

**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, 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 *Second Monthly Application of FTI Consulting, Inc., ("FTI") Financial Advisor to the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses Incurred for the Period December 1, 2009 Through December 31, 2009* (the "Application"), which seeks approval of FTI's request for compensation for the professional services rendered in the amount of \$132,450.50 and reimbursement for the expenses it incurred in the amount of \$246.05 during the period from December 1, 2009 Through December 31, 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 23, 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.).

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. 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: February 3, 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
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Counsel for the Official Committee
of Unsecured Creditors

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

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Debtors. : (Jointly Administered)

Objection Deadline: February 23, 2010 at 4:00 p.m.
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**SECOND MONTHLY FEE APPLICATION OF FTI CONSULTING, INC., FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009**

Name of Applicant: FTI Consulting, Inc.

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

Date of Retention: nun pro tunc to November 24, 2009

Period for which compensation and reimbursement are sought: December 1, 2009 Through December 31, 2009

Amount of compensation sought as actual, reasonable, and necessary: \$105,960.40 (80% of \$132,450.50)

Amount of expense reimbursement sought as actual, reasonable, and necessary: \$246.05

This is an: X interim ____ final application

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

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
02/03/2010	11/24/2009 - 11/30/2009	\$ 13,704.00	\$ 0.00	N/A	N/A
	TOTAL	\$ 13,704.00	\$ 0.00	N/A	N/A

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FOR THE DISTRICT OF DELAWARE**

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

**SECOND MONTHLY FEE APPLICATION OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OF DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009**

This second monthly fee application for compensation and reimbursement of expenses (the “Fee Application”) is filed by FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees, “FTI”) requesting payment for services rendered and reimbursement of costs expended as financial advisor for the Official Committee of Unsecured Creditors (“Committee”) of Advanta Corp. *et al*, (the “Debtors” or the “Company”) for the period of December 1, 2009 through December 31, 2009 (the “Application Period”). In support of this Fee Application, FTI respectfully states as follows:

JURISDICTION

1. The Court has jurisdiction over this matter under 28 U.S.C. § 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. §§ 157(b)(2). Venue of this chapter 11 case in this district is proper under 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On November 8, 2009 (the “Petition Date”), the Debtors filed with this Court their voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their businesses and manage their properties and assets as debtors in possession.

RELIEF REQUESTED

3. FTI submits this Fee Application pursuant to sections 328, 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant to Sections 105(a) and 331 of Bankruptcy Code (the “Administrative Order”), Del. Bankr. LR 2016-2 and the Order dated 1/15/2010 approving FTI’s retention as financial advisor to the Official Committee of Unsecured Creditors *nunc pro tunc* to November 24, 2009 (the “Retention Order”). By this Fee Application, FTI seeks monthly allowance of \$132,450.50 for compensation for actual and necessary professional services rendered and \$246.05 for reimbursement of actual and necessary expenses for the Application Period in accordance with the terms of the Administrative Order.

4. All services for which compensation is requested by FTI were performed solely for or on behalf of the Committee. As set forth in the Committee’s motion seeking authority to retain FTI, FTI’s services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of financial advisory services, including (but not limited to) tax and regulatory matters. The Retention Order authorized FTI to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

SUMMARY OF FEES

5. The total number of hours expended by FTI professionals and paraprofessionals in performing professional services for the Committee during the Application Period was 281.3 hours. Pursuant to the Retention Order, FTI is entitled to monthly compensation for its services provided to the Committee at its standard hourly rates, subject to periodic increases, plus reimbursement of necessary out of pocket expenses.

6. Services rendered by each professional and paraprofessional during the Application Period, and a summary of the time incurred by project code, is attached hereto as **Exhibit “A”, Exhibit “B”, and Exhibit “C”**.

Actual and Necessary Costs and Expenses Incurred

7. Reimbursement of expenses in the amount of \$246.05 is sought herein. FTI reserves the right to request, in subsequent fee applications, reimbursement of any additional expenses incurred during the Application Period, as such expenses may not have been captured to date by FTI’s billing system.

8. A summary of the reasonable and necessary expenses incurred is shown in **Exhibit “D” and Exhibit “E”**.

Compliance with the Bankruptcy Code, the Bankruptcy Rules and Local Rules

9. In accordance with Del. Bankr. LR 2016-2, a summary schedule of hours and fees for each professional, and a summary of hours and fees categorized by project code follow this Application. The undersigned submits that this Fee Application complies with Del. Bankr. LR 2016-2 and the Retention Order.

10. FTI submits that the services rendered and expenses incurred were actual and necessary and that the compensation sought is reasonable and in accordance with the standards of the Bankruptcy Code and Bankruptcy Rules.

11. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, FTI 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.

12. FTI 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 FTI and any other person other than the partners of FTI for the sharing of compensation to be received for services rendered in these cases.

NOTICE

13. As required by the Administrative Order, a copy of this Fee Application has been served upon: (a) the Office of the United States Trustee, (b) the Debtors, (c) counsel for the Debtors, (d) local counsel to the Debtors and (e) 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, FTI respectfully requests that the Court (i) approve compensation in the amount of \$132,450.50 for necessary professional services rendered and reimbursement of expenses in the amount of \$246.05, and (ii) authorize the payment to FTI, in accordance with the Administrative Order, of \$105,960.40 (80% of \$132,450.50) for necessary professional services rendered and \$246.05 for the reimbursement of expenses and (iii) such other and further relief that the Court deems just and proper.

Dated: February 3, 2010

Respectfully Submitted,

FTI CONSULTING, INC

By: /s/ Andrew Scruton
Andrew Scruton

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FOR THE DISTRICT OF DELAWARE**

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

VERIFICATION PURSUANT TO DEL. BANKR.LR. 2016-2(f) AND 28 U.S.C. §1746(2)

I, Andrew Scruton, verify as follows:

1. I am a Senior Managing Director with FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees, "FTI"). FTI has rendered professional services to the Official Committee of Unsecured Creditors in these Chapter 11 cases.

2. I have read the foregoing application of FTI for compensation and reimbursement of expenses (the "Fee Application"). To the best of my knowledge, information and belief formed upon the basis of my participation in these cases, as well as after reasonable inquiry, the facts set forth in the foregoing Application are true and correct and materially comply with the applicable orders, rules, guidelines and requirements as set forth by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, Del.Bankr.LR 2016-2, and the Executive Office for the United States Trustee.

Executed on: February 3, 2010

FTI CONSULTING, INC

By: /s/ Andrew Scruton

Andrew Scruton
Three Times Square
New York, NY 10036
Telephone: 646.453.1222
E-mail: andrew.scruton@fticonsulting.com
Financial Advisors to the Official
Committee of Unsecured Creditors of
Advanta, Corp.

EXHIBIT A
ADVANTA CORP., ET AL.
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009

<u>PROFESSIONAL</u>	<u>POSITION</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Scruton, Andrew	Senior Managing Director	43.4	\$ 825	\$ 35,805.00
Nolan, William J.	Senior Managing Director	12.8	\$ 825	10,560.00
Joffe, Steven	Senior Managing Director	6.5	\$ 825	5,362.50
Star, Samuel	Senior Managing Director	0.2	\$ 825	165.00
Hershman, Richard	Senior Managing Director	2.8	\$ 660	1,848.00
Hain, Danielle	Managing Director	19.8	\$ 685	13,563.00
Laduzinski, Steven	Director	2.5	\$ 560	1,400.00
Park, Ji Yon	Senior Consultant	41.9	\$ 455	19,064.50
Kream, Benjamin	Consultant	64.4	\$ 350	22,540.00
Chen, Iris	Consultant	68.8	\$ 290	19,952.00
Creagh, Kristina	Consultant	2.5	\$ 290	725.00
Hellmund-Mora, Marili	Administrative	15.6	\$ 250	3,900.00
Pearson, Linda	Administrative	0.1	\$ 105	10.50
Subtotal		281.3		\$ 134,895.50
Less: 50% discount for non-working travel time				(2,445.00)
Grand Total				\$ 132,450.50

EXHIBIT B
ADVANTA CORP., ET AL.
SUMMARY OF HOURS BY PROJECT CODE
FOR THE PERIOD DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009

PROJECT			
<u>CODE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
1	Current Operating Results & Events	51.4	\$ 23,014.50
2	Cash & Liquidity Analysis	24.0	10,650.00
6	Asset Sales	13.8	8,147.00
10	Analysis of Tax Issues	14.6	9,884.50
13	Analysis of Other Miscellaneous Motions	13.3	7,118.50
17	Wind Down Monitoring	14.6	6,129.00
19	Case Management	13.9	7,168.00
20	General Mtgs with Debtor & Debtors' Prof	36.3	22,206.50
21	General Mtgs with UCC & UCC Counsel	15.7	11,481.50
23	Firm Retention	68.5	22,289.50
24	Preparation of Fee Application	6.2	1,916.50
25	Travel Time	9.0	4,890.00
Subtotal		281.3	\$ 134,895.50
Less: 50% discount for non-working travel time			(2,445.00)
Grand Total			\$ 132,450.50

EXHIBIT C
ADVANTA CORP., ET AL.
DETAIL OF HOURS BY PROJECT CODE
FOR THE PERIOD DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009

<u>CODE</u>	<u>DATE</u>	<u>PROFESSIONAL</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>DESCRIPTION OF HOURS</u>
1	12/1/2009	Hain, Danielle	0.9	\$ 616.50	Review and update diligence request list.
1	12/1/2009	Kream, Benjamin	1.4	490.00	Develop preliminary information request and open items list for Debtor.
1	12/1/2009	Scruton, Andrew	1.4	1,155.00	Review information request list and implement detailed updates.
1	12/3/2009	Park, Ji Yon	0.7	318.50	Review FTT's situation analysis for case background.
1	12/3/2009	Park, Ji Yon	0.9	409.50	Review first day affidavit for case background.
1	12/6/2009	Park, Ji Yon	1.1	500.50	Review 10K, 10Q and first day affidavit for company background.
1	12/7/2009	Kream, Benjamin	1.1	385.00	Update diligence list, item request lists, and work plan.
1	12/8/2009	Hain, Danielle	0.5	342.50	Review and update diligence request list.
1	12/8/2009	Kream, Benjamin	2.0	700.00	Update work plan and diligence lists.
1	12/8/2009	Park, Ji Yon	0.4	182.00	Review and update diligence list to debtors and circulate.
1	12/8/2009	Park, Ji Yon	0.7	318.50	Review updated diligence list and implement detailed updates.
1	12/10/2009	Hain, Danielle	0.5	342.50	Review updated due diligence list.
1	12/10/2009	Hain, Danielle	0.6	411.00	Review data received from Debtor in response to request list.
1	12/11/2009	Chen, Iris	1.4	406.00	Review life insurance policies.
1	12/11/2009	Kream, Benjamin	1.7	595.00	Review life insurance and D&O insurance policies.
1	12/11/2009	Scruton, Andrew	0.6	495.00	Review of information request list.
1	12/14/2009	Chen, Iris	0.4	116.00	Research comparable D&O life insurance policies.
1	12/14/2009	Kream, Benjamin	2.3	805.00	Continue reviewing diligence materials from Company in preparation for in-person meeting.
1	12/14/2009	Scruton, Andrew	0.6	495.00	Update information request.
1	12/15/2009	Chen, Iris	1.3	377.00	Summarize key insurance coverage terms for D&O.
1	12/15/2009	Chen, Iris	1.4	406.00	Review life insurance policies for D&O.
1	12/15/2009	Chen, Iris	1.5	435.00	Review coverage terms for D&O.
1	12/15/2009	Chen, Iris	2.1	609.00	Edit open items request list.
1	12/15/2009	Hain, Danielle	1.0	685.00	Review life insurance and D&O insurance policies.
1	12/15/2009	Hain, Danielle	2.3	1,575.50	Review all diligence materials received.
1	12/15/2009	Kream, Benjamin	2.4	840.00	Review insurance plans.
1	12/15/2009	Park, Ji Yon	0.7	318.50	Review diligence materials provided by the company.
1	12/15/2009	Park, Ji Yon	0.8	364.00	Identify open issues re: diligence materials.
1	12/15/2009	Park, Ji Yon	0.9	409.50	Update diligence request list.
1	12/15/2009	Park, Ji Yon	1.1	500.50	Continue to review diligence materials provided by the company.
1	12/16/2009	Chen, Iris	1.4	406.00	Update insurance coverage terms and policies for D&O.
1	12/16/2009	Chen, Iris	1.4	406.00	Provide analysis on D&O key insurance coverage terms and policies.
1	12/16/2009	Kream, Benjamin	1.1	385.00	Review diligence materials received from the Debtors.
1	12/16/2009	Kream, Benjamin	1.3	455.00	Update diligence materials pursuant to meeting with Debtor.
1	12/16/2009	Kream, Benjamin	2.2	770.00	Update diligence materials and preliminary recovery analysis.
1	12/17/2009	Chen, Iris	1.7	493.00	Search 10-K, 8-K, and 10-Q filings for Supplemental Executive Insurance Program and Company Owned Life Insurance footnotes.
1	12/17/2009	Hain, Danielle	0.6	411.00	Review updated diligence list.
1	12/17/2009	Hain, Danielle	0.8	548.00	Prepare for meeting with Company and review case materials.
1	12/17/2009	Park, Ji Yon	0.6	273.00	Revise diligence request list.
1	12/17/2009	Park, Ji Yon	0.8	364.00	Revise diligence request list for additional materials.
1	12/17/2009	Park, Ji Yon	1.0	455.00	Review materials from in-person meeting with management and review open issues.
1	12/17/2009	Scruton, Andrew	0.8	660.00	Review revised info request list.
1	12/21/2009	Scruton, Andrew	0.7	577.50	Review diligence materials received.
1	12/23/2009	Park, Ji Yon	0.7	318.50	Review the proxy and 10K for SEIP.
1	12/23/2009	Park, Ji Yon	0.9	409.50	Draft workplan on open diligence issues.
1	12/29/2009	Hain, Danielle	0.4	274.00	Review diligence materials.
1	12/30/2009	Hain, Danielle	0.3	205.50	Review updated request list.
1 Total			51.4	23,014.50	
2	12/3/2009	Chen, Iris	1.0	290.00	Review 13 week cash flow forecast.
2	12/3/2009	Hain, Danielle	0.6	411.00	Review cash flow forecast.
2	12/3/2009	Park, Ji Yon	0.8	364.00	Review cash flow forecast.
2	12/4/2009	Chen, Iris	1.0	290.00	Compile questions for Debtors regarding cash forecast.
2	12/4/2009	Hain, Danielle	0.4	274.00	Review cash flow forecast and develop questions.
2	12/4/2009	Kream, Benjamin	1.5	525.00	Review 13 week cash flow forecast.
2	12/4/2009	Park, Ji Yon	0.6	273.00	Review cash flow forecast.
2	12/4/2009	Park, Ji Yon	0.7	318.50	Develop questions on cash flow forecast.
2	12/6/2009	Park, Ji Yon	1.6	728.00	Review supplemental cash flow materials and prepare questions for cash flow call.
2	12/7/2009	Chen, Iris	1.3	377.00	Review 13 week cash flow forecast.
2	12/7/2009	Hain, Danielle	0.9	616.50	Review Company's 13 week cash flow forecast.
2	12/7/2009	Kream, Benjamin	1.4	490.00	Participate in call to discuss 13 week cash flow and subsequent follow up.
2	12/7/2009	Park, Ji Yon	0.6	273.00	Finalize cash flow questions.
2	12/7/2009	Park, Ji Yon	1.4	637.00	Prepare for cash flow call and review recent financial documents.
2	12/7/2009	Park, Ji Yon	1.5	682.50	Cash flow call with A&M and company.
2	12/7/2009	Scruton, Andrew	1.1	907.50	Prepare for and participate on call with A&M and Debtor on cash flow forecast.
2	12/10/2009	Hain, Danielle	0.3	205.50	Review weekly cash forecast.
2	12/14/2009	Kream, Benjamin	1.8	630.00	Review potential issues with cash deposits at Republic First Bank.
2	12/15/2009	Scruton, Andrew	0.8	660.00	Review cash and cash equivalent details.

EXHIBIT C
ADVANTA CORP., ET AL.
DETAIL OF HOURS BY PROJECT CODE
FOR THE PERIOD DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009

<u>CODE</u>	<u>DATE</u>	<u>PROFESSIONAL</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>DESCRIPTION OF HOURS</u>
2	12/17/2009	Kream, Benjamin	2.2	770.00	Review cash exhibits and similar deliverables received from Company.
2	12/23/2009	Park, Ji Yon	0.5	227.50	Review the latest cash flow forecast.
2	12/28/2009	Kream, Benjamin	2.0	700.00	Review latest 13 wk cash flow.
2 Total			24.0	10,650.00	
6	12/3/2009	Chen, Iris	1.7	493.00	Research information on price quotes for Advanta company vehicles.
6	12/4/2009	Chen, Iris	1.4	406.00	Compile analysis on price quotes for Advanta company vehicles.
6	12/6/2009	Park, Ji Yon	0.7	318.50	Review company's proposal to sell certain vehicles.
6	12/7/2009	Chen, Iris	1.5	435.00	Research present valuation of automobile prices for possible alternative sales.
6	12/8/2009	Hain, Danielle	0.4	274.00	Follow up re: automobile purchase.
6	12/30/2009	Hershtman, Richard	2.8	1,848.00	Review materials provided and call with A&M and company to discuss sale or wind down of AIC and ALIC insurance subsidiaries.
6	12/30/2009	Scruton, Andrew	1.1	907.50	Call with Debtors on insurance subs.
6	12/30/2009	Scruton, Andrew	2.1	1,732.50	Review of materials re: insurance subs.
6	12/31/2009	Scruton, Andrew	2.1	1,732.50	Review of materials re: insurance subs.
6 Total			13.8	8,147.00	
10	12/1/2009	Joffe, Steven	2.0	1,650.00	Review of SEC filings in regards to tax issues.
10	12/1/2009	Laduzinski, Steven	1.0	560.00	Review of FTT presentation, 10Ks and court papers in regards to tax issues.
10	12/8/2009	Joffe, Steven	1.0	825.00	Review of claims trading motion, comparison to other motions; teleconference with Latham.
10	12/9/2009	Joffe, Steven	0.5	412.50	Review of company presentation and email exchange with Latham re: tax issues.
10	12/9/2009	Laduzinski, Steven	1.5	840.00	Review company's presentation to UCC.
10	12/15/2009	Scruton, Andrew	1.1	907.50	Review of tax sharing agreement.
10	12/17/2009	Chen, Iris	2.3	667.00	Review NOL carryback analysis.
10	12/17/2009	Scruton, Andrew	0.9	742.50	Review tax issues.
10	12/18/2009	Joffe, Steven	1.0	825.00	Review tax agreement and teleconference with Latham tax attorneys.
10	12/22/2009	Scruton, Andrew	0.8	660.00	Review tax sharing agreement.
10	12/23/2009	Chen, Iris	0.5	145.00	Compile and review 2008 Tax Returns of Advanta and subsidiaries.
10	12/28/2009	Joffe, Steven	2.0	1,650.00	Review of documents with respect to partnership regarding credit card receivables.
10 Total			14.6	9,884.50	
13	12/1/2009	Chen, Iris	1.9	551.00	Conference call with Counsel re: various motions.
13	12/1/2009	Hain, Danielle	0.5	342.50	Call with A&M re: open items and 1st day motions.
13	12/2/2009	Chen, Iris	0.7	203.00	Review lease amendment motion.
13	12/2/2009	Hain, Danielle	0.9	616.50	Calls with A&M re: lease amendment motion.
13	12/2/2009	Hain, Danielle	1.1	753.50	Calls with Latham re: lease amendment motion.
13	12/2/2009	Park, Ji Yon	0.6	273.00	Review lease amendment motion and participate in call with A&M to discuss related issues.
13	12/3/2009	Hain, Danielle	0.4	274.00	Call with Committee member re: lease motion.
13	12/3/2009	Hain, Danielle	0.4	274.00	Call with counsel re: lease motion.
13	12/3/2009	Scruton, Andrew	0.8	660.00	Prepare for and participate on calls with A&M on lease motion.
13	12/3/2009	Scruton, Andrew	2.1	1,732.50	Update with Counsel and Committee member on lease motion.
13	12/4/2009	Kream, Benjamin	0.9	315.00	Review docket and latest motions.
13	12/10/2009	Kream, Benjamin	2.3	805.00	Read motions that were scheduled to be heard 1/5.
13	12/17/2009	Park, Ji Yon	0.7	318.50	Review cash management motion and order.
13 Total			13.3	7,118.50	
17	12/9/2009	Kream, Benjamin	0.8	280.00	Gather recent filings relevant to preliminary waterfall analysis.
17	12/15/2009	Kream, Benjamin	3.2	1,120.00	Develop preliminary waterfall analysis.
17	12/15/2009	Kream, Benjamin	3.3	1,155.00	Research assets and liabilities for preliminary waterfall analysis.
17	12/16/2009	Hain, Danielle	0.5	342.50	Review preliminary recovery model.
17	12/16/2009	Park, Ji Yon	0.4	182.00	Review preliminary recovery analysis.
17	12/17/2009	Park, Ji Yon	1.4	637.00	Review trust preferred securities indenture documents.
17	12/21/2009	Park, Ji Yon	0.8	364.00	Update preliminary recovery analysis.
17	12/21/2009	Park, Ji Yon	1.4	637.00	Review trust indentures for guarantee priority.
17	12/23/2009	Park, Ji Yon	0.6	273.00	Revise recovery analysis.
17	12/28/2009	Kream, Benjamin	1.1	385.00	Update recovery analysis.
17	12/29/2009	Hain, Danielle	1.1	753.50	Review and provide input related to recovery analysis.
17 Total			14.6	6,129.00	
19	12/1/2009	Hain, Danielle	0.5	342.50	Review open items.
19	12/1/2009	Kream, Benjamin	0.6	210.00	Finalize open items list.
19	12/1/2009	Kream, Benjamin	2.1	735.00	Update work plan and participate in preliminary planning call.
19	12/3/2009	Scruton, Andrew	0.6	495.00	Update on meeting scheduling and agenda.
19	12/4/2009	Kream, Benjamin	1.4	490.00	Create new open items list.
19	12/4/2009	Scruton, Andrew	0.6	495.00	Review meeting agenda.
19	12/7/2009	Scruton, Andrew	0.5	412.50	Update on workplan.
19	12/8/2009	Scruton, Andrew	0.5	412.50	Review schedule and workplan.
19	12/10/2009	Scruton, Andrew	0.7	577.50	Review revised workplan and scheduling.
19	12/11/2009	Kream, Benjamin	1.6	560.00	Update open items lists and work plan.

EXHIBIT C
ADVANTA CORP., ET AL.
DETAIL OF HOURS BY PROJECT CODE
FOR THE PERIOD DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009

<u>CODE</u>	<u>DATE</u>	<u>PROFESSIONAL</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>DESCRIPTION OF HOURS</u>
19	12/14/2009	Kream, Benjamin	1.7	595.00	Update work plan and open item lists.
19	12/15/2009	Hain, Danielle	0.5	342.50	Draft agenda for meeting with Company.
19	12/15/2009	Scruton, Andrew	0.5	412.50	Review workplan.
19	12/17/2009	Kream, Benjamin	0.5	175.00	Update work plan.
19	12/17/2009	Park, Ji Yon	0.5	227.50	Review open issues and draft workplan.
19	12/23/2009	Park, Ji Yon	0.6	273.00	Draft email on next steps on open issues.
19	12/31/2009	Scruton, Andrew	0.5	412.50	Review case issues list.
19 Total			13.9	7,168.00	
20	12/1/2009	Nolan, William J.	1.5	1,237.50	Calls with A&M re: case issues.
20	12/1/2009	Scruton, Andrew	0.8	660.00	Calls with A&M to review status.
20	12/7/2009	Kream, Benjamin	0.8	280.00	Participate in call to plan 12/9 committee meeting.
20	12/8/2009	Scruton, Andrew	0.8	660.00	Call with Debtors' professionals prior to meeting with Committee.
20	12/9/2009	Kream, Benjamin	4.1	1,435.00	In-person meeting with management and UCC.
20	12/9/2009	Nolan, William J.	2.1	1,732.50	Review case materials to prepare for in-person meeting with management and UCC.
20	12/9/2009	Nolan, William J.	3.4	2,805.00	In-person meeting with management and UCC.
20	12/9/2009	Park, Ji Yon	1.0	455.00	Participate in the kick-off meeting with the debtors and committee (partial attendance).
20	12/9/2009	Scruton, Andrew	2.9	2,392.50	Meeting at Weil to discuss case status with management and UCC.
20	12/10/2009	Kream, Benjamin	1.8	630.00	Review follow-up items from the 12/9 in-person meeting with management.
20	12/15/2009	Park, Ji Yon	0.7	318.50	Prepare for upcoming on-site meeting with the Company.
20	12/16/2009	Kream, Benjamin	3.5	1,225.00	Prepare for and participate in meetings with Debtor at Spring House offices.
20	12/16/2009	Nolan, William J.	3.5	2,887.50	Prepare and participate in site meeting with Debtors.
20	12/16/2009	Park, Ji Yon	1.6	728.00	Prepare for meeting with management and A&M re: case issues.
20	12/16/2009	Park, Ji Yon	3.5	1,592.50	In-person meeting with management and A&M re: diligence items and case issues.
20	12/16/2009	Scruton, Andrew	3.5	2,887.50	Prepare and participate in site meeting with Debtors.
20	12/17/2009	Kream, Benjamin	0.8	280.00	Review follow-up items from 12/16 meeting.
20 Total			36.3	22,206.50	
21	12/1/2009	Scruton, Andrew	1.0	825.00	Update with Counsel on key issues.
21	12/4/2009	Scruton, Andrew	0.5	412.50	Update on meeting with Debtors.
21	12/7/2009	Scruton, Andrew	0.5	412.50	Review status with Counsel.
21	12/8/2009	Scruton, Andrew	1.3	1,072.50	Prepare with Counsel for meetings.
21	12/9/2009	Kream, Benjamin	1.2	420.00	Prepare for 12/9 meeting with case professionals.
21	12/9/2009	Kream, Benjamin	1.0	350.00	Participate in planning meeting for UCC meeting with Latham.
21	12/9/2009	Nolan, William J.	1.0	825.00	Conference call with UCC and Debtors.
21	12/9/2009	Scruton, Andrew	1.0	825.00	Update with Committee and pre call with Counsel.
21	12/10/2009	Hain, Danielle	0.4	274.00	Update re: Committee meeting.
21	12/10/2009	Scruton, Andrew	0.5	412.50	Review case status with Counsel.
21	12/14/2009	Scruton, Andrew	0.7	577.50	Review case status with Counsel.
21	12/15/2009	Scruton, Andrew	0.6	495.00	Update with Counsel on workplan.
21	12/16/2009	Scruton, Andrew	0.9	742.50	Updates with Counsel and review e-mails re: case strategy.
21	12/17/2009	Scruton, Andrew	0.9	742.50	Prepare update to Committee re: meeting with Debtor.
21	12/18/2009	Nolan, William J.	1.3	1,072.50	Prepare for and participate in UCC Conference call.
21	12/18/2009	Park, Ji Yon	1.0	455.00	Committee call re: case status and FTT's visit on Company site.
21	12/18/2009	Scruton, Andrew	0.4	330.00	Update with Committee chair.
21	12/18/2009	Scruton, Andrew	1.5	1,237.50	Call with Committee and preview with Counsel.
21 Total			15.7	11,481.50	
23	12/1/2009	Chen, Iris	0.4	116.00	Draft preliminary retention papers.
23	12/1/2009	Chen, Iris	1.6	464.00	Prepare retention papers for Advanta.
23	12/1/2009	Chen, Iris	1.9	551.00	Conduct conflict/connection check for Advanta.
23	12/1/2009	Chen, Iris	2.1	609.00	Continue to review conflict check results.
23	12/1/2009	Hellmund-Mora, Marili	2.3	575.00	Identify potential conflicts and submit findings in connection with FTT's retention affidavit.
23	12/1/2009	Hellmund-Mora, Marili	2.6	650.00	Preparation and review of relationship check list.
23	12/2/2009	Chen, Iris	2.9	841.00	Review conflict check results for related parties in the case.
23	12/2/2009	Chen, Iris	3.1	899.00	Continue to review conflict check results for related parties in the case.
23	12/2/2009	Hain, Danielle	0.4	274.00	Review status of retention documents.
23	12/2/2009	Hellmund-Mora, Marili	1.9	475.00	Continue to perform relationship check in relation to FTT retention.
23	12/3/2009	Chen, Iris	1.6	464.00	Conduct conflict check on professional advisors and other professionals of Advanta.
23	12/3/2009	Chen, Iris	1.8	522.00	Draft Retention Application for Advanta.
23	12/3/2009	Chen, Iris	2.4	696.00	Draft Affidavit and Exhibits for Advanta.
23	12/3/2009	Hain, Danielle	0.3	205.50	Review A&M retention.
23	12/3/2009	Hain, Danielle	0.5	342.50	Review retention application.
23	12/4/2009	Chen, Iris	3.1	899.00	Continue with conflict check for Advanta.
23	12/4/2009	Hellmund-Mora, Marili	1.7	425.00	Identify potential conflicts and submit results re: FTT's retention affidavit.
23	12/7/2009	Chen, Iris	0.3	87.00	Compile open items list for Debtor.
23	12/7/2009	Chen, Iris	1.4	406.00	Review of conflict check of affiliated parties.
23	12/7/2009	Kream, Benjamin	1.2	420.00	Review results of conflict check of affiliated parties.
23	12/7/2009	Pearson, Linda	0.1	10.50	Submit case files.

EXHIBIT C
ADVANTA CORP., ET AL.
DETAIL OF HOURS BY PROJECT CODE
FOR THE PERIOD DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009

<u>CODE</u>	<u>DATE</u>	<u>PROFESSIONAL</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>DESCRIPTION OF HOURS</u>
23	12/8/2009	Chen, Iris	0.3	87.00	Request information for Advanta stock/debt ownership from FTI team.
23	12/8/2009	Chen, Iris	1.0	290.00	Continue review of conflict check results.
23	12/8/2009	Creagh, Kristina	2.5	725.00	Review conflict check results of list of related parties.
23	12/8/2009	Hain, Danielle	0.4	274.00	Review retention papers.
23	12/8/2009	Hellmund-Mora, Marili	1.2	300.00	Request information for Advanta stock/debt ownership from FTI team.
23	12/8/2009	Hellmund-Mora, Marili	2.6	650.00	Submit conflict check findings in connection with FTI's retention affidavit.
23	12/8/2009	Kream, Benjamin	1.6	560.00	Coordinate conflict check.
23	12/9/2009	Chen, Iris	3.4	986.00	Review of conflict check results.
23	12/9/2009	Hellmund-Mora, Marili	2.3	575.00	Review relationship check list and identify potential conflicts.
23	12/10/2009	Chen, Iris	0.8	232.00	Edit drafts of the Retention Application and the Affidavit.
23	12/10/2009	Chen, Iris	2.5	725.00	Complete conflict check of Advanta.
23	12/10/2009	Hain, Danielle	0.4	274.00	Review retention application and connections check results.
23	12/10/2009	Hellmund-Mora, Marili	0.4	100.00	Follow up on Advanta stock ownership declaration.
23	12/10/2009	Kream, Benjamin	1.5	525.00	Coordinate conflict check review.
23	12/11/2009	Chen, Iris	1.3	377.00	Update exhibits in Retention Application and Affidavit.
23	12/14/2009	Chen, Iris	1.2	348.00	Edit retention application and affidavit.
23	12/15/2009	Chen, Iris	0.9	261.00	Draft final copies of Retention Application and Affidavit.
23	12/15/2009	Chen, Iris	1.3	377.00	Review results of conflict check.
23	12/15/2009	Hain, Danielle	0.7	479.50	Review retention papers and conflict check binders.
23	12/15/2009	Hellmund-Mora, Marili	0.6	150.00	Participate in call re: conflict check results and parties for court disclosure.
23	12/18/2009	Chen, Iris	1.7	493.00	Edit Retention Application and Affidavit per Latham Watkins' comments.
23	12/18/2009	Park, Ji Yon	0.3	136.50	Review Latham and A&M retention application.
23	12/18/2009	Park, Ji Yon	2.1	955.50	Review and update retention papers and follow up with counsel on related issues.
23	12/18/2009	Scruton, Andrew	0.5	412.50	Finalize retention papers.
23	12/21/2009	Park, Ji Yon	0.9	409.50	Update retention docs and follow up on related issues.
23	12/21/2009	Scruton, Andrew	0.8	660.00	Update with Counsel on retention matters.
23	12/21/2009	Star, Samuel	0.2	165.00	Review proposed change to retention papers.
23	12/22/2009	Park, Ji Yon	1.1	500.50	Finalize retention documents.
23	12/22/2009	Scruton, Andrew	0.4	330.00	Finalize retention docs.
23 Total			68.5	22,289.50	
24	12/8/2009	Chen, Iris	1.8	522.00	Prepare November monthly fee application.
24	12/9/2009	Chen, Iris	1.6	464.00	Update exhibits of November fee invoice and application.
24	12/10/2009	Chen, Iris	1.6	464.00	Update November 2009 invoice.
24	12/11/2009	Chen, Iris	0.9	261.00	Update November 2009 invoice for fee application.
24	12/17/2009	Hain, Danielle	0.3	205.50	Review November invoice.
24 Total			6.2	1,916.50	
25	12/16/2009	Kream, Benjamin	1.5	525.00	Travel to Spring House offices.
25	12/16/2009	Kream, Benjamin	1.5	525.00	Travel from Spring House offices.
25	12/16/2009	Park, Ji Yon	3.0	1,365.00	Drive to/from NYC and Spring House, PA.
25	12/16/2009	Scruton, Andrew	3.0	2,475.00	Travel to/from Spring House offices.
25 Total			9.0	4,890.00	
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Subtotal			281.3	\$ 134,895.50	
Less: 50% discount for non-working travel time				(2,445.00)	
Grand Total				\$ 132,450.50	

EXHIBIT D
ADVANTA CORP., ET AL.
SUMMARY OF EXPENSES
FOR THE PERIOD DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009

EXPENSE TYPE	AMOUNT
Transportation (Ground and Air)	\$ 93.25
Business Meals	152.80
Total	\$ 246.05

EXHIBIT E
ADVANTA CORP., ET AL.
EXPENSE DETAIL
FOR THE PERIOD DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009

<u>DATE</u>	<u>PROFESSIONAL</u>	<u>EXPENSE DETAIL</u>	<u>AMOUNT</u>
12/01/2009	Chen, Iris	Taxi - Office to home overtime.	\$ 7.24
12/03/2009	Chen, Iris	Taxi - Office to home overtime.	7.24
12/03/2009	Chen, Iris	Meals - Working dinner overtime.	22.41
12/07/2009	Chen, Iris	Meals - Working dinner overtime.	23.63
12/08/2009	Chen, Iris	Taxi - Office to home overtime.	9.10
12/09/2009	Chen, Iris	Meals - Working dinner overtime.	25.88
12/11/2009	Chen, Iris	Taxi - Office to home overtime.	10.40
12/15/2009	Kream, Benjamin	Taxi - Office to home overtime.	17.82
12/15/2009	Chen, Iris	Taxi - Office to home overtime.	15.72
12/15/2009	Park, Ji Yon	Meals - Working dinner overtime.	28.65
12/15/2009	Kream, Benjamin	Meals - Working dinner overtime.	23.26
12/16/2009	Kream, Benjamin	Taxi - Office to home overtime.	15.43
12/16/2009	Park, Ji Yon	Meals Out of Office - Breakfast with B. Kream (FTI).	7.78
12/16/2009	Chen, Iris	Taxi - Office to home overtime.	10.30
12/17/2009	Park, Ji Yon	Meals - Working dinner overtime.	21.19
Total			\$ 246.05