
GOLDBERG	11/25/09	.30	DISCUSS COMMITTEE WEBSITE WITH GARDEN CITY (0.3)
GASKILL	11/25/09	1.30	PULL CASE PRECEDENT AND DISTRIBUTE TO GROUP

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FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 90615394

NY\1610551.1

(1.3)

GOLDBERG

11/27/09

.10

CORRESPONDENCE REGARDING FINAL HEARINGS
ON FIRST DAY MOTIONS (0.1)

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
M A SEIDER	01754	.80	950.00	760.00	PARTNER, SR.
R G SCHWARTZ	04913	2.80	850.00	2,380.00	PARTNER, JR.
C D BLICKLEY	71553	.50	425.00	212.50	ASSOCIATE, JR.
A J GOLDBERG	71125	1.50	530.00	795.00	ASSOCIATE, JR.
A M SINGER	71423	3.20	475.00	1,520.00	ASSOCIATE, JR.
L S GASKILL	17237	6.10	185.00	1,128.50	PARALEGAL
TOTAL:		14.90		6,796.00	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606

NAME: OFFICIAL UNSECURED CREDITORS'
COMMITTEE OF ADVANTA CORP.

MATTER: 047606-0002

NAME: COMMITTEE MEETINGS

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SEIDER	11/19/09	.50	MEET WITH COMMITTEE REGARDING SELECTION OF FINANCIAL ADVISOR, PREPARATION OF BY LAWS AND RELATED MATTERS (0.3); FOLLOW UP WITH R. SCHWARTZ AND M. HALL (0.2)
SEIDER	11/19/09	.30	DRAFT AGENDA FOR 11/23 COMMITTEE MEETING (0.3)
SCHWARTZ	11/19/09	.30	MEET WITH COMMITTEE MEMBERS AFTER SELECTION AS COMMITTEE COUNSEL REGARDING DISCUSSION OF ITEMS FOR IMMEDIATE ACTION AND PROCESS AND PROCEDURAL ISSUES INCLUDING GENERATING AGENDA FOR COMMITTEE MEETING ON MONDAY (0.3)
SCHWARTZ	11/19/09	.70	FOLLOW-UP WORK WITH M. SEIDER AND M. HALL REGARDING ADDRESSING IMMEDIATE ACTION ITEMS AND PREPARATION FOR COMMITTEE MEETING ON MONDAY (0.7)
HALL	11/19/09	1.40	CONFERENCE WITH COMMITTEE REGARDING FIRST MEETING (0.3), CONFERENCES WITH M. SEIDER, AND R. SCHWARTZ REGARDING INITIAL TASKS, PREPARING FOR FIRST COMMITTEE MEETING AND LOCAL COUNSEL AND FINANCIAL ADVISOR (1.1)
SCHWARTZ	11/20/09	.20	TELEPHONE CALL WITH M. SEIDER REGARDING FOLLOW-UP ON INITIAL CASE TASKS, COMMITTEE MEETING, CALL WITH DEBTORS' COUNSEL AND NEXT STEPS (0.2)
SCHWARTZ	11/20/09	.80	MULTIPLE TELEPHONE CALLS AND E-MAILS WITH MULTIPLE L&W TEAM MEMBERS REGARDING FOLLOW-UP ON INITIAL CASE TASKS AND PREPARATION FOR COMMITTEE MEETING (0.8)
SCHWARTZ	11/20/09	.40	TELEPHONE CALLS AND E-MAILS WITH J. SANJANA AND A. GOLDBERG REGARDING COMMITTEE BYLAWS ISSUES, A&M RETENTION ISSUES (0.4)
HALL	11/20/09	4.00	CONFERENCE WITH LATHAM TEAM REGARDING PENDING ITEMS AND PREPARATION FOR UPCOMING COMMITTEE (0.5); REVIEW AND REVISE COMMITTEE CONTACT LIST (0.7); DRAFT AGENDA FOR COMMITTEE MEETING AND REVISE SAME INCORPORATING COMMENTS FROM COMMITTEE (1.5); CORRESPONDENCE WITH LATHAM TEAM AND COMMITTEE REGARDING LOCAL COUNSEL AND FINANCIAL ADVISERS TO BE INTERVIEWED (0.5); CONFERENCES WITH LATHAM TEAM REGARDING LOGISTICS FOR COMMITTEE MEETING AND INTERVIEWEES (0.8)
BLICKLEY	11/20/09	1.60	TELEPHONE CONFERENCE WITH LATHAM ATTORNEYS TO DISCUSS REPRESENTATION AND TASKS REQUIRED TO PREPARE FOR MONDAY'S UNSECURED CREDITORS MEETING (0.5); CONFERENCE WITH M. HALL REGARDING SCOPE OF REPRESENTATION AND LATHAM'S ROLE (0.3);

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			COORDINATE LOGISTICS FOR COMMITTEE MEETING ON MONDAY (0.8)
SCHWARTZ	11/21/09	1.40	MULTIPLE E-MAILS WITH L&W TEAM REGARDING LOCAL COUNSEL AND FINANCIAL ADVISOR INTERVIEWS, COMMITTEE BY LAWS ISSUES, AGENDA FOR COMMITTEE MEETING ON MONDAY AND OTHER ADMINISTRATIVE ISSUES (0.5); REVIEW AND COMMENTS ON DRAFT COMMITTEE BYLAWS CIRCULATED BY A. GOLDBERG (0.5); PREPARE E-MAIL SUMMARIZING COMMENTS AND OPEN ISSUES REGARDING BY LAWS TO L&W TEAM (0.4)
HALL	11/21/09	2.60	REVISE AGENDA INCORPORATING DIAL-IN INFORMATION FOR COMMITTEE AND INTERVIEWEES (0.5); CONFERENCES WITH LATHAM TEAM REGARDING COORDINATING MEETING LOGISTICS ON MONDAY (1); UPDATE COMMITTEE CONTACT LIST (0.5); REVIEW DRAFT BYLAWS (0.4); DRAFT AND SEND E-MAIL TO FINANCIAL ADVISERS REGARDING CONTACTS (0.2)
GOLDBERG	11/21/09	1.10	DRAFT BYLAWS (1.1)
SEIDER	11/22/09	1.30	REVIEW AND REVISE BYLAWS (0.5); MULTIPLE EMAILS WITH LATHAM REGARDING SAME (0.5); EMAILS WITH LATHAM REGARDING AGENDA FOR COMMITTEE MEETING (0.3)
SCHWARTZ	11/22/09	2.00	REVIEW REVISED BY-LAWS PREPARED AND CIRCULATED BY A. GOLDBERG WITH L&W TEAM REGARDING SAME (0.5); MULTIPLE E-MAILS WITH L&W TEAM REGARDING AGENDA FOR CALL WITH DEBTORS' COUNSEL ON MONDAY, LOCAL COUNSEL AND FA INTERVIEW, AGENDA ISSUES FOR MONDAY COMMITTEE MEETINGS (0.3); MULTIPLE E-MAILS WITH A. GOLDBERG REGARDING A&M RETENTION [REDACTED] (0.2); REVIEW OF A. SINGER MEMORANDUM SUMMARIZING FIRST DAY RELIEF (0.5); REVIEW OF PARTICULAR FIRST DAY MOTIONS AND ORDERS REGARDING SAME (0.5)
HALL	11/22/09	2.10	REVISE CONTACT LIST AND COMMITTEE MEETING AGENDA AND DISTRIBUTE SAME TO THE COMMITTEE (0.6); CONFERENCES WITH C. BLICKLEY REGARDING REVISING MEETING AGENDA AND MEETING LOGISTICS (0.5); DRAFT AND SEND E-MAILS INVITING LOCAL COUNSEL AND FINANCIAL ADVISER CANDIDATES TO INTERVIEW (1)
BLICKLEY	11/22/09	1.20	CORRESPOND WITH R. SEPAHI, M. HALL AND A. SINGER REGARDING LOGISTICS OF COMMITTEE MEETING (0.6); DRAFT COMMITTEE CONTACT LIST (0.1); DRAFT MEMORANDUM TO COMMITTEE ABOUT MONDAY MEETINGS (0.5)
GOLDBERG	11/22/09	.60	REVISE BYLAWS (0.6)
SEIDER	11/23/09	5.40	PREPARE FOR AND MEET WITH COMMITTEE REGARDING ITEMS ON AGENDA AND RELATED (5); REVIEW REVISED BYLAWS AND COMMITTEE MEMBER COMMENTS (0.4)
SCHWARTZ	11/23/09	4.00	ATTEND COMMITTEE MEETING (PARTIAL) (4)
HALL	11/23/09	3.50	PREPARE FOR COMMITTEE MEETING (0.5); PARTICIPATE (PARTIAL) IN COMMITTEE MEETING

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				AND CONFERENCE CALL INTERVIEWS WITH LOCAL COUNSEL AND FINANCIAL ADVISOR CANDIDATES (3)
GOLDBERG	11/23/09	4.50	PREPARE FOR AND ATTEND CREDITORS COMMITTEE MEETING (4.5)	
GOLDBERG	11/23/09	.30	REVISE BYLAWS (0.3)	
THORN	11/23/09	1.90	ATTEND TELECONFERENCE DISCUSSING INITIAL ORGANIZATIONAL MATTERS SURROUNDING COMMITTEE OF UNSECURED CREDITORS OF AVANTA CORPORATION, SELECTION OF LOCAL COUNSEL, AND COMMITTEE BYLAWS (1.9)	
SEIDER	11/24/09	.40	EMAILS WITH LATHAM REGARDING WHICH TO SUMMARIZE FOR COMMITTEE (0.2); EMAILS AND TELEPHONE CALL REGARDING CREATION OF COMMITTEE WEBSITE (0.2)	
SEIDER	11/24/09	.30	EMAILS WITH COMMITTEE MEMBER AND EMAIL WITH LATHAM REGARDING REVISION TO DRAFT BYLAWS (0.3)	
SCHWARTZ	11/24/09	.50	OFFICE CONFERENCE WITH A. GOLDBERG, C. MARTIN AND A. SINGER REGARDING DISCUSSION OF CASE TASKS RELATED TO RESPONSES TO FIRST DAY MOTIONS AND ASSESSMENT OF SAME (0.3); MOTIONS SUMMARIES, BY-LAWS ISSUES (0.2)	
SCHWARTZ	11/24/09	.40	TELEPHONE CONFERENCE WITH FTI TEAM REGARDING UPDATE ON CONVERSATION WITH WEIL AND COMMITTEE MEETING (0.4)	
HALL	11/24/09	.50	TELEPHONE CONFERENCE WITH FTI AND LATHAM TEAM (0.5)	
GOLDBERG	11/24/09	.20	REVISE COMMITTEE BYLAWS (0.2)	
MARTIN	11/24/09	1.00	CONFERENCE CALL WITH FINANCIAL ADVISORS (0.7); FOLLOW UP CONVERSATIONS (0.3)	
MARTIN	11/24/09	3.40	RESEARCH AND DRAFT MEMORANDUM AND CIRCULATE TO COMMITTEE (3.4)	
SINGER	11/24/09	2.30	REVISE SUMMARIES AND DRAFT AND PROVIDE MEMORANDUM (2.3)	
SINGER	11/24/09	.70	ATTEND CONFERENCE CALL WITH LW TEAM AND ADVISOR (0.7)	
SEIDER	11/25/09	.60	EMAILS WITH FTI AND LATHAM REGARDING MEETING WITH COMPANY (0.3); EMAILS WITH COMMITTEE MEMBER REGARDING BYLAWS (0.3)	
HALL	11/25/09	.30	CORRESPONDENCE WITH COMMITTEE AND LATHAM TEAM REGARDING ALL HANDS MEETING WITH DEBTORS (0.3)	
MARTIN	11/25/09	.20	REVISE BYLAWS (0.2)	
GOLDBERG	11/26/09	.60	REVISE COMMITTEE BYLAWS (0.5); DISTRIBUTE SAME (0.1)	
SCHWARTZ	11/27/09	.20	EMAILS WITH A. GOLDBERG AND M. SEIDER REGARDING COMMITTEE BY-LAWS ISSUES AND INCORPORATION OF DEBTORS' COMMENTS TO SAME (0.2)	
HALL	11/27/09	.20	REVIEW REVISED BYLAWS (0.2)	

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GOLDBERG	11/27/09	.10	CORRESPONDENCE REGARDING BYLAWS (0.1)
SCHWARTZ	11/28/09	.40	REVIEW OF REVISED COMMITTEE BY-LAWS CIRCULATED BY A. GOLDBERG TO INCORPORATE DEBTORS' COMMENTS (0.20); EMAIL TO A. GOLDBERG AND M. SEIDER REGARDING COMMENTS TO DRAFT REVISED BY-LAWS (0.20)
GOLDBERG	11/28/09	.40	REVISE COMMITTEE BYLAWS (0.3); DISTRIBUTE SAME (0.1)
HALL	11/30/09	.10	REVIEW REVISED BYLAWS (0.1)

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
M A SEIDER	01754	8.80	950.00	8,360.00	PARTNER, SR.
R G SCHWARTZ	04913	11.30	850.00	9,605.00	PARTNER, JR.
M R HALL	04246	14.70	620.00	9,114.00	ASSOCIATE, SR.
C D BLICKLEY	71553	2.80	425.00	1,190.00	ASSOCIATE, JR.
A J GOLDBERG	71125	7.80	530.00	4,134.00	ASSOCIATE, JR.
C M MARTIN	71406	4.60	475.00	2,185.00	ASSOCIATE, JR.
A M SINGER	71423	3.00	475.00	1,425.00	ASSOCIATE, JR.
E R THORN	71582	1.90	425.00	807.50	ASSOCIATE, JR.
TOTAL:		54.90		36,820.50	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606

NAME: OFFICIAL UNSECURED CREDITORS'
COMMITTEE OF ADVANTA CORP.

MATTER: 047606-0003
PLEADINGS

NAME: REVIEW AND SUMMARY OF

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SCHWARTZ	11/19/09	.80	MULTIPLE FOLLOW-UP E-MAILS AND TELEPHONE CALLS WITH L&W TEAM MEMBERS REGARDING CLAIMS TRADING INJUNCTION REVIEW AND ANALYSIS (0.3); ASSESSMENT AND ANALYSIS OF OTHER FIRST DAY RELIEF (0.3); FA AND LOCAL COUNSEL SELECTION ISSUES AND OTHER CASE MATTERS (0.2)
SCHWARTZ	11/20/09	.80	MULTIPLE FOLLOW-UP E-MAILS AND TELEPHONE CALLS WITH L&W TEAM MEMBERS REGARDING CLAIMS TRADING INJUNCTION REVIEW AND ANALYSIS (0.3); ASSESSMENT AND ANALYSIS OF OTHER FIRST DAY RELIEF (0.3); FA AND LOCAL COUNSEL SELECTION ISSUES AND OTHER CASE MATTERS (0.2)
GOLDBERG	11/20/09	.60	REVIEW BACKGROUND DOCUMENTS (0.6)
SINGER	11/20/09	3.20	DRAFT SUMMARIES OF DEBTOR MOTIONS AND SUMMARY OF RELIEF GRANTED (1.7); REVIEW DOCKET AND DRAFT SUMMARY OF SCHEDULED HEARINGS (1.5)
GASKILL	11/20/09	.60	PULL FIRST DAY MOTIONS AND SEND TO GROUP AND SET UP DOCKET NOTICE (0.6)
GOLDBERG	11/21/09	.70	REVIEW AND REVISE FIRST DAY MOTIONS SUMMARIES (0.6); CORRESPONDENCE REGARDING SAME (0.1)
SINGER	11/21/09	5.00	REVIEW MOTIONS AND ORDERS OF COURT AND DRAFT MEMORANDUM OF SUMMARIES (5)
GOLDBERG	11/22/09	1.10	REVIEW FIRST DAY PLEADINGS AND RELATED DOCUMENTS (1.1)
SINGER	11/22/09	1.30	DRAFT SUMMARIES OF DOCKET ENTRIES (1.3)
HALL	11/23/09	.40	REVIEW AND REVISE PRO HAC VICE MOTIONS (0.2); E-MAILS WITH LOCAL COUNSEL REGARDING SAME (0.2)
BLICKLEY	11/23/09	1.00	REVIEW 10-D SEC FILING FOR ADVANTA BUSINESS RECEIVABLES CORPORATION (0.8); CORRESPOND WITH A. GOLDBERG REGARDING COMMITTEE BYLAWS AND CASH MANAGEMENT OBJECTION (0.2)
GOLDBERG	11/23/09	.80	REVIEW PLEADINGS AND PRECEDENT OBJECTIONS (0.8)
MARTIN	11/23/09	2.30	MEET WITH LW TO DISCUSS FIRST DAY PROCEEDINGS (0.3); REVIEW PLEADINGS AND PRECEDENT(2)
SEIDER	11/24/09	.90	TELEPHONE CALL AND EMAIL WITH LATHAM REGARDING ISSUES IN MOTIONS SET FOR 12/4 AND CALL WITH DEBTORS' COUNSEL REGARDING SAME (0.5); REVIEW SUPPLEMENTAL DECLARATION OF W. ROSOF (0.2); REVIEW REPORT FROM DELAWARE COUNSEL ON 11/24 HEARINGS (0.2)

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SEIDER	11/24/09	.20	REVIEW DOCKET FOR PLEADINGS FILED PRIOR TO FIRM'S ENGAGEMENT (0.2)
HALL	11/24/09	.60	REVIEW SUMMARY FROM DRINKER BIDDLE REGARDING MORNING HEARING AND DISCUSSION [REDACTED] (0.2); REVIEW DAILY DOCKET (0.1); CONFERENCES WITH A. GOLDBERG, E. THORN, AND C. BLICKLY REGARDING DRAFTING CASH MANAGEMENT MOTION (0.3)
BLICKLEY	11/24/09	2.10	REVIEW PRECEDENT [REDACTED] (1.2); REVIEW FIRST DAY MOTIONS (0.6); TELEPHONE CONFERENCE WITH A. GOLDBERG REGARDING OBJECTIONS TO FIRST DAY MOTIONS (0.3)
GOLDBERG	11/24/09	1.40	REVIEW AND REVISE MOTION SUMMARIES (0.6); ATTEND CONFERENCE CALL WITH FTI (0.5); MEET WITH R. SCHWARTZ AND C. MARTIN (0.3);
SINGER	11/24/09	1.50	REVIEW DOCKET AND PROVIDE SUMMARY (1.5)
SINGER	11/24/09	1.50	DRAFT DEBTOR MOTION MEMORANDUM (1.5)
SEIDER	11/25/09	1.20	MULTIPLE EMAILS WITH LATHAM REGARDING OCP, EMPLOYEE, TAX AND 365 MOTIONS (0.6); TELEPHONE CALL WITH DEBTORS' COUNSEL REGARDING MATTERS SET FOR 12/4 (0.4); FOLLOW UP TELEPHONE CALL WITH LATHAM REGARDING SAME (0.2)
SCHWARTZ	11/25/09	.40	REVIEW OF EMPLOYEE WAGES AND PRE-PETITION TAX MOTIONS IN SUPPORT FOR CALL WITH DEBTORS' COUNSEL (0.4)
HALL	11/25/09	.60	REVIEW SUMMARY OF FIRST DAY ORDERS (0.3); REVIEW DAILY DOCKET (0.1); REVIEW SUMMARY OF DISCUSSION WITH LOCAL COUNSEL FROM A. GOLDBERG REGARDING OCP MOTION AND UTILITIES OBJECTION (0.2)
GOLDBERG	11/25/09	1.10	PREPARE FOR AND ATTEND CONFERENCE CALL WITH DEBTORS (0.4); DISCUSS SAME WITH R. SCHWARTZ (0.2); DISCUSS FIRST DAY MOTIONS WITH LOCAL COUNSEL (0.3); CORRESPONDENCE REGARDING SAME (0.2)
SCHWARTZ	11/27/09	.20	EMAILS TO L&W TEAM REGARDING STATUS OF ADJOURNMENT REQUEST FOR PARTICULAR 12/4 HEARING MOTIONS (0.10); EMAILS WITH DEBTORS' COUNSEL REGARDING SAME (0.10)
SEIDER	11/28/09	.30	EMAILS WITH LATHAM REGARDING CONFIDENTIAL PROVISION IN BYLAWS (0.3)
SEIDER	11/30/09	.40	EMAILS WITH LATHAM [REDACTED] AND RELATED MATTERS (0.4)
SEIDER	11/30/09	.20	EMAILS WITH LATHAM REGARDING COMMITTEE MEETING SCHEDULED FOR 12/1 (0.2)
SCHWARTZ	11/30/09	.20	TELEPHONE CALL WITH R. LEMMONS REGARDING ADJOURNMENT OF 12/4 MATTERS AND STATUS OF MEETING WITH COMPANY (0.2)
SCHWARTZ	11/30/09	.20	EMAIL TO L&W TEAM REGARDING 12/4 ADJOURNMENTS AND STATUS OF LEASE AMENDMENT MOTION (0.2)
SCHWARTZ	11/30/09	.30	FOLLOW-UP EMAILS WITH A. GOLDBERG AND C.

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				MARTIN REGARDING LEASE AMENDMENT MOTION AND 12/4 ADJOURNMENTS (0.3)
SCHWARTZ	11/30/09	.20		OFFICE CONFERENCE WITH C. MARTIN REGARDING SAME AND GO FORWARD ACTION ITEMS (0.2)
HALL	11/30/09	.20		REVIEW UPDATE REGARDING DEBTOR AGREEMENT TO FINAL ADJOURN ON VARIOUS MATTERS (0.2)
BLICKLEY	11/30/09	.80		REVIEW ADVANTA FILING AND FIRST DAY MOTIONS (0.8)
GOLDBERG	11/30/09	.60		DISCUSS MOTIONS WITH FTI (0.3); DISCUSS MOTIONS WITH R. SCHWARTZ AND C. MARTIN (0.2); CORRESPONDENCE REGARDING MOTIONS (0.1)
SINGER	11/30/09	.10		REVIEW DOCKET AND DRAFT SUMMARIES (0.1)

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
M A SEIDER	01754	3.20	950.00	3,040.00	PARTNER, SR.
R G SCHWARTZ	04913	3.10	850.00	2,635.00	PARTNER, JR.
M R HALL	04246	1.80	620.00	1,116.00	ASSOCIATE, SR.
C D BLICKLEY	71553	3.90	425.00	1,657.50	ASSOCIATE, JR.
A J GOLDBERG	71125	6.30	530.00	3,339.00	ASSOCIATE, JR.
C M MARTIN	71406	2.30	475.00	1,092.50	ASSOCIATE, JR.
A M SINGER	71423	12.60	475.00	5,985.00	ASSOCIATE, JR.
L S GASKILL	17237	.60	185.00	111.00	PARALEGAL
TOTAL:		33.80		18,976.00	

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CLIENT: 047606

NAME: OFFICIAL UNSECURED CREDITORS'
COMMITTEE OF ADVANTA CORP.

MATTER: 047606-0004

NAME: TAX

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SEIDER	11/19/09	.60	EMAILS WITH LATHAM REGARDING [REDACTED] (0.3); REVIEW PRELIMINARY MEMORANDUM [REDACTED] (0.3)
RAAB	11/20/09	.40	CONFERENCE WITH O. MORGENSTERN (0.4)
SEIDER	11/20/09	1.00	TELEPHONE CALLS AND EMAILS WITH LATHAM REGARDING ISSUES ON NOL AND RELATED MATTERS (1)
MORGENSTERN	11/20/09	2.70	REVIEW PLEADINGS (2.3); DISCUSS PLEADINGS WITH SUPERVISOR (0.4)
MORGENSTERN	11/20/09	.30	INTERNAL ORGANIZING CALL (0.3)
MORGENSTERN	11/22/09	6.90	CONDUCT TAX-RELATED RESEARCH (6.9)
RAAB	11/23/09	.40	CONFERENCE WITH M. SEIDER (0.4)
SEIDER	11/23/09	.40	TELEPHONE CALL WITH LATHAM REGARDING TAX SHARING AGREEMENT ISSUES AND FOLLOW UP WITH DEBTORS' COUNSEL REGARDING SAME (0.4)
MORGENSTERN	11/23/09	7.70	SUMMARIZE DEBTOR'S MOTIONS AND REVIEW PRECEDENT IN PREPARATION FOR INTERNAL MEETING (7.7)
RAAB	11/24/09	2.00	ANALYSIS REGARDING TAX ISSUES (2)
RAAB	11/24/09	.70	CONFERENCE WITH R. SCHWARTZ, ET. AL. (0.7)
RAAB	11/24/09	1.50	REVIEWED WEIL MOTION REGARDING TRADING (0.8); REVIEWED [REDACTED] (0.7)
RAAB	11/24/09	1.00	TELEPHONE CONFERENCE WITH S. GOLDING ET. AL. (0.8); FOLLOW UP WITH R. SCHWARTZ AND C. MARTIN (0.2)
SEIDER	11/24/09	.50	TELEPHONE CALL WITH LATHAM REGARDING PROPOSAL ON CLAIMS TRADING INJUNCTION REQUESTED BY DEBTORS (0.5)
SCHWARTZ	11/24/09	.80	REVIEW OF MOTION [REDACTED] AND ISSUES AND OBJECTIONS RELATED THERETO (0.8)
SCHWARTZ	11/24/09	.80	OFFICE CONFERENCE WITH D. RAAB, O. MORGENSTERN AND C. MARTIN REGARDING DISCUSSION OF ISSUES [REDACTED] RELATED TO CLAIMS TRADING INJUNCTION MOTION (0.8)
SCHWARTZ	11/24/09	.70	CONFERENCE CALL WITH WEIL REGARDING DISCUSSION OF CLAIMS TRADING MOTION AND TAX SHARING AGAINST ISSUES (0.7)
SCHWARTZ	11/24/09	.20	FOLLOW UP TELEPHONE CONFERENCE WITH D. RAAB AND C. MARTIN REGARDING SAME (0.2)
SCHWARTZ	11/24/09	.20	TELEPHONE CALL WITH M. SEIDER REGARDING UPDATE REGARDING CALLS WITH FTI AND WEIL

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NAME	DATE	HOURS	DESCRIPTION
			REGARDING TAX ISSUES (0.2)
SCHWARTZ	11/24/09	.50	REVIEW OF EMAILS AND MATERIALS FORWARDED BY D. RAAB REGARDING TAX ISSUES AND TRADING CLAIMS MOTION (0.5)
NOLL	11/24/09	.60	CONFERENCE WITH D. RAAB (0.3); REVIEW TAX ISSUES (0.3)
MARTIN	11/24/09	5.00	REVIEW DEBTOR MOTION AND RELATED MATERIALS (4.2); MEET WITH LW TEAM TO DISCUSS SAME (0.8)
MARTIN	11/24/09	.80	CONFERENCE CALL WITH DEBTORS' COUNSEL(0.8)
MORGENSTERN	11/24/09	5.50	REVIEW ██████████ (4.5); CORRESPOND WITH SUPERVISOR (0.8); REVIEW INTERNAL MEMORANDUM (0.2)
MORGENSTERN	11/24/09	3.00	SUMMARIZE TAX RESEARCH (3)
MORGENSTERN	11/24/09	2.20	CORRESPOND WITH CORPORATE TEAM (0.3); COORDINATE WITH LIBRARY FOR ADDITIONAL RESEARCH (1.1); ATTEND CONFERENCE CALL WITH DEBTORS' COUNSEL (0.8)
MORGENSTERN	11/24/09	.80	ATTEND INTERNAL MEETING (0.8)
RAAB	11/25/09	.50	E-MAIL CORRESPONDENCE WITH O. MORGENSTERN (0.3); TELEPHONE CONFERENCE WITH O. MORGENSTERN (0.2)
SCHWARTZ	11/25/09	.20	EMAILS WITH S. JOFFE (FTI) AND C. MARTIN REGARDING TAX ISSUES RELATED TO CLAIM TRADING MOTION (0.2)
MARTIN	11/25/09	5.00	RESEARCH AND DRAFT RESPONSE TO DEBTOR MOTION (5)
MORGENSTERN	11/25/09	.50	SPEAK WITH CORPORATE COLLEAGUE (0.5)
MORGENSTERN	11/25/09	2.80	DISCUSS WITH SUPERVISOR (0.3); CONTINUE REVIEWING ██████████ (1); ASSIST WITH MOTION (1.5)
MARTIN	11/26/09	2.60	LEGAL RESEARCH ██████████ (2.6)
MARTIN	11/27/09	4.00	DRAFT MEMO ██████████ (4)
MARTIN	11/28/09	1.00	EDITS TO DRAFT MEMO ██████████ (1)
NOLL	11/29/09	1.80	REVIEW FIRST DAY MOTIONS AND RELATED TAX ANALYSIS (1.8)
MARTIN	11/29/09	1.20	REVISE AND EDIT DRAFT MEMO ██████████ (1.2)
SCHWARTZ	11/30/09	.10	TELEPHONE CALL WITH D. RAAB REGARDING CLAIMS TRADING MOTION ISSUES AND ADJOURNMENT (0.1)
SCHWARTZ	11/30/09	.20	MAILS WITH S. JAFFE AT FTI REGARDING CLAIMS TRADING MOTION ISSUES AND ADJOURNMENT (0.2)
SCHWARTZ	11/30/09	1.80	REVIEW AND MARK-UP OF C. MARTIN DRAFT MEMO ██████████ AND BEGIN REVISIONS TO SAME (1.8)

TIMEKEEPER	ID	HOURS	RATE	TOTAL	TITLE
D S RAAB	01848	6.50	995.00	6,467.50	PARTNER, SR.

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M A SEIDER	01754	2.50	950.00	2,375.00	PARTNER, SR.
R G SCHWARTZ	04913	5.50	850.00	4,675.00	PARTNER, JR.
J F NOLL	07300	2.40	695.00	1,668.00	ASSOCIATE, SR.
C M MARTIN	71406	19.60	475.00	9,310.00	ASSOCIATE, JR.
O C MORGENSTERN	04778	32.40	505.00	16,362.00	ASSOCIATE, JR.
TOTAL:		68.90		40,857.50	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 90615394

CLIENT: 047606

NAME: OFFICIAL UNSECURED CREDITORS'
COMMITTEE OF ADVANTA CORP.

MATTER: 047606-0005

NAME: FDIC AND REGULATORY

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
HALL	11/23/09	.70	CONFERENCES WITH C. BLICKLEY AND E. THORN REGARDING [REDACTED] AND DRAFTING LISTS OF REGULATORY ISSUES (0.5); CONFERENCES WITH M. SEIDER AND R. SCHWARTZ REGARDING DEBTOR REGULATORY CONTACTS (0.2)
HALL	11/24/09	.40	CONFERENCE WITH C. BLICKLEY AND E. THORN REGARDING PRELIMINARY REGULATORY ISSUES (0.3); E-MAIL TO WEIL REGARDING REGULATORY CONTACT (0.1)
BLICKLEY	11/24/09	.30	CONFERENCE WITH M. HALL AND E. THORN REGARDING REGULATORY ISSUES (0.3)
THORN	11/24/09	.30	MEETING WITH M. HALL AND C. BLICKLEY DISCUSSING BACKGROUND SURROUNDING ADVANTA ENTITIES AND REGULATORY ISSUES (0.3)
THORN	11/24/09	.50	ATTEND TELECONFERENCE WITH LOCAL COUNSEL AND FTI DISCUSSING MOTIONS FOR FIRST DAY RELIEF, CLAIMS TRADING INJUNCTION, AND FDIC MATTERS (0.5)
HALL	11/25/09	.80	COMPILE AND FORWARD REGULATORY BACKGROUND INFORMATION TO C. BLICKLEY AND E. THORN (0.4); OFFICE CONFERENCE WITH B. SMITH REGARDING REGULATORY ISSUES AND STATUS (0.2); DRAFT AND SEND E-MAIL TO DEBTOR'S REGULATORY COUNSEL REGARDING PRELIMINARY QUESTIONS (0.2)
BLICKLEY	11/25/09	.30	REVIEW FDIC REGULATORY MATERIALS (0.3)
HALL	11/30/09	.20	E-MAILS WITH M. SEIDER AND R. SCHWARTZ REGARDING CONTACTING DEBTOR REGULATORY COUNSEL AND UPCOMING PROFESSIONALS MEETING (0.2)
BLICKLEY	11/30/09	.30	REVIEW FDIC REGULATORY INFORMATION (0.3)

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
M R HALL	04246	2.10	620.00	1,302.00	ASSOCIATE, SR.
C D BLICKLEY	71553	.90	425.00	382.50	ASSOCIATE, JR.
E R THORN	71582	.80	425.00	340.00	ASSOCIATE, JR.

TOTAL: 3.80 2,024.50

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CLIENT: 047606

NAME: OFFICIAL UNSECURED CREDITORS'
COMMITTEE OF ADVANTA CORP.

MATTER: 047606-0006

NAME: PROFESSIONAL RETENTIONS

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SEIDER	11/20/09	2.40	MULTIPLE EMAILS AND TELEPHONE CALLS WITH COMMITTEE MEMBER REGARDING ENGAGEMENT OF FA AND DELAWARE COUNSEL (1.4); EMAILS AND TELEPHONE CALLS WITH POTENTIAL FA FOR COMMITTEE REGARDING PRESENTATIONS (1)
GASKILL	11/20/09	1.00	COORDINATE WITH GROUP TO PREPARE EMAIL TO CONFLICTS DEPARTMENT TO BEGIN PROCESS OF CONFLICTS CHECK (1)
SCHWARTZ	11/21/09	.30	E-MAILS WITH A. GOLDBERG REGARDING RETENTION APPLICATION ISSUES (0.3)
SEIDER	11/22/09	.60	EMAILS WITH VARIOUS FA FIRMS REGARDING PITCH (0.3);EMAILS WITH LATHAM REGARDING ALVAREZ RETENTION (0.3)
SEIDER	11/23/09	.70	SEVERAL TELEPHONE CALLS WITH FTI REGARDING SELECTION AND ISSUES (0.7)
GOLDBERG	11/23/09	.20	CORRESPONDENCE REGARDING CONFLICTS CHECKS (0.2)
HALL	11/24/09	.40	CONFERENCE WITH M. SEIDER REGARDING [REDACTED] [REDACTED] (0.4)

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
M A SEIDER	01754	3.70	950.00	3,515.00	PARTNER, SR.
R G SCHWARTZ	04913	.30	850.00	255.00	PARTNER, JR.
M R HALL	04246	.40	620.00	248.00	ASSOCIATE, SR.
A J GOLDBERG	71125	.20	530.00	106.00	ASSOCIATE, JR.
L S GASKILL	17237	1.00	185.00	185.00	PARALEGAL
TOTAL:		5.60		4,309.00	

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LATHAM & WATKINS LLP

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**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 20th day of January, 2010, I caused a true and correct copy of the *First 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 November 19, 2009 Through November 30, 2009* 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 Finger & Layton, 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: January 20, 2010

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

*Proposed Counsel for the
Committee of Unsecured Creditors*