

**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: March 3, 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 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, 2009 Through December 31, 2009* (the “Application”), which seeks approval of Latham’s request for compensation for the professional services rendered in the amount of \$133,832.00 and reimbursement for the expenses it incurred in the amount of \$744.59 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 **March 3, 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. 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 10, 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

*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)
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 Debtors.) (Jointly Administered)

**Objection Deadline: March 3, 2010 at 4:00 p.m.
Hearing Date: Only if objections are filed**

**SECOND 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, 2009 THROUGH DECEMBER 31, 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: December 1, 2009 through December 31, 2009

Amount of Compensation sought as actual, reasonable, and necessary: \$107,065.60 (80% of \$133,832.00)

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$744.59

This is an: 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
01/20/2010	11/19/2009 - 11/30/2009	\$ 109,783.50	\$ 18.00	N/A	N/A
TOTAL		\$ 109,783.50	\$ 18.00	N/A	N/A

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	19.0	\$18,050.00
David Raab	Partner/21 years. Admitted 1988.	\$995.00	6.4	\$6,368.00
Roger G. Schwartz	Partner/12 years. Admitted 1997.	\$850.00	22.8	\$19,380.00
Melissa R.H. Hall	Associate/8 years. Admitted 2001.	\$620.00	31.6	\$19,592.00
Jocelyn F. Noll	Associate/7 years. Admitted 2002.	\$695.00	3.5	\$2,432.50
Orly C. Morgenstern	Associate/1 year. Admitted 2008.	\$505.00	6.1	\$3,080.50
Adam J. Goldberg	Associate/2 years. Admitted 2007.	\$530.00	19.1	\$10,123.00
Catherine M. Martin	Associate/1 year. Admitted /2008.	\$475.00	15.1	\$7,172.50
Aaron M. Singer	Associate/1 year. Admitted 2008.	\$475.00	85.2	\$40,470.00
Christopher D. Blickley	Associate/1 year. Admitted 2008.	\$425.00	4.6	\$1,955.00
Evan R. Thorn	Associate/less than 1 year. Admitted 2009.	\$475.00	4.4	\$1,870.00
Sarita Chalen	Paralegal/6 years.	\$220.00	5.0	\$1,100.00
Lauren S. Gaskill	Paralegal/2 years.	\$185.00	12.1	\$2,238.50
TOTAL			234.90	\$133,832.00

Dated: February 10, 2010
Wilmington, Delaware

COMPENSATION BY PROJECT CATEGORY
DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009

Project Category	Total Hours	Total Fees
Case Administration	42.90	\$19,277.00
Committee Meetings	25.10	\$16,914.00
Review and Summary of Pleadings	25.20	\$14,899.50
Tax	27.90	\$19,212.50
FDIC and Regulatory	16.30	\$9,741.00
Professional Retention	64.90	\$32,625.00
Meetings with Committee Professionals	1.90	\$1,390.00
Meetings with Other Parties	18.40	\$11,984.00
Non Working Travel Time	10.50	\$6,510.00
Draft and Revise Pleadings and Documents	1.00	\$519.00
Claims	.80	\$760.00
TOTAL	234.90	\$133,832.00

EXPENSE SUMMARY
DECEMBER 1, 2009 THROUGH DECEMBER 31, 2009

Expense Category	Total Expenses
Photocopying	\$1.87
Telephone	\$34.77
Airfare & Trainfare	\$384.00
Meals	\$6.00
Ground Transportation	\$58.50
Lexis	\$176.40
Document Preparation	\$18.00
Ground Transportation – Local	\$65.05
TOTAL	\$744.59

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Debtors.) (Jointly Administered)

**SECOND 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, 2009 THROUGH DECEMBER 31, 2009**

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 Second 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, 2009 through December 31, 2009 (the “Application”). By this Application, L&W seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$133,832.00 as compensation and \$744.59 for reimbursement of actual and necessary expenses for a total of \$134,576.59 for the period commencing December 1, 2009 through December 31, 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 \$133,832.00, representing 234.90 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 \$744.59.

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 eleven (11) 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 \$744.59 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 \$133,832.00 for necessary professional services rendered and reimbursement of expenses in the amount of \$744.59, (ii) authorize the Committee to remit to L&W, in accordance with the Interim Compensation Order, \$107,065.60 (80% of \$133,832.00) for necessary professional services rendered and \$744.59 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: February 10, 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

Counsel for the Official
Committee of Unsecured Creditors

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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 first monthly application for allowance of compensation for services rendered and for reimbursement of expenses for the period of November 19, 2009 through November 30, 2009 [Docket No. 168] (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 the 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 10, 2010

/s/ Mitchell A. Seider
Mitchell A. Seider, Esq.

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)
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)
Debtors.) (Jointly Administered)

CERTIFICATION

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

3. 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 second monthly application for allowance of compensation for services rendered and for reimbursement of expenses for the period of December 1, 2009 through December 31, 2009 (the "Application").

4. 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 10, 2010

/s/ Mitchell A. Seider
Mitchell A. Seider, Esq.

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, 2009

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. 100600034
File No. 047606-0000

The following is a summary of services rendered December 1, 2009 through December 31, 2009:

NAME	TITLE	HOURS	RATE	AMOUNT
SEIDER, MITCHELL A	PARTNER	19.00	950.00	18,050.00
RAAB, DAVID S	PARTNER	6.40	995.00	6,368.00
HALL, MELISSA R H	ASSOCIATE, SR.	31.60	620.00	19,592.00
MORGENSTERN, ORLY C	ASSOCIATE, JR.	6.10	505.00	3,080.50
SCHWARTZ, ROGER G	PARTNER	22.80	850.00	19,380.00
NOLL, JOCELYN F	ASSOCIATE, SR.	3.50	695.00	2,432.50
CHALEN, SARITA	PARALEGAL	5.00	220.00	1,100.00
GASKILL, LAUREN S	PARALEGAL	12.10	185.00	2,238.50
GOLDBERG, ADAM J	ASSOCIATE, JR.	19.10	530.00	10,123.00
MARTIN, CATHERINE M	ASSOCIATE, JR.	15.10	475.00	7,172.50
SINGER, AARON M	ASSOCIATE, JR.	85.20	475.00	40,470.00
BLICKLEY, CHRISTOPHER D	ASSOCIATE, JR.	4.60	425.00	1,955.00
THORN, EVAN R	ASSOCIATE, JR.	4.40	425.00	1,870.00
GRAND TOTAL		234.90		133,832.00

For services rendered during December 31, 2009:

Matter Name 0001 CASE ADMINISTRATION

R G SCHWARTZ	PARTNER	2.50hrs. @	\$850.00	\$2,125.00
M A SEIDER	PARTNER	.80hrs. @	\$950.00	\$760.00
M R HALL	ASSOCIATE, SR.	.50hrs. @	\$620.00	\$310.00
A J GOLDBERG	ASSOCIATE, JR	.80hrs. @	\$530.00	\$424.00
C M MARTIN	ASSOCIATE, JR	.90hrs. @	\$475.00	\$427.50
A M SINGER	ASSOCIATE, JR	28.60hrs. @	\$475.00	\$13,585.00
S CHALEN	PARALEGAL	.50hrs. @	\$220.00	\$110.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 100600034

L S GASKILL	PARALEGAL	8.30hrs. @	\$185.00	<u>\$1,535.50</u>
		42.90		19,277.00

TOTAL: \$19,277.00

Matter Name 0002 COMMITTEE MEETINGS

R G SCHWARTZ	PARTNER	2.80hrs. @	\$850.00	\$2,380.00
M A SEIDER	PARTNER	7.10hrs. @	\$950.00	\$6,745.00
M R HALL	ASSOCIATE, SR	2.90hrs. @	\$620.00	\$1,798.00
A J GOLDBERG	ASSOCIATE, JR	2.70hrs. @	\$530.00	\$1,431.00
C M MARTIN	ASSOCIATE, JR	1.50hrs. @	\$475.00	\$712.50
A M SINGER	ASSOCIATE, JR	8.10hrs. @	\$475.00	<u>\$3,847.50</u>
		25.10		16,914.00

TOTAL: \$16,914.00

Matter Name 0003 REVIEW AND SUMMARY OF PLEADINGS

D S RAAB	PARTNER	.40hrs. @	\$995.00	\$398.00
R G SCHWARTZ	PARTNER	3.10hrs. @	\$850.00	\$2,635.00
M A SEIDER	PARTNER	3.00hrs. @	\$950.00	\$2,850.00
M R HALL	ASSOCIATE, SR.	2.20hrs. @	\$620.00	\$1,364.00
C D BLICKLEY	ASSOCIATE, JR	3.20hrs. @	\$425.00	\$1,360.00
A J GOLDBERG	ASSOCIATE, JR	1.20hrs. @	\$530.00	\$636.00
C M MARTIN	ASSOCIATE, JR	4.70hrs. @	\$475.00	\$2,232.50
A M SINGER	ASSOCIATE, JR	6.40hrs. @	\$475.00	\$3,040.00
E R THORN	ASSOCIATE, JR	.80hrs. @	\$425.00	\$340.00
S CHALEN	PARALEGAL	.20hrs. @	\$220.00	<u>\$44.00</u>
		25.20		14,899.50

TOTAL: \$14,899.50

Matter Name 0004 TAX

D S RAAB	PARTNER	5.60hrs. @	\$995.00	\$5,572.00
R G SCHWARTZ	PARTNER	2.80hrs. @	\$850.00	\$2,380.00
M A SEIDER	PARTNER	2.20hrs. @	\$950.00	\$2,090.00
J F NOLL	ASSOCIATE, SR.	3.50hrs. @	\$695.00	\$2,432.50
C M MARTIN	ASSOCIATE, JR	7.70hrs. @	\$475.00	\$3,657.50
O C MORGENSTERN	ASSOCIATE, JR	6.10hrs. @	\$505.00	<u>\$3,080.50</u>
		27.90		19,212.50

TOTAL: \$19,212.50

Matter Name 0005 FDIC AND REGULATORY

R G SCHWARTZ	PARTNER	.50hrs. @	\$850.00	\$425.00
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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 100600034

M A SEIDER	PARTNER	1.50hrs. @	\$950.00	\$1,425.00
M R HALL	ASSOCIATE, SR.	9.30hrs. @	\$620.00	\$5,766.00
C D BLICKLEY	ASSOCIATE, JR	1.40hrs. @	\$425.00	\$595.00
E R THORN	ASSOCIATE, JR	3.60hrs. @	\$425.00	<u>\$1,530.00</u>
		16.30		9,741.00

TOTAL: \$9,741.00

Matter Name 0006 PROFESSIONAL RETENTIONS

R G SCHWARTZ	PARTNER	5.80hrs. @	\$850.00	\$4,930.00
M A SEIDER	PARTNER	3.00hrs. @	\$950.00	\$2,850.00
A J GOLDBERG	ASSOCIATE, JR	7.20hrs. @	\$530.00	\$3,816.00
A M SINGER	ASSOCIATE, JR	40.80hrs. @	\$475.00	\$19,380.00
S CHALEN	PARALEGAL	4.30hrs. @	\$220.00	\$946.00
L S GASKILL	PARALEGAL	3.80hrs. @	\$185.00	<u>\$703.00</u>
		64.90		32,625.00

TOTAL: \$32,625.00

Matter Name 0010 MEETINGS WITH COMMITTEE PROFESSIONALS

R G SCHWARTZ	PARTNER	1.30hrs. @	\$850.00	\$1,105.00
A M SINGER	ASSOCIATE, JR	.60hrs. @	\$475.00	<u>\$285.00</u>
		1.90		1,390.00

TOTAL: \$1,390.00

Matter Name 0011 MEETINGS WITH OTHER PARTIES

D S RAAB	PARTNER	.40hrs. @	\$995.00	\$398.00
R G SCHWARTZ	PARTNER	4.00hrs. @	\$850.00	\$3,400.00
M A SEIDER	PARTNER	.60hrs. @	\$950.00	\$570.00
M R HALL	ASSOCIATE, SR.	6.20hrs. @	\$620.00	\$3,844.00
A J GOLDBERG	ASSOCIATE, JR	6.40hrs. @	\$530.00	\$3,392.00
C M MARTIN	ASSOCIATE, JR	.30hrs. @	\$475.00	\$142.50
A M SINGER	ASSOCIATE, JR	.50hrs. @	\$475.00	<u>\$237.50</u>
		18.40		11,984.00

TOTAL: \$11,984.00

Matter Name 0012 NON WORKING TRAVEL TIME

M R HALL	ASSOCIATE, SR.	10.50hrs. @	\$620.00	<u>\$6,510.00</u>
		10.50		6,510.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 100600034

TOTAL: \$6,510.00

Matter Name 0013 DRAFT AND REVISE PLEADINGS AND DOCUMENTS				
A J GOLDBERG	ASSOCIATE, JR	.80hrs. @	\$530.00	\$424.00
A M SINGER	ASSOCIATE, JR	.20hrs. @	\$475.00	<u>\$95.00</u>
		1.00		519.00

TOTAL: \$ 519.00

Matter Name 0014 CLAIMS				
M A SEIDER	PARTNER	.80hrs. @	\$950.00	<u>\$760.00</u>
		.80		760.00

TOTAL: \$ 760.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # **100600034**

Other Charges

PHOTOCOPYING	1.87
TELEPHONE	34.77
AIRFARE & TRAINFARE	384.00
MEALS	6.00
GROUND TRANSPORTATION	58.50
LEXIS	176.40
DOCUMENT PREPARATION	18.00
GROUND TRANSPORTATION – LOCAL	<u>65.05</u>

TOTAL: **\$ 744.59**

TOTAL CURRENT CHARGES	\$133,832.00
TOTAL EXPENSES	<u>\$744.59</u>
TOTAL BALANCE DUE	\$134,576.59

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
COMMITTEE 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>
SEIDER	12/01/09	.50	FOLLOW UP ON RESTRICTION ON SALE OF VISA STOCK (0.5)
GOLDBERG	12/01/09	.30	CORRESPONDENCE REGARDING STATUS OF CASE AND CASE ADMINISTRATION (0.3)
SINGER	12/02/09	1.10	WORK RELATED TO SETTING UP COMMITTEE WEBSITE (1.1)
CHALEN	12/02/09	.20	PACER SEARCHES AND PULL REQUESTED DOCUMENTS FROM COURT SYSTEM (0.2)
GASKILL	12/02/09	.30	SEND DOCKET UPDATE AND DISTRIBUTE REQUESTED DOCUMENTS (0.3)
GOLDBERG	12/03/09	.30	CORRESPONDENCE REGARDING CASE ADMINISTRATION (0.3)
MARTIN	12/03/09	.40	REVISE AND DISTRIBUTE BYLAWS (0.4)
SINGER	12/03/09	3.60	SETUP COMMITTEE WEBSITE (0.7); DISCUSS ISSUE WITH COMMITTEE MEMBERS (1.5); DRAFT MEMORANDUM TO COMMITTEE REGARDING BYLAWS (0.9); GATHER EXECUTION DOCUMENTS (0.5)
SINGER	12/04/09	1.40	CONDUCT RESEARCH AND DRAFT MEMORANDUM FOR DISTRIBUTION TO COMMITTEE (1.4)
GOLDBERG	12/06/09	.20	CORRESPONDENCE REGARDING STATUS OF CASE (0.2)
SINGER	12/06/09	.30	CORRESPOND WITH L&W TEAM REGARDING WEB SITE AND MEMORANDUM (0.3)
SINGER	12/06/09	3.90	REVIEW, ANALYZE AND REVISE MEMORANDUM FOR PRESENTATION TO THE COMMITTEE (3.9)
SINGER	12/07/09	2.60	CONDUCT RESEARCH RELATING TO, REVISE AND DRAFT MEMORANDUM FOR DISTRIBUTION TO THE COMMITTEE AND CORRESPOND WITH LATHAM AS TO SAME (2.6)
SINGER	12/07/09	5.00	DRAFT MEMORANDUM FOR COMMITTEE REGARDING ADMINISTRATIVE ISSUES (2.3); WORK ON SETTING UP COMMITTEE WEB SITE (1.1); CORRESPOND WITH DRINKER REGARDING MEMORANDUM (0.2); FIELD CALLS FROM VARIOUS CREDITORS (0.8); ATTEND TEAM STATUS MEETING AND DISCUSS NEW OBJECTIVES (0.6)
SINGER	12/08/09	2.10	DRAFT CALENDAR OF CRITICAL DATES (0.7); WORK TO SETUP COMMITTEE WEB SITE INCLUDING CORRESPONDING WITH GARDEN CITY(1.2); REVIEW EMAIL CORRESPONDENCE (0.2)
SINGER	12/08/09	.50	RECEIVE COMMENTS AND DISCUSS MEMORANDUM WITH LATHAM, AND REVISE MEMORANDUM TO COMMITTEE BASED ON THOSE COMMENTS (0.5)
GASKILL	12/08/09	.70	CONVERSATION WITH C. MARTIN REGARDING COORDINATION OF BILL REVIEW PROCEDURE (0.7)

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SCHWARTZ	12/09/09	.20	E-MAILS WITH A. SINGER REGARDING COMMITTEE WEBSITE ISSUES (0.2)
SINGER	12/09/09	.20	CORRESPOND WITH LATHAM REGARDING FINAL DRAFT OF MEMORANDUM (0.2)
SINGER	12/09/09	1.00	ORGANIZE COMMITTEE WEBSITE (1)
SCHWARTZ	12/10/09	.30	PREPARE UPDATE AND NEXT STEPS EMAIL TO L&W TEAM REGARDING RECAP FROM WEDNESDAY MEETING AND GO FORWARD TASKS (0.3)
SCHWARTZ	12/10/09	.20	FOLLOW-UP EMAILS WITH M. SEIDER REGARDING UPDATES AND CASE TASKS (0.2)
SINGER	12/10/09	.60	CONDUCT WORK RELATED TO SETTING UP CREDITOR WEBSITE(0.4); SCHEDULE CALL WITH COMMITTEE (0.2)
SCHWARTZ	12/11/09	.10	EMAILS WITH DEBTORS' COUNSEL AND FTI REGARDING INSURANCE POLICIES ISSUES (0.1)
GASKILL	12/11/09	.40	INQUIRE INTO BILLING PROCESS (0.2); START CASE FOLDER ON SYSTEM (0.2)
SCHWARTZ	12/14/09	.20	EMAILS WITH A. GOLDBERG AND M. SEIDER REGARDING D&O INSURANCE REVIEW ISSUES (0.2)
SCHWARTZ	12/14/09	.30	DRAFT EMAIL TO L&W TEAM REGARDING UPDATE ON MOTIONS STATUS AND PARTICULAR POINTS RELATED TO 341 MEETING (0.3)
HALL	12/14/09	.20	E-MAILS REGARDING D&O INSURANCE SPECIALIST (0.2)
SINGER	12/15/09	.10	REVIEW EMAILS REGARDING STATUS OF THE CASE (0.1)
GASKILL	12/16/09	1.20	REVIEW ADVANTA NOVEMBER PROFORMAS, PREPARE TRANSFERS TO BE DONE AND PHONE CALL WITH C. MARTIN REGARDING TRANSFER SPECIFIC QUESTIONS (1.2)
HALL	12/17/09	.10	REVIEW REVISED CALENDAR OF CRITICAL DATES (0.1)
SINGER	12/17/09	.90	CORRESPOND WITH L&W TEAM REGARDING TIMING OF FILINGS (0.3); CORRESPOND WITH DRINKER REGARDING FILING REQUIREMENTS (0.2); REVIEW CORRESPONDENCE AND UPDATES REGARDING MEETING (0.4)
GASKILL	12/17/09	.90	WORK ON ADVANTA BILL FOR ADDITIONAL TRANSFERS AND ADJUSTMENTS TO TRANSFERS AND PREPARE TO SEND TO ACCOUNTING (0.9)
SCHWARTZ	12/18/09	.30	REVIEW OF MATERIALS CIRCULATED FROM LOCAL COUNSEL REGARDING 341 MEETING (0.3)
SINGER	12/18/09	.70	ORGANIZE COMMITTEE MEETING AND CALENDAR (0.2); FOLLOW-UP AND PUBLISH COMMITTEE WEBSITE (0.1); CORRESPOND WITH GCG REGARDING UPDATES TO WEBSITE (0.4)
GASKILL	12/18/09	.20	SEND DOCKET UPDATE AND REVIEW SAME (0.2)
SEIDER	12/19/09	.30	EMAILS WITH LATHAM REGARDING MOTION FOR ASSET SALES (0.3)
SCHWARTZ	12/20/09	.10	REVIEW CREDITOR CORRESPONDENCE AND EMAIL WITH A. SINGER RE: SAME (0.1)

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SINGER	12/21/09	.40	CORRESPOND WITH INDIVIDUAL CREDITORS (0.4)
GASKILL	12/21/09	1.00	PICK UP PROFORMAS FROM ACCOUNTING AND BEGIN REVIEW OF PROFORMAS FOR NOVEMBER BILL (0.8); COORDINATE BILL PLANNING WITH TEAM (0.2)
MARTIN	12/22/09	.50	ATTEND TO BILLING MATTERS (0.5)
SINGER	12/22/09	1.80	DRAFT LETTER (0.3); DRAFT POSTINGS FOR WEBSITE (1.5)
CHALEN	12/23/09	.30	DISTRIBUTION OF COURT DOCKET (0.3)
SCHWARTZ	12/28/09	.20	REVIEW DRAFT COMMITTEE WEBSITE POSTING AND RESPONSE LETTER TO CREDITOR PREPARED BY A. SINGER (0.2)
SCHWARTZ	12/28/09	.30	OFFICE CONFERENCE WITH A. GOLDBERG AND A. SINGER REGARDING STATUS UPDATE ON PENDING ISSUES AND TASKS, DISCUSSION OF COMMITTEE INFORMATION WEBSITE AND DRAFT RESPONSES TO PARTICULAR CREDITORS (0.3)
SINGER	12/28/09	2.00	ATTEND TEAM MEETING WITH R. SCHWARTZ AND A GOLDBERG (0.3); REVISE LETTER TO CREDITOR AND SEND (0.5); UPDATE COMMITTEE WEBPAGE (1.2)
GASKILL	12/28/09	.50	ATTEND TO BILLING AND ADMIN MATTERS AND CORRESPOND WITH ACCOUNTING RE: SAME (0.5)
GASKILL	12/29/09	.50	ATTEND TO BILLING AND ADMIN MATTERS (0.3); SEND DOCKET UPDATE AND REVIEW SAME (0.2)
SCHWARTZ	12/30/09	.20	TELEPHONE CALL WITH SUBORDINATED NOTEHOLDER CREDITOR REGARDING GENERAL INFORMATION AND BACKGROUND CONCERNING CASE AND CURRENT STATUS (0.2)
SCHWARTZ	12/30/09	.10	EMAILS WITH M. SEIDER REGARDING REPORT ON SAME (0.1)
HALL	12/30/09	.20	ATTENTION TO E-MAILS AND FAXES REGARDING AGENDA FOR JANUARY 5 HEARING (0.2)
SINGER	12/30/09	.40	DISCUSS STATUS AND HEARING WITH LOCAL COUNSEL (0.2); REVIEW SITE FOR FURTHER INFORMATION (0.2)
GASKILL	12/30/09	.40	ATTEND TO BILLING AND ADMIN MATTERS (0.4)
GASKILL	12/31/09	2.20	REVISE AND FINALIZE PRO FORMA BILL (2.2)

42.90

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	2.50	850.00	2,125.00	PARTNER
M A SEIDER	01754	.80	950.00	760.00	PARTNER
M R HALL	04246	.50	620.00	310.00	ASSOCIATE, SR.
A J GOLDBERG	71125	.80	530.00	424.00	ASSOCIATE, JR.
C M MARTIN	71406	.90	475.00	427.50	ASSOCIATE, JR.
A M SINGER	71423	28.60	475.00	13,585.00	ASSOCIATE, JR.
S CHALEN	17183	.50	220.00	110.00	PARALEGAL
L S GASKILL	17237	8.30	185.00	1,535.50	PARALEGAL
		42.90		19,277.00	

TOTAL:

42.90

19,277.00

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CLIENT: 047606
COMMITTEE 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>
SEIDER	12/01/09	.30	REVIEW AND REVISE MEMORANDUMS TO COMMITTEE MEMBERS REGARDING EXPENSE REIMBURSEMENT (0.3)
SINGER	12/01/09	4.70	REVIEW TRUSTEE GUIDELINES AND DRAFT MEMORANDUM (3.1); WORK RELATED TO SETTING UP COMMITTEE'S WEB SITE (1.6)
SEIDER	12/02/09	.30	REVIEW AND REVISE CONTRACT FOR WEB HOSTING COMMITTEE'S WEBSITE (0.3)
SINGER	12/02/09	3.00	CORRESPOND WITH COMMITTEE MEMBERS REGARDING QUESTIONS AND DISCUSS WITH TEAM (3)
SCHWARTZ	12/03/09	.20	REVIEW OF EMAILS REGARDING AGENDA FOR DEBTORS/COMMITTEE MEETING NEXT WEEK, COMMENT ON SAME (0.2)
SEIDER	12/03/09	1.50	MULTIPLE TELEPHONE CALLS WITH FTI AND COMMITTEE CHAIR REGARDING MEETING WITH DEBTORS AND RELATED MATTERS (1); EMAILS AND TELEPHONE CALLS WITH LATHAM REGARDING AGENDA FOR SAME (0.5)
HALL	12/03/09	.20	REVIEW CORRESPONDENCE AND BACKGROUND MATERIAL REGARDING COMMITTEE WEBSITE AND COMMUNICATIONS (0.2)
SCHWARTZ	12/04/09	.20	EMAILS WITH M. SEIDER AND A. GOLDBERG REGARDING FINALIZING AGENDA ISSUES FOR DEBTORS/COMMITTEE MEETING ON WEDNESDAY (0.2)
SEIDER	12/04/09	.40	EMAILS WITH LATHAM REGARDING REVISIONS TO AGENDA FOR MEETING OF COMMITTEE AND DEBTORS (0.4)
SCHWARTZ	12/07/09	.30	E-MAILS WITH M. SEIDER REGARDING AGENDA ITEMS AND OPEN ISSUES RELATED TO COMMITTEE MEETING WITH DEBTORS SCHEDULED FOR WEDNESDAY (0.3)
HALL	12/07/09	.50	CONFERENCES WITH M. SEIDER AND R. SCHWARTZ REGARDING MEETING WITH ALVAREZ AND MARSAL AND CREDITORS (0.3); REVIEW PROPOSED AGENDA AND PROPOSE REVISIONS TO SAME (0.2)
SCHWARTZ	12/08/09	.30	MULTIPLE EMAILS WITH A. GOLDBERG AND M. SEIDER REGARDING AGENDA ISSUES AND MATTERS FOR COMMITTEE/DEBTORS MEETING ON WEDNESDAY
SEIDER	12/08/09	.80	TELEPHONE CALLS WITH COMMITTEE MEMBERS REGARDING AGENDA FOR MEETING WITH DEBTORS (0.5); EMAILS WITH LATHAM AND FTI REGARDING SAME (0.3)
GOLDBERG	12/08/09	.90	PREPARE FOR COMMITTEE MEETING (0.3); DISCUSS PREPARATIONS REGARDING COMMITTEE MEETING WITH FTI (0.3); CORRESPONDED REGARDING SAME

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			(0.3)	
SCHWARTZ	12/09/09	.20	MEET WITH A. GOLDBERG REGARDING PREPARATION FOR COMMITTEE CALL (0.2)	
SCHWARTZ	12/09/09	.50	PARTICIPATE ON COMMITTEE CALL IN PREPARATION FOR MEETING WITH DEBTORS (0.5)	
SEIDER	12/09/09	.70	MULTIPLE EMAILS AND TELEPHONE CALLS WITH LATHAM REGARDING DEVELOPMENT AT MEETING (0.7)	
HALL	12/09/09	.50	CONFERENCE WITH FTI AND COMMITTEE REGARDING AGENDA FOR MEETING WITH DEBTORS, DEBTORS' COUNSEL, AND ALVAREZ AND MARSAL AND PREPARATION FOR SAME (0.5)	
GOLDBERG	12/09/09	.80	PREPARE FOR MEETING OF CREDITORS COMMITTEE (0.4); ATTEND CREDITORS COMMITTEE MEETING (PARTIAL) (0.4)	
MARTIN	12/09/09	.70	COMMITTEE MEETING PRE CALL (0.5); REVIEW AND COMMENT TO INFORMATION REQUEST (0.2)	
SINGER	12/09/09	.40	ATTEND CONFERENCE CALL IN PREPARATION FOR MEETING (0.4)	
SEIDER	12/10/09	.40	EMAILS WITH LATHAM REGARDING DEVELOPMENTS OF COMMITTEE'S MEETING WITH COMPANY AND NEXT STEPS (0.4)	
SEIDER	12/14/09	.40	EMAILS WITH LATHAM REGARDING AGENDA FOR NEXT MEETING AND INTERIM UPDATE (0.4)	
SEIDER	12/17/09	.30	EMAILS WITH LATHAM REGARDING AGENDA FOR 12/18 CALL (0.3)	
HALL	12/17/09	.20	E-MAILS REGARDING COMMITTEE UPDATE CALL WITH FTI (0.2)	
SCHWARTZ	12/18/09	.30	OFFICE CONFERENCE WITH L&W TEAM REGARDING PREPARATION FOR COMMITTEE CALL (0.3)	
SCHWARTZ	12/18/09	.80	PARTICIPATE ON CALL WITH COMMITTEE (0.8)	
SEIDER	12/18/09	2.00	EMAILS AND OFFICE CALL WITH LATHAM REGARDING ISSUES FOR AGENDA FOR COMMITTEE'S 12/18 MEETING (1); PARTICIPATE IN MEETING WITH COMMITTEE REGARDING ALL AGENDA ITEMS AND FOLLOW UP WITH LATHAM REGARDING SAME (1)	
HALL	12/18/09	1.50	PREPARE FOR AND PARTICIPATE IN TELEPHONE CONFERENCE WITH COMMITTEE REGARDING FTI UPDATE AND MOTIONS UPDATE (1.5)	
GOLDBERG	12/18/09	1.00	PREPARE FOR CREDITORS COMMITTEE MEETING (0.2); ATTEND TELEPHONIC MEETING OF CREDITORS COMMITTEE (0.8)	
MARTIN	12/18/09	.80	CONFERENCE CALL WITH COMMITTEE (0.8)	

25.10

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	2.80	850.00	2,380.00	PARTNER
M A SEIDER	01754	7.10	950.00	6,745.00	PARTNER
M R HALL	04246	2.90	620.00	1,798.00	ASSOCIATE, SR.
A J GOLDBERG	71125	2.70	530.00	1,431.00	ASSOCIATE, JR.

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C M MARTIN	71406	1.50	475.00	712.50	ASSOCIATE, JR.
A M SINGER	71423	8.10	475.00	3,847.50	ASSOCIATE, JR.
		25.10		16,914.00	
TOTAL:		25.10		16,914.00	

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CLIENT: 047606
COMMITTEE 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>
SCHWARTZ	12/01/09	.10	EMAILS WITH A. GOLDBERG REGARDING OBJECTION DEADLINE ISSUES RELATED TO NEXT OMNIBUS HEARING (0.1)
HALL	12/01/09	.30	REVIEW SUMMARY TO COMMITTEE FROM A. GOLDBERG REGARDING MOTION TO AUTHORIZE LEASE AMENDMENT AND BYLAWS (0.2); REVIEW DAILY DOCKET SUMMARY (0.1)
GOLDBERG	12/01/09	.50	CORRESPONDENCE REGARDING DEBTORS MOTION FOR AMENDMENT OF LEASE (0.5)
SINGER	12/01/09	.90	REVIEW LEASE MOTION AND PROVIDE SUMMARY TO L&W TEAM (0.9)
SCHWARTZ	12/02/09	.40	MULTIPLE EMAILS WITH L&W TEAM REGARDING STATUS OF LEASE AMENDMENT MOTION AND COMMITTEE ANALYSIS AND ASSESSMENT REGARDING SAME (0.4)
SCHWARTZ	12/02/09	.30	CONFERENCE CALL WITH A. SINGER AND M. SEIDER REGARDING FURTHER DISCUSSION OF STATUS OF LEASE AMENDMENT MOTION AND COMMITTEE ANALYSIS AND ASSESSMENT REGARDING SAME (0.3)
SCHWARTZ	12/02/09	.20	EMAILS WITH DEBTORS' COUNSEL RE: STATUS AND EXTENSION OF OBJECTION DEADLINE FOR LEASE AMENDMENT MOTION (0.2)
SEIDER	12/02/09	1.10	EMAILS WITH LATHAM REGARDING RESTRUCTURING LEASE AND COMMITTEE MEMBERS' RESPONSE (0.5); TELEPHONE CALLS WITH LATHAM AND FTI REGARDING SAME (0.6)
MARTIN	12/02/09	3.00	REVIEW DEBTORS' MOTIONS (3)
SINGER	12/02/09	.90	CONDUCT EMAIL CORRESPONDENCE REGARDING DOCKET AND SIGNATURE PAGES (0.5); RESEARCH ISSUES RELATING TO DEBTOR'S MOTION AND DRAFT MEMORANDUM (0.2); REVIEW DOCKET (0.2)
CHALEN	12/02/09	.20	PACER SEARCHES FOR RECENTLY FILED OBJECTIONS (0.2)
SCHWARTZ	12/03/09	.10	TELEPHONE CALL WITH M. SEIDER REGARDING UPDATE ON STATUS OF LEASE AMENDMENT MOTION (0.1)
SCHWARTZ	12/03/09	.10	FOLLOW-UP EMAILS WITH M. SEIDER AND A. GOLDBERG REGARDING SAME (0.1)
SEIDER	12/03/09	.90	TELEPHONE CALL WITH COMMITTEE CHAIR REGARDING LIBERTY ISSUE (0.2); TELEPHONE CALL WITH COMMITTEE MEMBER REGARDING SAME (0.3); FOLLOW UP TELEPHONE CALL WITH FTI (0.3); FURTHER FOLLOW UP WITH COMMITTEE CHAIR (0.1)
HALL	12/03/09	.30	REVIEW CORRESPONDENCE TO COMMITTEE REGARDING ALVAREZ AND MARSAL EXPENSES IN FINAL ORDER AND OTHER PENDING MOTIONS (0.1);

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REVIEW NOTICE OF AGENDA OF MATTERS SCHEDULED FOR HEARING ON DECEMBER 4 AND CORRESPONDENCE WITH LOCAL COUNSEL REGARDING SAME (0.2)			
MARTIN	12/03/09	1.20	RESEARCH REGARDING CERTAIN FIRST DAY PLEADINGS (1.2)
SINGER	12/03/09	1.20	DISCUSS PENDING MOTION WITH L&W TEAM, FTI AND COMMITTEE MEMBERS (1.2)
SEIDER	12/04/09	.40	EMAILS WITH LATHAM REGARDING MOTIONS CONTINUED TO NEXT OMNIBUS AND OBJECTIONS TO SAME (0.4)
SINGER	12/04/09	.10	REVIEW DOCKET (0.1)
SEIDER	12/07/09	.60	REVIEW OF ISSUES OPEN FOR HEARING ON 1/5, STATUS OF SAME AND RECOMMENDATIONS TO COMMITTEE ON EACH (0.6)
SINGER	12/08/09	.60	REVIEW DEBTORS' MOTION (0.6)
SCHWARTZ	12/10/09	.20	EMAILS WITH A. GOLDBERG REGARDING KPMG RETENTION APPLICATION (0.2)
GOLDBERG	12/10/09	.20	CORRESPONDENCE REGARDING UPCOMING MOTIONS (0.2)
SINGER	12/10/09	.30	REVIEW DAILY FILINGS (0.3)
BLICKLEY	12/11/09	.50	BEGIN REVIEW AND SUMMARY OF DEBTORS' MOTION TO APPOINT KPMG AS TAX AND AUDIT ADVISOR (0.5)
BLICKLEY	12/13/09	2.70	COMPLETE REVIEW AND SUMMARY OF DEBTORS' MOTION TO APPOINT KPMG AS TAX AND AUDIT ADVISOR (2.7)
GOLDBERG	12/14/09	.50	REVIEW SUMMARY FOR KPMG RETENTION APPLICATION (0.3); CORRESPONDENCE WITH COMMITTEE MEMBERS AND LATHAM REGARDING SAME (0.2)
THORN	12/14/09	.80	EMAIL AND TELEPHONE COMMUNICATION WITH A. GOLDBERG REGARDING APPLICATION AND DECLARATION (0.8)
RAAB	12/15/09	.40	REVIEW KPMG ENGAGEMENT LETTER (0.4)
SCHWARTZ	12/15/09	.10	TELEPHONE CALL WITH R. LEMONS REGARDING 341 MEETING AND UPDATE ON CERTAIN MOTIONS/PLEADINGS (0.1)
SCHWARTZ	12/15/09	.10	EMAIL TO L&W ADVANTA TEAM REGARDING UPDATE ON CONVERSATION WITH R. LEMONS (0.1)
SCHWARTZ	12/15/09	.30	REVIEW OF EMAILS AND MATERIALS RELATED TO DEBTORS' MOTION TO RETAIN KPMG (0.3)
HALL	12/15/09	.50	BEGIN REVIEWING KMPG MOTIONS AND DRAFT SUMMARY MEMORANDUM REGARDING SAME (0.5)
HALL	12/16/09	.90	REVIEW AND ANALYZE DEBTOR MOTION TO RETAIN KMPG AND PROPOSED SUMMARY (0.6); DRAFT AND SEND E-MAIL REGARDING SCOPE OF KPMG WORK (0.3)
MARTIN	12/16/09	.50	REVIEW DEBTOR OCP RETENTIONS (0.5)
HALL	12/18/09	.20	REVIEW UPDATE FROM A. GOLDMAN REGARDING MOTIONS (0.2)

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SCHWARTZ	12/21/09	.30	TELEPHONE CALLS AND EMAILS WITH A. SINGER REGARDING DISCUSSION OF STATUS OF PENDING MOTION FOR 1/5 AND COMMITTEE POSITIONS REGARDING SAME (0.3)
SCHWARTZ	12/21/09	.20	REVIEW SPONSORSHIP REJECTION MOTION AND MOTION SUMMARY PREPARED BY A. SINGER (0.2)
SINGER	12/21/09	1.00	REVIEW MOTION AND PROVIDE SUMMARY TO COMMITTEE (1)
SCHWARTZ	12/22/09	.20	EMAILS WITH A. SINGER REGARDING DEBTORS' SPONSORSHIP REJECTION MOTION AND SUMMARY AND RECOMMENDATION TO COMMITTEE REGARDING SAME (0.2)
SCHWARTZ	12/22/09	.10	REVIEW OF MOTION SUMMARY PREPARED BY A. SINGER REGARDING DEBTORS' REJECTION OF PRIVATE LABEL AGREEMENT (0.1)
SCHWARTZ	12/22/09	.20	EMAILS WITH A. SINGER REGARDING RECOMMENDATION TO COMMITTEE AND NEXT STEPS REGARDING PRIVATE LABEL AGREEMENT REJECTION MOTION (0.2)
SCHWARTZ	12/22/09	.20	EMAILS WITH A. SINGER REGARDING FOLLOW UP CONCERNING DEBTORS' PRIVATE LABEL AGREEMENT REJECTION MOTION (0.2)
SINGER	12/22/09	1.10	REVIEW DOCKET AND PROVIDE SUMMARY (0.8); DISCUSS MOTION WITH DEBTORS' COUNSEL (0.3)
SINGER	12/28/09	.10	REVIEW DOCKET (0.1)
SINGER	12/30/09	.10	REVIEW DOCKET (0.1)
SINGER	12/31/09	.10	REVIEW DOCKET FILING AND UPDATE SITE (0.1)

25.20

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
D S RAAB	01848	.40	995.00	398.00	PARTNER
R G SCHWARTZ	04913	3.10	850.00	2,635.00	PARTNER
M A SEIDER	01754	3.00	950.00	2,850.00	PARTNER
M R HALL	04246	2.20	620.00	1,364.00	ASSOCIATE, SR.
C D BLICKLEY	71553	3.20	425.00	1,360.00	ASSOCIATE, JR.
A J GOLDBERG	71125	1.20	530.00	636.00	ASSOCIATE, JR.
C M MARTIN	71406	4.70	475.00	2,232.50	ASSOCIATE, JR.
A M SINGER	71423	6.40	475.00	3,040.00	ASSOCIATE, JR.
E R THORN	71582	.80	425.00	340.00	ASSOCIATE, JR.
S CHALEN	17183	.20	220.00	44.00	PARALEGAL
		25.20		14,899.50	
TOTAL:		25.20		14,899.50	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 10060034

CLIENT: 047606
COMMITTEE OF ADVANTA CORP.
MATTER: 047606-0004

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: TAX

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SCHWARTZ	12/01/09	.30	REVIEW EMAIL FROM C. MARTIN AND PRECEDENT IN CONNECTION WITH CLAIMS TRADING MOTION (0.3)
MARTIN	12/01/09	.40	RESEARCH RELATED TO TAX PLEADINGS (0.4)
RAAB	12/03/09	.40	CONFERENCE WITH J. NOLL (0.2); E-MAIL CORRESPONDENCE WITH M. SEIDER (0.2)
SEIDER	12/03/09	.40	EMAILS WITH LATHAM REGARDING TAX ISSUES FOR AGENDA FOR MEETING WITH COMPANY (0.4)
NOLL	12/03/09	.20	CALL WITH D. RAAB (0.2)
SEIDER	12/04/09	.40	EMAILS WITH LATHAM REGARDING TAX ISSUES (0.4)
MARTIN	12/04/09	2.00	RESEARCH RELATED TO FIRST DAY PLEADINGS (2)
MORGENSTERN	12/04/09	4.70	RESEARCH TAX PROVISIONS IN DEBTORS' MOTION (3.1); SUMMARIZE RESEARCH (1.4); CORRESPOND WITH SUPERVISOR AND CORPORATE TEAM (0.2)
SCHWARTZ	12/07/09	.40	REVIEW OF COMPARATIVE ANALYSIS PREPARED BY C. MARTIN REGARDING RECENT CLAIMS TRADING PRECEDENTS (0.4)
MARTIN	12/07/09	3.00	RESEARCH REGARDING TAX RELATED ISSUES AND DRAFT MEMORANDUM (3)
RAAB	12/08/09	1.10	TELEPHONE CONFERENCE WITH C. MARTIN (0.3); REVIEW CORRESPONDENCE FROM C. MARTIN (0.8)
SCHWARTZ	12/08/09	.30	TELEPHONE CALL WITH FTI AND C. MARTIN REGARDING NEXT STEPS REGARDING CLAIMS TRADING MOTION (0.3)
SCHWARTZ	12/08/09	.10	FOLLOW UP EMAILS WITH C MARTIN REGARDING FURTHER ASSESSMENT OF CLAIMS TRADING MOTION ISSUES (0.1)
NOLL	12/08/09	.30	CONFERENCE CALL WITH LATHAM RE: CLAIMS TRADING MOTION (0.3)
MARTIN	12/08/09	.80	CONFERENCE CALL WITH R. SCHWARTZ AND FTI TAX (0.3) CONFERENCE CALL WITH LATHAM TAX TEAM (0.3); UPDATE OF SAME TO LATHAM FOR COMMITTEE MEETING (0.2)
MORGENSTERN	12/08/09	.80	REVIEW INTERNAL MEMORANDUM (0.4); ATTEND INTERNAL CONFERENCE CALL ABOUT CLAIMS TRADING MOTION (0.4)
RAAB	12/09/09	.60	REVIEWED SLIDE DECK PREPARED BY DEBTOR'S COUNSEL (0.6)
SCHWARTZ	12/09/09	.10	E-MAILS WITH FTI REGARDING FOLLOW-UP ON TAX ISSUES RESULTING FROM THE COMMITTEE MEETING WITH THE DEBTORS (0.1)
NOLL	12/09/09	.50	REVIEW MEMORANDUM REGARDING FIRST DAY MOTIONS (0.5)
SEIDER	12/14/09	.40	EMAILS WITH LATHAM REGARDING TAX ISSUES (0.4)

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SCHWARTZ	12/15/09	.30	SEPARATE EMAILS WITH DEBTORS' COUNSEL, L&W TEAM AND FTI TEAM REGARDING TAX AGREEMENTS AND INFORMATION RELATED THERETO (0.3)
SCHWARTZ	12/16/09	.10	EMAILS WITH FTI REGARDING TAX ANALYSIS ISSUES (0.1)
NOLL	12/16/09	.60	REVIEW TAX SHARING AGREEMENT (0.3); CALL WITH D. RAAB (0.3)
RAAB	12/17/09	2.00	REVIEWED MATERIALS REGARDING BANK OF AMERICA PARTNERSHIP (2)
SCHWARTZ	12/17/09	.20	EMAILS WITH C. MARTIN AND L&W TAX TEAM REGARDING STATUS OF TAX ANALYSIS RELATED TO PARTICULAR CASES ISSUES (0.2)
NOLL	12/17/09	1.20	REVIEW TAX DOCUMENTS (0.8); CALL WITH D. RAAB (0.4)
MARTIN	12/17/09	1.30	REVIEW OF TAX ISSUES AND RELATED DOCUMENTS (1.3)
MORGENSTERN	12/17/09	.40	REVIEW TAX-RELATED DOCUMENTS AND INTERNAL CORRESPONDENCE THEREON IN PREPARATION FOR CONFERENCE CALL (0.4)
RAAB	12/18/09	.70	FOLLOW UP TELEPHONE CONFERENCE WITH FTI REGARDING SAME (0.7)
RAAB	12/18/09	.80	ALL-HANDS CREDITOR CALL ON TAX ISSUES (0.8)
NOLL	12/18/09	.70	CALL WITH D. RAAB AND FTI REGARDING TAX ISSUES (0.7)
MARTIN	12/18/09	.20	REVIEW TAX DOCUMENTS (0.2)
MORGENSTERN	12/18/09	.20	DISCUSS COMMITTEE CALL WITH J. NOLL (0.2)
SCHWARTZ	12/29/09	1.00	REVIEW OF TAX PLEADINGS AND PRECEDENTS FORWARDED BY FTI AND CIRCULATE SAME TO L&W TEAM (1)
SEIDER	12/30/09	1.00	BEGIN REVIEW PLEADINGS IN PRECEDENT REGARDING TAX SHARING AGREEMENT (0.8); EMAILS WITH LATHAM REGARDING SAME (0.2)

27.90

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
D S RAAB	01848	5.60	995.00	5,572.00	PARTNER
R G SCHWARTZ	04913	2.80	850.00	2,380.00	PARTNER
M A SEIDER	01754	2.20	950.00	2,090.00	PARTNER
J F NOLL	07300	3.50	695.00	2,432.50	ASSOCIATE, SR.
C M MARTIN	71406	7.70	475.00	3,657.50	ASSOCIATE, JR.
O C MORGENSTERN	04778	6.10	505.00	3,080.50	ASSOCIATE, JR.
		27.90		19,212.50	

TOTAL: 27.90 19,212.50

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
COMMITTEE OF ADVANTA CORP.
MATTER: 047606-0005

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: FDIC AND REGULATORY

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
HALL	12/01/09	1.20	CONFERENCE WITH R. SCHWARTZ REGARDING PRECEDENT (0.2); BEGIN RESEARCH REGARDING SAME (0.5); REVIEW ADVANTA BANK BACKGROUND MATERIALS (0.5)
BLICKLEY	12/01/09	1.40	REVIEW CALL REPORTS FILED WITH FED FOR ADVANTA BANK CORPORATION AND ADVANTA BANK (1.4)
HALL	12/02/09	1.50	LOCATE AND REVIEW BACKGROUND MATERIALS AND FIRST DAY AFFIDAVIT FOR PRECEDENT, NOTING BANK REGULATORY ISSUES (1.5)
SEIDER	12/03/09	.40	EMAILS WITH LATHAM REGARDING FDIC ISSUES FOR MEETING WITH COMPANY (0.4)
HALL	12/03/09	1.70	TELEPHONE CONFERENCE WITH W. ZALENSKI, DEBTOR REGULATORY COUNSEL (1); OFFICE CONFERENCE WITH E. THORN REGARDING FOLLOW UP TO SAME (0.2); REVIEW BACKGROUND REGULATORY MATERIALS FOR ADVANTA BANK CORP AND ADVANTA BANK DELAWARE (0.5)
THORN	12/03/09	.90	CONFERENCE CALL WITH M. HALL AND WEIL GOTSHAL DISCUSSING FDIC ISSUES (0.9)
SCHWARTZ	12/04/09	.20	EMAILS WITH M. SEIDER AND M. HALL REGARDING CATCH UP ON BANK REGULATORY ISSUES AND BACKGROUND CONVERSATION WITH DEBTORS' COUNSEL (0.2)
SEIDER	12/04/09	.50	EMAILS WITH LATHAM REGARDING DEVELOPMENTS WITH FDIC (0.3); REVIEW MEMORANDUM TO COMMITTEE REGARDING SAME (0.2)
HALL	12/04/09	1.40	DRAFT SUMMARY OF REGULATORY CONVERSATION WITH WALTER ZALINSKI AND SEND TO M. SEIDER AND R. SCHWARTZ (0.9); REVISE SUMMARY AND SEND SAME TO COMMITTEE AND COMMITTEE PROFESSIONALS (0.5)
THORN	12/04/09	.10	REVIEW COMMUNICATIONS FROM M. HALL SUMMARIZING DISCUSSION OF FDIC AND OTHER REGULATORY ISSUES WITH WEIL GOTSHAL (0.1)
HALL	12/08/09	.10	E-MAILS TO A. GOLDBERG REGARDING REGULATORY DEADLINES (0.1)
SCHWARTZ	12/11/09	.10	EMAILS WITH TEAM RE: ADVANTA BANK CORP. APPEARANCE IN CASES (0.1)
HALL	12/11/09	.50	CONFERENCES WITH AND REVIEW ANALYSIS FROM E. THORN REGARDING FDIC CONFIDENTIALITY REQUIREMENTS (0.5)
THORN	12/11/09	2.30	PERFORM RESEARCH REGARDING FDIC REGULATIONS SURROUNDING BANK EXAMINATION REPORTS (2.3)
SEIDER	12/15/09	.60	EMAILS WITH LATHAM REGARDING BANK STATUS AND ISSUES RELATED TO SAME (0.6)

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HALL	12/15/09	.40	E-MAILS WITH M. SEIDER AND R. SCHWARTZ REGARDING FDIC ISSUES (0.4)
HALL	12/15/09	.50	OFFICE CONFERENCE WITH LATHAM REGARDING BANK REPORTING AND INFORMATION ISSUES (0.5)
THORN	12/15/09	.30	REVIEW PRECEDENT CASE REGARDING FDIC REGULATIONS PER M. HALL (0.3)
HALL	12/17/09	.50	REVIEW AND RESPOND TO E-MAIL FROM R. SCHWARTZ REGARDING NEW SECURITIZATION CAPITAL RULES (0.3); E-MAILS WITH LATHAM REGARDING SAME (0.2)
SCHWARTZ	12/18/09	.20	EMAILS WITH M. HALL REGARDING FOLLOW UP ON FDIC ISSUES FOR FURTHER DISCUSSION WITH DEBTORS' COUNSEL (0.2)
HALL	12/18/09	1.20	E-MAILS WITH LATHAM REGARDING SECURITIZATION AND CAPITAL PROPOSED RULES (0.2); REVIEW MATERIALS FROM FTI REGARDING FDIC ACTIONS (0.3); CONFERENCES WITH R. SCHWARTZ AND M. SEIDER REGARDING SAME (0.2); DRAFT AND SEND E-MAIL TO W. ZALENSKI REGARDING SCHEDULING DISCUSSION REGARDING REGULATORY ISSUES (0.2); FOLLOW-UP E-MAILS WITH R. SCHWARTZ AND WEIL TEAM REGARDING SAME (0.3)
HALL	12/28/09	.30	TELEPHONE CONFERENCE WITH R. SCHWARTZ REGARDING TAX AND REGULATORY ISSUES (0.3)

16.30

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	.50	850.00	425.00	PARTNER
M A SEIDER	01754	1.50	950.00	1,425.00	PARTNER
M R HALL	04246	9.30	620.00	5,766.00	ASSOCIATE, SR.
C D BLICKLEY	71553	1.40	425.00	595.00	ASSOCIATE, JR.
E R THORN	71582	3.60	425.00	1,530.00	ASSOCIATE, JR.
		16.30		9,741.00	
TOTAL:		16.30		9,741.00	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
COMMITTEE 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>
GOLDBERG	12/01/09	.90	REVISE GARDEN CITY ENGAGEMENT LETTER (0.6); CORRESPONDENCE REGARDING SAME (0.3)
SCHWARTZ	12/02/09	.30	TELEPHONE CALL WITH C. MARTIN AND M. SEIDER REGARDING DISCUSSION OF ALVAREZ RETENTION APPLICATION ISSUES (0.3)
SCHWARTZ	12/02/09	.30	FOLLOW-UP EMAILS WITH C. MARTIN AND M. SEIDER REGARDING ALVAREZ RETENTION APPLICATION ISSUES (0.3)
SEIDER	12/02/09	1.00	MULTIPLE EMAILS AND TELEPHONE CALLS WITH LATHAM REGARDING ALVAREZ RETENTION ORDER (1)
GOLDBERG	12/06/09	.30	CORRESPONDENCE REGARDING CONFLICTS REPORT AND RETENTION APPLICATION (0.3)
GOLDBERG	12/08/09	.50	CORRESPONDENCE REGARDING CONFLICTS CHECKS (0.2); PREPARATION OF RETENTION APPLICATIONS (0.3)
SINGER	12/08/09	4.50	DRAFT MOTION, NOTICE AND RELATED DOCUMENTS FOR THE RETENTION OF L&W (4.5)
GASKILL	12/08/09	.30	CONFORM CONFLICT EMAIL FOR SENDING TO ALL FIRM FOR CONFLICTS REPORT (0.3)
SCHWARTZ	12/09/09	.20	E-MAILS WITH A. SINGER AND C. MARTIN REGARDING RETENTION APPLICATION AND POTENTIAL MOTION OBJECTION ISSUES (0.2)
SINGER	12/09/09	4.30	DRAFT RETENTION APPLICATION, MOTION, NOTICE AND OTHER RELATED DOCUMENTS (3); ORGANIZE, EXECUTE AND ANALYZE CONFLICT CHECK (1.4)
GOLDBERG	12/10/09	.60	REVISE APPLICATION FOR RETENTION OF LATHAM (0.5); CORRESPONDENCE REGARDING SAME (0.1)
SINGER	12/10/09	4.70	DISCUSS CONFLICTS CHECK RESULTS WITH S. RITTER (0.2); REVIEW CONFLICTS CHECK RESULTS AND ANALYZE (1.3); DRAFT RETENTION APPLICATION FOR GCG (3.2)
SINGER	12/11/09	2.10	DRAFT AND REVISE GCG RETENTION APPLICATION (0.3); DRAFT AND REVISE L&W RETENTION APPLICATION (1.8)
CHALEN	12/11/09	.50	REVIEW AND PROCESS E-MAIL RESULTS FROM FIRM WIDE NOTICE REGARDING ADVANTA (0.5)
GASKILL	12/11/09	1.10	DISCUSS AND PLAN RETENTION APPLICATION PROCESS WITH A. SINGER (1.1)
SINGER	12/12/09	2.60	REVISE AND DRAFT L&W RETENTION APPLICATION (2.6)
SEIDER	12/14/09	.40	ATTENTION TO LATHAM APPLICATION FOR RETENTION (0.4)
GOLDBERG	12/14/09	.40	REVIEW CONFLICTS REPORTS AND SUMMARIES (0.2); CORRESPONDENCE REGARDING SAME (0.2)

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SINGER	12/14/09	3.90	DRAFT L&W RETENTION APPLICATION AND DECLARATION (2.7); COORDINATE, REVIEW AND ANALYZE CONFLICTS SEARCH RESULTS (1.2)
CHALEN	12/14/09	3.50	WORK ON PARTIES IN INTEREST CHART AND FORMATTING THE DOCUMENT FOR UP COMING RETENTION APPLICATION FILING (3.5)
GASKILL	12/14/09	2.40	COORDINATE WITH S. CHALEN TO WORK ON AND COMPLETE PARTIES IN INTEREST CHART AND SEND TO A. SINGER FOR REVIEW (2.4)
SCHWARTZ	12/15/09	.10	EMAILS WITH A. GOLDBERG REGARDING FTI RETENTION APPLICATION ISSUES (0.1)
SCHWARTZ	12/15/09	.30	EMAILS AND TELEPHONE CALLS WITH A. SINGER, M. SEIDER AND A. GOLDBERG REGARDING L&W RETENTION APPLICATION ITEMS (0.3)
SCHWARTZ	12/15/09	1.00	REVIEW AND EDIT L&W RETENTION APPLICATION (1)
SCHWARTZ	12/15/09	.20	PROVIDE EMAIL COMMENTS TO A. SINGER AND A. GOLDBERG REGARDING EDITS AND COMMENTS TO L&W RETENTION APPLICATION (0.2)
SEIDER	12/15/09	1.00	REVIEW AND REVISE RETENTION APPLICATION AND SUPPORTING DOCUMENTS (0.5); MULTIPLE AND EXTENDED TELEPHONE CALLS AND LATHAM REGARDING SAME (0.5)
GOLDBERG	12/15/09	.40	CORRESPONDENCE REGARDING LATHAM CONFLICTS CHECKS AND RETENTION APPLICATION (0.4)
SINGER	12/15/09	4.00	REVIEW UPDATED CONFLICTS RESULTS AND DISCUSS WITH ATTORNEYS (1.5); REVISE RETENTION APPLICATION (2.3); DISCUSS ISSUES REGARDING APPLICATION WITH M. SEIDER (0.2)
CHALEN	12/15/09	.30	WORK ON UPDATE TO PARTIES IN INTEREST CHART FOR UP COMING RETENTION APPLICATION FILING (0.3)
SCHWARTZ	12/16/09	.20	EMAILS WITH A. SINGER, M. SEIDER AND A. GOLDBERG REGARDING COMMENTS AND OPEN POINT RELATED TO L&W RETENTION APPLICATION (0.2)
GOLDBERG	12/16/09	.30	CORRESPONDENCE REGARDING CONFLICTS CHECKS AND LATHAM RETENTION (0.3)
SINGER	12/16/09	.10	ORGANIZE PRO HAC VICE AND CORRESPOND WITH DRINKER REGARDING FILING OF DOCUMENTS (0.1)
SINGER	12/16/09	3.50	REVISE L&W RETENTION APPLICATION (1); REVISE GCG RETENTION APPLICATION AND RECEIVE COMMENTS FROM A. GOLDBERG (1); REVIEW FTI RETENTION APPLICATION (0.5); CONDUCT AND COORDINATE CONFLICT INQUIRY (1)
SCHWARTZ	12/17/09	.20	TELEPHONE CALL WITH A. SINGER AND A. GOLDBERG (PARTIAL) REGARDING DISCUSSION OF OPEN ISSUES REGARDING L&W RETENTION APPLICATION (0.2)
SCHWARTZ	12/17/09	.20	TELEPHONE CALL WITH M. SEIDER REGARDING FOLLOW UP ON OPEN ISSUES RELATED TO L&W RETENTION APPLICATION (0.2)

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SCHWARTZ	12/17/09	.40	FURTHER TELEPHONE CALLS AND EMAILS WITH A. SINGER AND A. GOLDBERG REGARDING COMPLETION OF L&W RETENTION APPLICATION AND STATUS AND REVIEW OF FTI AND GARDEN CITY RETENTION APPLICATIONS (0.4)
SEIDER	12/17/09	.60	EMAILS AND TELEPHONE CALLS WITH LATHAM REGARDING RETENTION OF FTI AND LATHAM (0.6)
GOLDBERG	12/17/09	1.30	REVIEW AND REVISE LATHAM RETENTION APPLICATION (0.4); DISCUSSIONS REGARDING SAME WITH R. SCHWARTZ AND A. SINGER (0.4); REVIEW FTI RETENTION APPLICATION (0.3); CORRESPONDENCE REGARDING SAME (0.2)
SINGER	12/17/09	4.60	REVISE DRAFT RETENTION APPLICATION (2); CONDUCT CONFLICTS SCREEN (1.2); REVIEW LOCAL RULES (0.3); REVIEW FTI RETENTION APPLICATION (0.5); REVISE AND REVIEW GCG RETENTION APPLICATION (0.4); PREPARE FILING (0.2)
SCHWARTZ	12/18/09	.30	FURTHER REVIEW OF L&W AND GARDEN CITY RETENTION APPLICATIONS (0.3)
SCHWARTZ	12/18/09	.20	TELEPHONE CALL WITH A. SINGER AND A. GOLDBERG REGARDING COMMENTS ON RETENTION APPLICATIONS AND TIMING AND PROCESS FOR FILING OF SAME (0.2)
SCHWARTZ	12/18/09	.40	OFFICE CONFERENCE WITH A. GOLDBERG REGARDING FOLLOW UP ON L&W RETENTION APPLICATION REMAINING OPEN ISSUES (0.4)
SCHWARTZ	12/18/09	.10	TELEPHONE CALL WITH M. SEIDER AND A. GOLDBERG REGARDING SAME (0.1)
GOLDBERG	12/18/09	1.30	DISCUSS LATHAM RETENTION APPLICATION WITH R. SCHWARTZ AND A. SINGER (0.3); REVISE LATHAM RETENTION APPLICATION (0.4); CORRESPONDENCE REGARDING CONFLICTS CHECKS AND RETENTION APPLICATION (0.4); CORRESPONDED REGARDING FTI RETENTION APPLICATION (0.2)
SINGER	12/18/09	4.30	REVISE DRAFT APPLICATIONS AND COORDINATE FOR FILING (4); DRAFT NOTICE OF FILING (0.3)
SCHWARTZ	12/19/09	.30	REVIEW OF SUPPLEMENTAL CONFLICTS CHECKS REGARDING CONFIRMATION OF NO CONNECTIONS REGARDING JUDGE CAREY AND US TRUSTEE'S OFFICE (0.3)
SCHWARTZ	12/19/09	.20	EMAILS WITH A. GOLDBERG REGARDING SAME (0.2)
GOLDBERG	12/19/09	.70	REVISE FTI RETENTION APPLICATION (0.3); ANALYZE CONFLICTS REPORTS (0.2); CORRESPONDENCE REGARDING CONFLICTS REPORTS (0.2)
SCHWARTZ	12/20/09	.30	REVIEW OF REVISED L&W RETENTION APPLICATION (0.3)
SCHWARTZ	12/20/09	.10	EMAIL WITH A. GOLDBERG REGARDING SAME (0.1)
GOLDBERG	12/20/09	.50	REVISE LATHAM RETENTION APPLICATION (0.4); CORRESPONDENCE REGARDING FTI RETENTION APPLICATION (0.1)
SINGER	12/20/09	.50	CORRESPOND WITH TEAM AND M. STERN REGARDING FINAL COMMENTS FOR APPLICATIONS AND FINALIZE DOCUMENTS FOR FILING (0.5)

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SCHWARTZ	12/21/09	.30	TELEPHONE CALLS AND EMAILS WITH A. SINGER REGARDING FINALIZING L&W, GARDEN CITY AND DRINKER RETENTION APPLICATIONS FOR FILING (0.3)
SCHWARTZ	12/21/09	.20	TELEPHONE CALLS AND EMAILS WITH A. SINGER REGARDING FINALIZING FTI RETENTION APPLICATION FOR FILING (0.2)
SINGER	12/21/09	1.30	REVIEW FTI APPLICATION AND PROVIDE COMMENTS (0.5); COORDINATE FILINGS WITH COMMITTEE AND DRINKER (0.8)
SINGER	12/22/09	.40	REVIEW FTI RETENTION APPLICATION AND CORRESPOND WITH COMMITTEE (0.4)

64.90

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	5.80	850.00	4,930.00	PARTNER
M A SEIDER	01754	3.00	950.00	2,850.00	PARTNER
A J GOLDBERG	71125	7.20	530.00	3,816.00	ASSOCIATE, JR.
A M SINGER	71423	40.80	475.00	19,380.00	ASSOCIATE, JR.
S CHALEN	17183	4.30	220.00	946.00	PARALEGAL
L S GASKILL	17237	3.80	185.00	703.00	PARALEGAL
		64.90		32,625.00	
TOTAL:		64.90		32,625.00	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 100600034

CLIENT: 047606
 COMMITTEE OF ADVANTA CORP.
 MATTER: 047606-0010
 PROFESSIONALS

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: MEETINGS WITH COMMITTEE

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SCHWARTZ	12/01/09	.20	EMAILS WITH A. GOLDBERG AND M. SEIDER REGARDING UPDATE FROM FTI RE: INFORMATION FLOW ISSUES AND STATUS OF MEETING WITH DEBTORS (0.2)
SINGER	12/02/09	.50	MEET WITH FTI TO DISCUSS ISSUES AND CORRESPOND WITH L&W TEAM (0.5)
SINGER	12/04/09	.10	CORRESPOND WITH FTI ON VARIOUS ISSUES (0.1)
SCHWARTZ	12/10/09	.20	TELEPHONE CALL WITH A. SCRUTON REGARDING FOLLOW-UP ISSUES AND OPEN ITEMS FROM COMMITTEE/DEBTORS MEETING (0.2)
SCHWARTZ	12/10/09	.20	REVIEW OF DUE DILIGENCE REQUEST SUBMITTED BY FTI TO DEBTORS' ADVISORS (0.2)
SCHWARTZ	12/15/09	.20	TELEPHONE CALL WITH A. SCRUTON REGARDING UPDATE ON CASE MATTERS AND ISSUES FOR FTI COMPANY VISIT ON WEDNESDAY (0.2)
SCHWARTZ	12/17/09	.20	TELEPHONE CALL WITH ANDY SCRUTON RE: UPDATE FROM MEETING WITH DEBTORS, AGENDA FOR COMMITTEE CALL ON FRIDAY (0.2)
SCHWARTZ	12/18/09	.30	TELEPHONE CALL WITH A. SCRUTON RE: PREPARATION FOR COMMITTEE CALL (0.3)

1.90

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
R G SCHWARTZ	04913	1.30	850.00	1,105.00	PARTNER
A M SINGER	71423	.60	475.00	285.00	ASSOCIATE, JR.
		1.90		1,390.00	
TOTAL:		1.90		1,390.00	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
COMMITTEE OF ADVANTA CORP.
MATTER: 047606-0011

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: MEETINGS WITH OTHER PARTIES

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SEIDER	12/01/09	.30	EMAILS WITH LATHAM REGARDING DEBTORS' REQUEST FOR PROFESSIONALS' MEETING (0.3)
HALL	12/03/09	.50	ATTENTION TO E-MAILS REGARDING COMMITTEE MEETING WITH ALVAREZ AND MARSAL AND PROPOSED AGENDA (0.5)
HALL	12/04/09	.20	ATTENTION TO E-MAILS REGARDING MODIFIED AGENDA FOR MEETING WITH ALVAREZ AND MARSAL (0.2)
GOLDBERG	12/04/09	.40	CORRESPONDENCE REGARDING MEETING WITH DEBTORS (0.4)
SEIDER	12/07/09	.30	REVIEW AGENDA FOR MEETING WITH DEBTORS AND FOLLOW UP WITH LATHAM REGARDING SAME (0.3)
HALL	12/08/09	.50	ATTENTION TO E-MAILS FROM LATHAM TEAM AND FTI PREPARING FOR MEETING WITH ALVAREZ AND MARSAL (0.4); REVIEW PROPOSED AGENDA (0.1)
RAAB	12/09/09	.40	CONFERENCE CALL WITH CREDITOR'S COMMITTEE (0.4)
SCHWARTZ	12/09/09	3.50	ATTEND MEETING WITH DEBTORS AND BRIEF FOLLOW-UP DISCUSSIONS WITH DEBTORS' COUNSEL AT CONCLUSION OF MEETING (3.5)
HALL	12/09/09	4.60	PREPARE FOR AND ATTEND MEETING WITH DEBTORS, DEBTORS' COUNSEL, AND ALVAREZ AND MARSAL (4.6)
GOLDBERG	12/09/09	4.60	PREPARE FOR AND ATTEND MEETING WITH DEBTORS AND MANAGEMENT (4.6)
MARTIN	12/09/09	.30	COMMITTEE MEETING (0.3)
SCHWARTZ	12/11/09	.30	PREPARE EMAIL TO DEBTORS' COUNSEL RE: FOLLOW UP ON TAX INFORMATION, FTI DUE DILIGENCE INFORMATION AND OBJECTION DEADLINES FOR 1/5 OMNIBUS HEARING (0.3)
SINGER	12/11/09	.30	CORRESPOND WITH CREDITOR CALLERS (0.3)
SCHWARTZ	12/14/09	.20	TELEPHONE CALL WITH R. LEMONS REGARDING ADJOURNMENT OF 1/5 MOTIONS AND DISCUSSION OF POINTS RELATED TO 341 MEETING (0.2)
HALL	12/14/09	.20	ATTENTION TO E-MAILS FROM A. GOLDBERG REGARDING CONVERSATION WITH CREDITOR (0.2)
GOLDBERG	12/14/09	.20	CALL WITH BONDHOLDER REGARDING STATUS OF CASE (0.2)
GOLDBERG	12/18/09	.60	DISCUSS 341 MEETING AND FORTHCOMING MOTIONS WITH DEBTORS (0.4); CORRESPONDENCE REGARDING SAME (0.2)
HALL	12/19/09	.20	REVIEW UPDATE FROM A. GOLDMAN REGARDING DISCUSSIONS WITH DEBTORS (0.2)
GOLDBERG	12/19/09	.50	CALL WITH DEBTORS REGARDING STATUS OF CASE AND FORTHCOMING MOTIONS (0.3);

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			CORRESPONDENCE REGARDING SAME (0.2)
GOLDBERG	12/20/09	.10	CORRESPONDENCE REGARDING FORTHCOMING MOTIONS (0.1)
SINGER	12/21/09	.20	CORRESPOND WITH DEBTOR'S COUNSEL REGARDING VARIOUS TOPICS (0.2)

18.40

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
D S RAAB	01848	.40	995.00	398.00	PARTNER
R G SCHWARTZ	04913	4.00	850.00	3,400.00	PARTNER
M A SEIDER	01754	.60	950.00	570.00	PARTNER
M R HALL	04246	6.20	620.00	3,844.00	ASSOCIATE, SR.
A J GOLDBERG	71125	6.40	530.00	3,392.00	ASSOCIATE, JR.
C M MARTIN	71406	.30	475.00	142.50	ASSOCIATE, JR.
A M SINGER	71423	.50	475.00	237.50	ASSOCIATE, JR.
		18.40		11,984.00	
TOTAL:		18.40		11,984.00	

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
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CLIENT: 047606
COMMITTEE 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>
HALL	12/09/09	10.50	TRAVEL TO AND FROM NEW YORK FOR COMMITTEE MEETING WITH DEBTORS, DEBTORS' COUNSEL, AND ALVAREZ AND MARSAL (10.5)
		10.50	

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
M R HALL	04246	10.50	620.00	6,510.00	ASSOCIATE, SR.
		10.50		6,510.00	
TOTAL:		10.50		6,510.00	

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CLIENT: 047606
 COMMITTEE OF ADVANTA CORP.
 MATTER: 047606-0013
 DOCUMENTS

NAME: OFFICIAL UNSECURED CREDITORS '
 NAME: DRAFT AND REVISE PLEADINGS AND

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
GOLDBERG	12/01/09	.80	CORRESPONDENCE REGARDING PREPARATION OF DOCUMENTS FOR COMMITTEE (0.4); REVISE MEMORANDUM TO COMMITTEE (0.4)
SINGER	12/09/09	.20	REVIEW AND BEGIN DRAFTING OBJECTION (0.2)
		1.00	

<u>TIMEKEEPER</u>	<u>ID</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>	<u>TITLE</u>
A J GOLDBERG	71125	.80	530.00	424.00	ASSOCIATE, JR.
A M SINGER	71423	.20	475.00	95.00	ASSOCIATE, JR.
		1.00		519.00	
TOTAL:		1.00		519.00	

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

NAME: OFFICIAL UNSECURED CREDITORS'

NAME: CLAIMS

<u>TIMEKEEPER</u>	<u>DATE</u>	<u>HOURS</u>	<u>DESCRIPTION</u>
SEIDER	12/07/09	.20	TELEPHONE CALL WITH CREDITOR REGARDING FILING PROOF OF CLAIM (0.2)
SEIDER	12/14/09	.30	EMAILS WITH LATHAM REGARDING D&O POLICIES (0.3)
SEIDER	12/18/09	.30	EMAILS WITH LATHAM REGARDING D&O POLICIES (0.3)
		.80	

<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
		.80		760.00	
TOTAL:		.80		760.00	

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BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # **100600034**

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, 2009

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. 100600034

File No. 047606-0000

REMITTANCE COPY

Invoice Date

Invoice Number

Invoice Amount

Prior Billings:

Amounts Due on Prior Billings

109,801.50

Current Billing:

December 31, 2009

100600034

\$134,576.59

Balance Due

\$244,378.09

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 **100600034**