

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

In re:)	
)	Chapter 11
ADVANTA CORP., <u>et al.</u> , ¹)	
)	Case No. 09- 13931 (KJC)
Debtors.)	(Jointly Administered)
)	Obj. Deadline: 6/2/2010 at 4:00 p.m. (EDT)

**FOURTH MONTHLY FEE STATEMENT OF ALVAREZ & MARSAL NORTH
AMERICA, LLC IN THEIR CAPACITY AS FINANCIAL ADVISORS TO THE
DEBTORS AND DEBTORS-IN-POSSESSION, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE
PERIOD MARCH 1, 2010 THROUGH MARCH 31, 2010**

Name of Applicant:	Alvarez & Marsal North America, LLC
Authorized to provide professional services to:	Debtors and Debtors-in-Possession
Date of Retention:	December 17, 2009 <i>Nunc pro Tunc</i> to Petition Date
Period for which compensation and reimbursement are sought:	March 1, 2010 through March 31, 2010
Amount of compensation sought as actual, reasonable, and necessary:	\$ 278,095.50
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$ 2,824.71
Unapplied Retainer	\$ 221,449.34
This is an:	<u> X </u> monthly <u> </u> interim <u> </u> final application.

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801. Additional information regarding the Debtors' business and the background relating to events leading up to these chapter 11 cases can be found in the Declaration of William A. Rosoff in Support of the Debtors' Chapter11 *Petitions* and *First-Day Motions*, filed on November 8, 2009 (the "*Rosoff Declaration*"), the date the Debtors filed their petitions (the "*Commencement Date*") under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*"). As of the Commencement Date, the Debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors' cases are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*").

Requested Payment Amount:

Fees at 80%	\$222,476.40
Expenses at 100%	<u>\$ 2,824.71</u>
Total:	<u>\$225,301.11</u>

Prior Applications							
Date & Docket No.	Filing Period	Requested Fees	Requested Expenses	CNO Date & Docket No.	Approved Fees	Approved Expenses	Unapproved Holdback
2/1/2010 [227]	11/9/09 through 12/31/09	\$354,725.50	\$15,337.15	2/24/10 [287]	\$283,780.40	\$15,337.15	\$70,945.10
3/15/2010 [338]	1/1/10 through 1/31/10	\$292,362.50	\$6,017.66	4/7/10 [402]	\$233,890.00	\$6,017.66	\$58,472.50
4/26/2010 [444]	2/1/10 through 2/28/10	\$292,362.50	\$6,017.66	Obj. due 5/17/10	Pending	Pending	Pending
Totals		\$903,055.50	\$22,195.08		\$517,670.40	\$21,354.81	\$129,417.60

ATTACHMENT TO MONTHLY FEE APPLICATION

MARCH 1, 2010 THROUGH MARCH 31, 2010

SUMMARY OF TIME & FEES BY PROFESSIONAL

Name of Professional	Position	Rate	Total Hours	Total Fees (Prior to Holdback)
Kevin Gregson	Managing Director	\$815	24.5	\$19,967.50
Joseph Bondi	Managing Director	\$775	68.3	\$52,935.60
Layne Albert	Managing Director	\$775	4.8	\$3,720.00
Julie Hertzberg	Managing Director	\$625	0.7	\$437.50
Andrew Sagat	Director	\$500	219.2	\$109,800.00
Michael Eisenberg	Associate	\$400	212.1	\$84,840.00
Doug Lewandowski	Consultant	\$375	11.6	\$4,350.00
Robert Esposito	Consultant	\$350	0.2	\$70.00
Mary Napoliello	Paraprofessional	\$200	3.6	\$720.00
Debra Mosley	Paraprofessional	\$135	6.8	\$918.00
Total			553.0	\$278,095.50
	Blended Rate \$502.89			

SUMMARY OF TIME & FEES BY MATTER CODE

Matter Code	Description	Total Hours	Total Fees Requested
Bankruptcy Reporting	Preparation or review of financial related disclosures required by the Court, including the MOR and Form 26.	0.6	\$300.00
Bankruptcy Support	Advise and assist the company on matters concerning operating the business under Chapter 11.	150.6	\$73,585.00
Business Planning/Operations	Advise and assist the company with the planning, development, evaluation and implementation of the company's strategic, business and operating plans.	79.6	\$37,310.00
Cash Management	Advise and assist management in treasury matters including the development of weekly cash forecasts, reporting on cash activity and management of letters of credit and bonding matters.	17.2	\$7,650.00
Claims	Assist the company with the review and analysis of claims filed against the Debtors.	1.3	\$650.00
Coordination & Communication with Stakeholders	Coordinate and fulfill information requests, prepare for and attend meetings and participate in negotiations with the prepetition lenders, other interested parties and their advisors.	45.9	\$25,440.00
Court Hearings/Administrative Meetings	Prepare for and participate in hearings before the bankruptcy court having jurisdiction over the case or cases commenced under the Bankruptcy Code or formal meeting with the U.S. Trustee or creditors as required by the bankruptcy code or local rules.	5.8	\$3,120.00
Fee Applications	Preparation of monthly and interim fee applications in accordance with court guidelines.	20.0	\$6,433.00
Plan of Reorganization	Assist the Debtors with supporting and seeking approval of the Plan of Reorganization and Disclosure Statement, overall restructuring actions, case management, identification and evaluation of strategic initiatives and meetings to discuss overall reorganization plan.	81.1	\$36,400.00
Restructuring Actions	Assist the Debtors with overall restructuring actions, including the sale or disposition of assets, and identification and evaluation of strategic initiatives.	84.6	\$50,630.00
Statements/Schedules	Preparation of the Schedules of Assets and Liabilities and the Statements of Financial Affairs.	15.0	\$6,047.50
Tax	Advise and assist the company on tax matters.	34.6	\$22,910.00
Travel Time	Billable travel time (reflects 50% of time incurred).	16.7	\$7,620.00
	Total	553.0	\$278,095.50
	Blended Rate \$502.89		

SUMMARY OF EXPENSES BY CATEGORY

Expense Category	Service Provider (if applicable)	Expense Amount
Lodging	Various	\$1,038.28
Meals	Various	\$349.01
Miscellaneous	Various	\$145.21
Transportation	Various	\$1,292.21
Total		<u>\$2,824.71</u>

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

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

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

In re:

ADVANTA CORP., *et al.*,¹

Debtors.

) Chapter 11

) Case No. 09- 13931 (KJC)

) (Jointly Administered)

) Obj. Deadline: 6/2/2010 at 4:00 p.m. (EDT)

**FOURTH MONTHLY FEE STATEMENT OF ALVAREZ & MARSAL NORTH
AMERICA, LLC IN ITS CAPACITY AS FINANCIAL ADVISORS TO THE DEBTORS
AND DEBTORS-IN-POSSESSION, FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES INCURRED FOR THE
PERIOD MARCH 1, 2010 THROUGH MARCH 31, 2010**

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

A. BACKGROUND

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

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801. Additional information regarding the Debtors' business and the background relating to events leading up to these chapter 11 cases can be found in the Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 *Petitions and First-Day Motions*, filed on November 8, 2009 (the "*Rosoff Declaration*"), the date the Debtors filed their petitions (the "Commencement Date") under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*"). As of the Commencement Date, the Debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors' cases are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*").

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

3. Applicant has rendered services on behalf of the Debtors from March 1, 2010 through March 31, 2010 (the "Application Period") totaling 553.0 hours, and in connection therewith requests allowance of monthly compensation in the amount of \$278,095.50, and reimbursement of expenses in the amount of \$2,824.71.

4. The Debtors to date have paid Applicant \$539,025.21 for services rendered and expenses incurred from the commencement of this case through February 28, 2010. Applicant is holding an unapplied retainer in the amount of \$221,449.34.

5. Applicant maintains contemporaneous records of the time expended for the professional services and expenses related thereto performed in connection with these Chapter 11 cases and such records are maintained in the ordinary course of its business. These records provide a detailed description of the services rendered and expenses incurred during the period for which this Application is being made. Applicant's time records in the sum of \$278,095.50 regarding the Chapter 11 proceedings are annexed hereto as Exhibit D.

**B. DESCRIPTION OF SERVICES AND
EXPENSES AND RELIEF REQUESTED**

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

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

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

including the MOR and Form 26. During the Application Period, the Debtors reviewed the February 2010 MOR and participated in a review meeting with Debtor employees and counsel. The total fees sought under this category for the period March 1, 2010 through March 31, 2010 are \$300.00 (0.6 hours).

b. Bankruptcy Support. This category contains time advising and assisting the company on matters concerning operating the business under Chapter 11. During the Application Period, the Applicant assisted the Debtors with preparation, review and analysis of various motions and revised orders, including severance, employee benefits and wages, cash management, sale of a qualified mutual fund, and a lease rejection. The Applicant also assisted the Debtor with structuring an incentive bonus, evaluation and review of the impact of the FDIC's receivership of Advanta Bank Corp. and the settlement with Advanta Bank, and participated in various calls with the Debtors and counsel regarding case status and planning. The total fees sought under this category for the period March 1, 2010 through March 31, 2010 are \$73,585.00 (150.6 hours).

c. Business Planning/Operations. This category contains time advising and assisting the company with the planning, development and implementation of the company's business plan. During the Application Period, the Applicant assisted the Debtors with review and evaluation of alternative receivables servicing options for the parent-funded and charged-off receivables portfolios and assisted with the development of monthly forecast update presentations and a revised liquidation forecast. The Applicant also participated in meetings and conference calls to review the liquidation plan with the Debtors and counsel. The total fees sought under this category for the period March 1, 2010 through March 31, 2010 are \$37,310.00 (79.6 hours).

d. Cash Management. This category includes time spent assisting the Debtors with preparation of cash flow forecasts and budget vs. actual reporting on cash results,

and addressing treasury management issues. During the Application Period, the Applicant assisted the Debtors in reviewing the 13-week cash flow forecast and variances, and participated in bi-weekly meetings with Debtor employees and management to review the weekly cash forecast. The total fees sought under this category for the period March 1, 2010 through March 31, 2010 are \$7,650.00 (17.2 hours).

e. Claims. This category includes time spent assisting the Debtors with the claims review process. During the Application Period, the Applicant reviewed the creditors list and participated in a conference call regarding the claims process. The total fees sought under this category for the period March 1, 2010 through March 31, 2010 are \$650.00 (1.3 hours).

f. Coordination and Communication With Stakeholders. This category includes time coordinating and fulfilling information requests, preparing for and attending meetings and discussions with the Official Committee of Unsecured Creditors (the "UCC") and its advisors. During the Application Period, the Applicant participated in meetings and conference calls with the advisors to the UCC on various topics including, the FDIC receivership of Advanta Bank Corp., the structure of an incentive bonus, chapter 11 motions for severance and revised orders for employee benefits and wages and cash management, the liquidation forecast, the MOR and cash flow forecast. In addition, the Applicant compiled, reviewed and discussed information requests and participated in meetings and conference calls with the Debtors, counsel, and the UCC and its advisors. The total fees for the period March 1, 2010 through March 31, 2010 are \$25,440.00 (45.9 hours).

g. Court Hearings/Administrative Meetings. This category includes time preparing for and participating in hearings before the bankruptcy court. The total fees for the period March 1, 2010 through March 31, 2010 are \$3,120.00 (5.8 hours).

h. Fee Application. This category includes time preparing monthly fee statements in compliance with court guidelines. The total fees sought under this category for the period March 1, 2010 through March 31, 2010 are \$6,433.00 (20.0 hours).

i. Plan of Reorganization. This category includes time assisting the Debtors with structuring the Plan of Reorganization and Disclosure Statement. During the Application period, the Applicant analyzed, identified and evaluated possible plan structures, evaluated the possibility of substantive consolidating the Estate, and participated in meetings and conference calls with the Debtors and counsel to discuss the overall plan structure. The total fees sought under this category for the period March 1, 2010 through March 31, 2010 are \$36,400.00 (81.1 hours).

j. Restructuring Actions. This category includes time assisting the Debtors with overall restructuring actions, including the sale or disposition of assets and identification and evaluation of strategic alternatives. During the Application Period, the Applicant advised the Debtors with regards to recovering value from a corporate insurance plan, the sale of the Debtors' artwork, sale of the Debtor's registered domain names, and other corporate assets. In addition, the Applicant reviewed, coordinated and advised the Debtor on proposals for liquidation of the Debtor's corporate offices and participated in bi-weekly meetings and conference calls regarding the status of all the Debtor's asset sales. The total fees sought under this category for the period March 1, 2010 through March 31, 2010 are \$50,630.00 (84.6 hours).

k. Statements/Schedules. This category includes time preparing Schedules of Assets and Liabilities and the Statements of Financial Affairs. During the Application Period, the Applicant reviewed the Debtors' financial records and compiled, organized and amended the Debtors' SOFAs and participated in discussions and meetings with

the Debtor and counsel. The total fees sought under this category for the period March 1, 2010 through March 31, 2010 are \$6,047.50 (15.0 hours).

l. Tax. This category includes time advising and assisting the company on tax matters. During the Application Period, the Applicant reviewed, analyzed and advised the Debtors on tax-related topics, including the Debtor's tax sharing agreement and the potential impact on recoveries. In addition, the Applicant reviewed and advised the Debtor on tax return filings, prepared analysis to support ABC tax motion, and participated in meetings with a tax expert, the Debtors, counsel, and the UCC and its advisors. The total fees sought under this category for the period March 1, 2010 through March 31, 2010 are \$22,910.00 (34.6 hours).

m. Travel. This category contains non-working travel time on behalf of the Debtor. This time was billed at ½ the time incurred. The total fees sought under this category for the period March 1, 2010 through March 31, 2010 are \$7,620.00 (16.7 hours).

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

8. Applicant believes that the post-petition services rendered during the period March 1, 2010 through March 31, 2010 on behalf of the Debtors are reasonably worth the sum of \$278,095.50, and Applicant requests the allowance of such sum. The blended hourly rate for all services post-petition rendered by Applicant is \$502.89.

9. Applicant further requests reimbursement of costs expended on behalf of the Debtors for the period March 1, 2010 through March 31, 2010 in connection with these Chapter 11 proceedings in the sum of \$2,824.71 as set forth in the summary attached as Exhibit E. The detailed expense items incurred by professional is attached and outlined as Exhibit F.

10. The expenses incurred by Applicant may include wireless and long distance telephone calls, over-night delivery, travel expenses, local messenger service, meals, postage and duplicating charges, all of which Applicant normally bills to its non-bankruptcy clients at rates calculated to compensate Applicant for only the actual cost of the expense. Applicant does not charge for facsimiles.

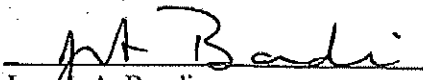
11. Applicant has reviewed the requirements of Del.Bankr.LR 2016-2 and believes that this Application complies with the requirements of the same.

WHEREFORE, Applicant prays this Court enter an Order allowing Applicant monthly compensation in the sum of \$278,095.50 and reimbursement of costs expended March 1, 2010 through March 31, 2010 in the sum of \$2,824.71, directing prompt payment of the same by the Debtors to the extent not previously paid, approval to draw down the unapplied retainer, and granting such other and further relief as may be just.

Dated: May 12, 2010
New York, NY

Respectfully submitted,

**ALVAREZ & MARSAL NORTH
AMERICA, LLC**


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

Financial Advisors for the Debtors
and Debtors-in-Possession

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

	-X	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	:	Obj. Deadline: 6/2/2010 at 4:00 p.m. (EDT)

NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that Alvarez & Marsal North America, LLC (the “Applicant”) has today filed the attached **Fourth Monthly Fee Statement of Alvarez & Marsal North America, LLC in Their Capacity as Financial Advisors to the Debtors and Debtors-in-Possession, for Compensation and Reimbursement of Expenses Incurred for the Period March 1, 2010 through March 31, 2010** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

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

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5. Las Vegas, NV 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

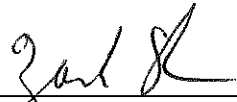
Order”) and must be filed with the Clerk of the Bankruptcy Court, and be served upon and received by (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons); (iii) local counsel to the Debtors, Richards Finger & Layton, P.A. One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Chun I. Jang); (iv) counsel to Official Committee of Unsecured Creditors, Latham & Watkins LLP, One Logan Square, 18th and Cherry Streets, Philadelphia, Pennsylvania 19103 (Attn: Andrew C. Kassner); (v) local counsel to the Official Committee of Unsecured Creditors, Drinker Biddle & Reath LLP, 1100 North Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen); and (vi) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Dave Klauder) by no later than **4:00 p.m. (Eastern Daylight Time) on June 2, 2010** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received in accordance with this notice, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the Administrative Order and the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Administrative Order, if no objection to the Application is timely filed, served and received by the Objection Deadline, the Applicant may be paid an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of expenses requested in the Application or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection without the need for further order of the Bankruptcy Court.

Dated: May 13, 2010
Wilmington, Delaware

Respectfully submitted,



Mark D. Collins (No. 2981)
Paul Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
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(302) 651-7700 (Telephone)
(302) 651-7701 (Facsimile)

- and -

WEIL, GOTSHAL & MANGES LLP
Marcia L. Goldstein
Robert J. Lemons
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

*Advanta Corp., et al.,
Summary of Time Detail by Task
March 1, 2010 through March 31, 2010*

<i>Task Description</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Bankruptcy Reporting	0.6	\$300.00
Bankruptcy Support	150.6	\$73,585.00
Business Planning / Operations	79.6	\$37,310.00
Cash Management	17.2	\$7,650.00
Claims	1.3	\$650.00
Coordination & Communication with Stakeholders	45.9	\$25,440.00
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Plan of Reorganization	81.1	\$36,400.00
Restructuring Actions	84.6	\$50,630.00
Statements / Schedules	15.0	\$6,047.50
Tax	34.6	\$22,910.00
Travel Time	16.7	\$7,620.00
<i>Total</i>	553.0	\$278,095.50

*Advanta Corp., et al.,
Summary of Time Detail by Professional
March 1, 2010 through March 31, 2010*

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Kevin Gregson	Managing Director	\$815.00	24.5	\$19,967.50
Joseph Bondi	Managing Director	\$775.00	68.3	\$52,932.50
Layne Albert	Managing Director	\$775.00	4.8	\$3,720.00
Julie Hertzberg	Managing Director	\$625.00	0.7	\$437.50
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<i>Total</i>			553.0	\$278,095.50

*Advanta Corp., et al.,
Summary of Time Detail by Professional
March 1, 2010 through March 31, 2010*

Bankruptcy Reporting

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	0.6	\$300.00
			0.6	\$300.00
				\$500.00

*Advanta Corp., et al.,
Summary of Time Detail by Professional
March 1, 2010 through March 31, 2010*

Bankruptcy Support

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	20.2	\$15,655.00
Andrew Sagat	Director	\$500	57.7	\$28,850.00
Michael Eisenberg	Associate	\$400	72.7	\$29,080.00
			<hr/> 150.6	<hr/> \$73,585.00
			<hr/>	<hr/>
		<i>Average Billing Rate</i>		<hr/> \$488.61 <hr/>

*Advanta Corp., et al.,
Summary of Time Detail by Professional
March 1, 2010 through March 31, 2010*

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	4.4	\$3,410.00
Andrew Sagat	Director	\$500	38.2	\$19,100.00
Michael Eisenberg	Associate	\$400	37.0	\$14,800.00
			<hr/> 79.6	<hr/> \$37,310.00
			<hr/>	<hr/>
		<i>Average Billing Rate</i>		<hr/> \$468.72 <hr/>

*Advanta Corp., et al.,
Summary of Time Detail by Professional
March 1, 2010 through March 31, 2010*

Cash Management

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	7.7	\$3,850.00
Michael Eisenberg	Associate	\$400	9.5	\$3,800.00
			17.2	\$7,650.00
				\$444.77

*Advanta Corp., et al.,
Summary of Time Detail by Professional
March 1, 2010 through March 31, 2010*

Claims

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	1.3	\$650.00
			1.3	\$650.00
				\$500.00

*Advanta Corp., et al.,
Summary of Time Detail by Professional
March 1, 2010 through March 31, 2010*

**Coordination & Communication
with Stakeholders**

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	14.0	\$10,850.00
Andrew Sagat	Director	\$500	18.3	\$9,150.00
Michael Eisenberg	Associate	\$400	13.6	\$5,440.00
			<u>45.9</u>	<u>\$25,440.00</u>
	<i>Average Billing Rate</i>			<u>\$554.25</u>

*Advanta Corp., et al.,
Summary of Time Detail by Professional
March 1, 2010 through March 31, 2010*

Court Hearings / Administrative Meetings

Prepare for and participate in hearings before the bankruptcy court having jurisdiction over the case or cases commenced under the Bankruptcy Code or formal meeting with the U.S. Trustee or creditors as required by the bankruptcy code or local rules.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	0.8	\$620.00
Andrew Sagat	Director	\$500	5.0	\$2,500.00
			5.8	\$3,120.00
				\$537.93

*Advanta Corp., et al.,
Summary of Time Detail by Professional
March 1, 2010 through March 31, 2010*

Fee Applications

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	1.0	\$775.00
Andrew Sagat	Director	\$500	5.8	\$2,900.00
Michael Eisenberg	Associate	\$400	2.8	\$1,120.00
Debra Mosley	Paraprofessional	\$135	6.8	\$918.00
Mary Napoliello	Paraprofessional	\$200	3.6	\$720.00
			20.0	\$6,433.00
		<i>Average Billing Rate</i>		\$321.65

*Advanta Corp., et al.,
Summary of Time Detail by Professional
March 1, 2010 through March 31, 2010*

Plan of Reorganization

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	2.8	\$2,170.00
Andrew Sagat	Director	\$500	29.1	\$14,550.00
Michael Eisenberg	Associate	\$400	49.2	\$19,680.00
			<u>81.1</u>	<u>\$36,400.00</u>
				<u>\$448.83</u>
		<i>Average Billing Rate</i>		

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

Page 10 of 13

Preparation of the Schedules of Assets and Liabilities and the Statements of Financial Affairs.

Page 11 of 13

*Advanta Corp., et al.,
Summary of Time Detail by Professional
March 1, 2010 through March 31, 2010*

Tax

Advise and assist the company on tax matters.

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Joseph Bondi	Managing Director	\$775	15.6	\$12,090.00
Layne Albert	Managing Director	\$775	4.8	\$3,720.00
Andrew Sagat	Director	\$500	14.2	\$7,100.00
			<hr/> 34.6	<hr/> \$22,910.00
			<hr/>	<hr/>
		<i>Average Billing Rate</i>		<hr/> \$662.14
				<hr/>

*Advanta Corp., et al.,
Summary of Time Detail by Professional
March 1, 2010 through March 31, 2010*

Travel Time

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

<i>Professional</i>	<i>Position</i>	<i>Billing Rate</i>	<i>Sum of Hours</i>	<i>Sum of Fees</i>
Andrew Sagat	Director	\$500	9.4	\$4,700.00
Michael Eisenberg	Associate	\$400	7.3	\$2,920.00
			16.7	\$7,620.00
				\$456.29

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Bankruptcy Reporting

Professional	Date	Hours	Activity
Andrew Sagat	3/23/2010	0.6	Prepare for and participate in MOR review call with Advanta, Weil and Richards Layton.
Subtotal		0.6	

Bankruptcy Support

Professional	Date	Hours	Activity
Joseph Bondi	3/1/2010	2.5	Discuss Ch. 11 issues with W. Rosoff (Advanta) and FTI.
Michael Eisenberg	3/1/2010	2.4	Prepare wage motion detail for pre-petition employee benefits and expenses.
Joseph Bondi	3/2/2010	0.3	Discuss employee bonus issues with W. Rosoff (Advanta).
Joseph Bondi	3/2/2010	0.7	Participate in coordination call with WGM and management regarding Ch. 11 issues.
Joseph Bondi	3/3/2010	0.4	Participate in conference with W. Rosoff (Advanta) regarding management bonuses.
Michael Eisenberg	3/3/2010	3.1	Continue preparing wage motion detail for pre-petition employee benefits and expenses.
Andrew Sagat	3/4/2010	1.2	Prepare for and participate in bi-weekly status update call.
Andrew Sagat	3/4/2010	0.5	Coordinate diligence on CRAIX and preparation of motion.
Joseph Bondi	3/4/2010	1.3	Participate in coordination call with management and WGM regarding Ch. 11 issues and related follow-up.
Joseph Bondi	3/4/2010	0.7	Discuss role of internal audit with management.
Joseph Bondi	3/4/2010	0.6	Prepare for and participate in bi-weekly status update call.
Michael Eisenberg	3/4/2010	1.2	Prepare for and participate in bi-weekly status update call.
Andrew Sagat	3/5/2010	0.8	Prepare for and participate in meeting with A. Holderer (Advanta) regarding case status and updates.
Andrew Sagat	3/5/2010	0.4	Review revised incentive bonus structure.
Andrew Sagat	3/5/2010	0.5	Review draft AB settlement proposal.
Andrew Sagat	3/5/2010	0.5	Coordinate with Weil regarding additional CRAIX information for motion.
Andrew Sagat	3/5/2010	1.2	Coordinate severance related information with Weil and Advanta.
Joseph Bondi	3/5/2010	0.7	Review and comment on proposed bonus structure for officers.
Michael Eisenberg	3/5/2010	1.2	Prepare and review severance related information with Weil and Advanta.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Bankruptcy Support

Professional	Date	Hours	Activity
Joseph Bondi	3/8/2010	0.7	Review issues regarding potential Grant Thornton retention.
Andrew Sagat	3/9/2010	0.7	Prepare for and participate in update call.
Andrew Sagat	3/9/2010	1.2	Review severance schedules.
Andrew Sagat	3/9/2010	0.4	Prepare for and participate in call with D. Hoehne (Weil) regarding sale of CRAIX investment and severance.
Joseph Bondi	3/9/2010	1.1	Participate in coordination call regarding Chapter 11 issues and related preparation.
Michael Eisenberg	3/9/2010	0.7	Prepare for and participate in bi-weekly status update call.
Michael Eisenberg	3/9/2010	1.1	Prepare for and participate in call with J. Plavner (Advanta) and P. Kelly (Advanta) regarding severance payments.
Michael Eisenberg	3/9/2010	0.8	Review severance schedules.
Andrew Sagat	3/10/2010	0.7	Prepare for and participate in call with L. Preston (Advanta) regarding sale of CRAIX and senior crime prevention CRA loan.
Andrew Sagat	3/10/2010	1.0	Prepare for and participate in call with D. Hoehne (Weil) regarding severance.
Andrew Sagat	3/10/2010	1.9	Prepare support schedule for severance motion.
Michael Eisenberg	3/10/2010	2.5	Prepare support schedule for severance motion.
Andrew Sagat	3/11/2010	1.2	Prepare severance schedules.
Andrew Sagat	3/11/2010	1.1	Prepare for and participate in meeting with J. Plavner (Advanta) regarding severance and other HR topics.
Andrew Sagat	3/11/2010	0.5	Prepare for and participate in status update call.
Joseph Bondi	3/11/2010	0.5	Participate in coordination call with management and WGM regarding Ch. 11 issues.
Michael Eisenberg	3/11/2010	0.5	Prepare for and participate in bi-weekly status update call.
Michael Eisenberg	3/11/2010	1.5	Prepare for and participate in meeting with J. Plavner (Advanta) regarding severance and other HR topics.
Andrew Sagat	3/12/2010	0.8	Prepare for and participate in call with P. Kelly (Advanta) regarding severance schedule.
Andrew Sagat	3/12/2010	0.6	Review CRAIX sale motion and Spring House lease rejection motion.
Michael Eisenberg	3/12/2010	0.8	Prepare for and participate in call with P. Kelly (Advanta) regarding severance schedule.
Andrew Sagat	3/15/2010	0.6	Prepare for and participate in call with J. Plavner (Advanta) regarding severance motion.
Andrew Sagat	3/15/2010	0.8	Update severance schedule to support motion.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Bankruptcy Support

Professional	Date	Hours	Activity
Andrew Sagat	3/15/2010	0.3	Prepare for and participate in call with V. Vron (Weil) regarding various Chapter 11 updates.
Michael Eisenberg	3/15/2010	0.6	Prepare for and participate in call with J. Plavner (Advanta) regarding severance motion.
Michael Eisenberg	3/15/2010	2.7	Prepare and revise severance schedule details to support motion.
Andrew Sagat	3/16/2010	0.7	Prepare for and participate in call with D. Epstein (Advanta) and Weil regarding records retention.
Andrew Sagat	3/16/2010	0.3	Prepare revisions to bonus proposal.
Andrew Sagat	3/16/2010	0.8	Prepare for and participate in meeting with P. Kelly and J. Plavner (Advanta) regarding severance schedules for motion.
Andrew Sagat	3/16/2010	1.0	Attend follow-up meeting with J. Plavner (Advanta) regarding severance schedules.
Andrew Sagat	3/16/2010	1.3	Prepare for and participate in bi-weekly update call.
Andrew Sagat	3/16/2010	2.1	Make revisions to and review severance motion support schedules and related information.
Joseph Bondi	3/16/2010	1.3	Participate in coordination call with WGM and management regarding Ch. 11 issues and related follow up.
Michael Eisenberg	3/16/2010	1.3	Prepare for and participate in bi-weekly status update call.
Michael Eisenberg	3/16/2010	1.1	Prepare for and participate in call with J. Plavner and P. Kelly (Advanta) regarding severance schedules.
Michael Eisenberg	3/16/2010	2.4	Revise and review severance motion support schedules.
Michael Eisenberg	3/16/2010	1.0	Participate in follow-up meeting with J. Plavner (Advanta) regarding severance schedules.
Andrew Sagat	3/17/2010	0.8	Coordinate information regarding Spring House lease rejection motion.
Andrew Sagat	3/17/2010	1.3	Review and make revisions to severance support schedules.
Michael Eisenberg	3/17/2010	3.2	Review and reconcile severance support schedules.
Andrew Sagat	3/18/2010	2.9	Review severance motion and prepare motion summary schedule.
Andrew Sagat	3/18/2010	0.3	Make revisions to incentive bonus description.
Andrew Sagat	3/18/2010	0.5	Prepare for and participate in call with W. Rosoff (Advanta) regarding incentive bonus.
Andrew Sagat	3/18/2010	1.0	Prepare for and participate in bi-weekly status update call.
Joseph Bondi	3/18/2010	0.8	Participate in coordination call with management and WGM regarding Ch. 11 issues.
Joseph Bondi	3/18/2010	1.4	Prepare revision to officer bonus proposal.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Bankruptcy Support

Professional	Date	Hours	Activity
Michael Eisenberg	3/18/2010	3.4	Review and revise severance motion and prepare motion summary schedule.
Michael Eisenberg	3/18/2010	1.0	Prepare for and participate in bi-weekly status update call.
Andrew Sagat	3/19/2010	0.9	Review and analyze ABC call reports.
Andrew Sagat	3/19/2010	0.6	Prepare for and participate in call with D. Hoehne (Weil) regarding pre-petition severance claims.
Andrew Sagat	3/19/2010	0.7	Prepare for and participate in call with Weil regarding severance.
Andrew Sagat	3/19/2010	0.8	Review revised severance motion.
Andrew Sagat	3/19/2010	0.8	Make revisions to severance schedule.
Joseph Bondi	3/19/2010	0.8	Review issues regarding FDIC seizure of ABC and discuss with FTI and WGM.
Joseph Bondi	3/19/2010	0.4	Participate in discussion regarding creditors' concern with Spring House lease rejection terms.
Joseph Bondi	3/19/2010	0.2	Review ABC proposal regarding contribution to D&O insurance premium.
Joseph Bondi	3/19/2010	0.6	Review motion to approve severance plan.
Joseph Bondi	3/19/2010	0.8	Review creditor changes to executive bonus and related discussion with management.
Michael Eisenberg	3/19/2010	3.2	Review and analyze ABC call reports.
Michael Eisenberg	3/19/2010	0.6	Continue to make revisions to severance schedule.
Michael Eisenberg	3/19/2010	0.6	Prepare for and participate in call with D. Hoehne (Weil) regarding pre-petition severance claims.
Michael Eisenberg	3/19/2010	0.7	Prepare for and participate in call with Weil regarding severance.
Michael Eisenberg	3/19/2010	0.8	Review revised severance motion.
Joseph Bondi	3/20/2010	0.8	Consider issues regarding FDIC takeover of ABC.
Joseph Bondi	3/21/2010	0.8	Participate in conference with audit committee chairman regarding financial and operating issues.
Andrew Sagat	3/22/2010	0.5	Prepare for and participate in call with J. Plavner (Advanta) and Weil regarding incentive bonus.
Andrew Sagat	3/22/2010	0.5	Prepare for and participate in call with V. Vron (Weil) regarding FDIC receivership.
Andrew Sagat	3/23/2010	0.6	Review interim wage order and board meeting fees.
Andrew Sagat	3/23/2010	0.9	Prepare for and participate in bi-weekly update call.
Michael Eisenberg	3/23/2010	0.5	Review interim wage order.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Bankruptcy Support

Professional	Date	Hours	Activity
Michael Eisenberg	3/23/2010	0.9	Prepare for and participate in bi-weekly status update call.
Andrew Sagat	3/24/2010	0.9	Review revised severance and cash management motions.
Andrew Sagat	3/24/2010	2.3	Prepare for and participate in meeting with J. Plavner (Advanta) regarding severance motion review and other HR updates.
Andrew Sagat	3/24/2010	0.5	Prepare for and participate in call with P. Browne (Advanta) and R. Lemons (Weil) regarding audit fee costs.
Michael Eisenberg	3/24/2010	3.3	Prepare for and participate in meeting with J. Plavner (Advanta) regarding severance motion review and other HR updates.
Andrew Sagat	3/25/2010	1.0	Prepare for and participate in bi-weekly update call.
Andrew Sagat	3/25/2010	1.0	Prepare for and participate in meeting with J. Plavner (Advanta) regarding wage motion open items.
Joseph Bondi	3/25/2010	1.6	Participate in coordination call regarding Chapter 11 issues and related preparation.
Michael Eisenberg	3/25/2010	1.1	Prepare for and participate in bi-weekly status update call.
Michael Eisenberg	3/25/2010	3.2	Prepare and review wage motion support schedule.
Michael Eisenberg	3/25/2010	1.5	Prepare for and participate in meeting with J. Plavner (Advanta) regarding wage motion open items.
Andrew Sagat	3/26/2010	0.7	Prepare for and participate in call with J. Plavner and P. Kelly (Advanta) regarding wage motion support schedule.
Andrew Sagat	3/26/2010	0.8	Coordinate pre-receivership shared services fee exposure and review schedule.
Andrew Sagat	3/26/2010	3.2	Review wage motion support schedule.
Michael Eisenberg	3/26/2010	1.5	Prepare for and participate in meeting with J. Plavner (Advanta) regarding severance motion review and other HR updates.
Andrew Sagat	3/29/2010	0.6	Review AB settlement documents.
Andrew Sagat	3/29/2010	0.7	Prepare for and participate in call with N. Gordon (Advanta) regarding ABC exposure.
Michael Eisenberg	3/29/2010	3.3	Continue to review wage motion support schedule.
Michael Eisenberg	3/29/2010	2.9	Review and finalize wage motion support schedule.
Andrew Sagat	3/30/2010	1.0	Prepare for and participate in bi-weekly update call.
Andrew Sagat	3/30/2010	0.8	Prepare for and participate in meeting with Weil and Advanta regarding wage motion review.
Andrew Sagat	3/30/2010	3.1	Review wage motion support schedule and company information on HR programs.
Andrew Sagat	3/30/2010	0.9	Review wage motion diligence schedules and information from FTI.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Bankruptcy Support

Professional	Date	Hours	Activity
Joseph Bondi	3/30/2010	1.2	Participate in coordination call regarding Chapter 11 issues and related preparation.
Michael Eisenberg	3/30/2010	3.3	Continue to review wage motion support schedule.
Michael Eisenberg	3/30/2010	1.0	Prepare for and participate in bi-weekly status update call.
Michael Eisenberg	3/30/2010	0.8	Prepare for and participate in meeting with Weil and Advanta regarding wage motion review.
Michael Eisenberg	3/30/2010	3.2	Review wage motion support schedule and company information on HR benefit programs.
Andrew Sagat	3/31/2010	0.8	Review wage order revision and compare to support information.
Andrew Sagat	3/31/2010	0.4	Review revised cash management order.
Andrew Sagat	3/31/2010	1.3	Prepare for and participate in meeting with N. Gordon and J. Plavner (Advanta) regarding wage motion support.
Andrew Sagat	3/31/2010	1.5	Coordinate diligence responses regarding wage motion and order.
Michael Eisenberg	3/31/2010	1.3	Prepare for and participate in meeting with N. Gordon and J. Plavner (Advanta) regarding wage motion support.
Michael Eisenberg	3/31/2010	2.9	Review and analyze wage order revision and support information.
Michael Eisenberg	3/31/2010	2.1	Continue to analyze wage order and support details.
Michael Eisenberg	3/31/2010	1.5	Prepare due diligence responses regarding wage motion and order.
Subtotal		150.6	

Business Planning / Operations

Professional	Date	Hours	Activity
Andrew Sagat	3/1/2010	0.4	Coordinate FDR agreement.
Andrew Sagat	3/1/2010	0.7	Review preliminary presentation to UCC and prepare notes.
Michael Eisenberg	3/1/2010	2.5	Review and revise preliminary presentation to UCC.
Andrew Sagat	3/2/2010	0.6	Prepare for and participate in call with Weil and Advanta regarding insurance policies.
Andrew Sagat	3/2/2010	0.7	Prepare for and participate in bi-weekly status update call.
Joseph Bondi	3/2/2010	0.5	Participate in call with WGM regarding insurance issues.
Michael Eisenberg	3/2/2010	0.7	Prepare for and participate in bi-weekly status update call.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Business Planning / Operations

Professional	Date	Hours	Activity
Andrew Sagat	3/3/2010	0.5	Prepare for and participate in call with E. Stone (Advanta) regarding receivables portfolio.
Andrew Sagat	3/3/2010	0.8	Prepare for and participate in calls with FTI regarding receivables portfolio.
Michael Eisenberg	3/3/2010	0.9	Review professional fee schedule in cash flow forecast.
Andrew Sagat	3/4/2010	0.6	Prepare for and participate in call with E. Stone (Advanta), Latham and FTI regarding FDR contract call.
Andrew Sagat	3/5/2010	1.0	Coordinate CMC discussions and review by Advanta and FTI.
Michael Eisenberg	3/5/2010	0.9	Review pre-petition employee expenses.
Michael Eisenberg	3/5/2010	2.3	Research and analyze publicly traded credit card companies and portfolios.
Andrew Sagat	3/8/2010	0.6	Prepare for and participate in call with A. Holderer (Advanta) regarding professional fee forecast and other updates.
Joseph Bondi	3/8/2010	0.6	Review change in monthly forecast.
Andrew Sagat	3/9/2010	1.1	Prepare for and participate in call with J. Plavner and P. Kelly (Advanta) regarding severance payments.
Andrew Sagat	3/9/2010	0.8	Prepare correspondence with A. Howley (Advanta) regarding CMC and review of draft document.
Andrew Sagat	3/11/2010	0.9	Prepare for and participate in meeting with A. Holderer and J. Plavner (Advanta) regarding forecast severance.
Andrew Sagat	3/11/2010	2.1	Review draft March reforecast employment slides, March FTE forecast and other sections.
Andrew Sagat	3/11/2010	0.6	Prepare for and participate in meeting with A. Holderer (Advanta) regarding March reforecast.
Michael Eisenberg	3/11/2010	3.2	Create draft March reforecast employment slides, March FTE forecast and other sections.
Michael Eisenberg	3/11/2010	0.6	Prepare for and participate in meeting with A. Holderer (Advanta) regarding March reforecast.
Michael Eisenberg	3/11/2010	2.9	Review intercompany receivables details with C. Wilson (Advanta).
Michael Eisenberg	3/11/2010	3.4	Make revisions to UCC March forecast meeting presentation.
Andrew Sagat	3/12/2010	2.6	Prepare March reforecast update presentation.
Andrew Sagat	3/12/2010	1.5	Make revisions to March reforecast update presentation.
Michael Eisenberg	3/12/2010	1.7	Make revisions to March reforecast update presentation.
Michael Eisenberg	3/12/2010	2.9	Update UCC meeting March forecast presentation based on comments and discussions with company.
Michael Eisenberg	3/12/2010	3.4	Continue to update UCC March forecast meeting presentation.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Business Planning / Operations

Professional	Date	Hours	Activity
Andrew Sagat	3/13/2010	3.1	Review and make revisions to monthly reforecast presentation.
Michael Eisenberg	3/13/2010	3.1	Review and make revisions to monthly reforecast presentation.
Joseph Bondi	3/14/2010	1.7	Review updates to liquidity forecast and conference regarding forecast.
Andrew Sagat	3/15/2010	1.0	Review revised March reforecast presentation.
Joseph Bondi	3/15/2010	0.7	Review revised liquidity forecast.
Michael Eisenberg	3/15/2010	2.8	Update liquidation forecast model based on monthly forecast.
Andrew Sagat	3/16/2010	0.7	Coordinate comments on FDR agreement by FTI.
Michael Eisenberg	3/16/2010	2.5	Continue to prepare and review intercompany relationships.
Andrew Sagat	3/17/2010	0.6	Review CMC contract.
Andrew Sagat	3/17/2010	0.6	Prepare for and participate in call with P. Browne and N. Gordon (Advanta) regarding professional fees.
Andrew Sagat	3/18/2010	1.3	Review and make revisions to severance schedules based on comments provided by Advanta.
Andrew Sagat	3/18/2010	1.0	Prepare for and participate in call with Latham, FTI, Weil and Advanta regarding CMC agreement.
Joseph Bondi	3/18/2010	0.9	Review revised estimate of liquidation proceeds.
Andrew Sagat	3/19/2010	0.6	Prepare for and participate in call with E. Stone (Advanta) regarding alternative receivables servicing.
Andrew Sagat	3/19/2010	1.0	Review Integra and Sage contracts and discussions.
Andrew Sagat	3/20/2010	0.5	Prepare for and participate in call with E. Stone (Advanta) regarding alternative receivables servicing.
Andrew Sagat	3/22/2010	0.7	Prepare for and participate in call with A. Howley (Advanta) regarding charge-off receivable portfolio.
Andrew Sagat	3/22/2010	0.5	Prepare for and participate in call with W. Nolan (FTI) regarding receivables and FDIC receivership.
Andrew Sagat	3/24/2010	1.1	Prepare for and participate in call with N. Gordon and A. Howley (Advanta) regarding receivables portfolio and follow up review.
Andrew Sagat	3/24/2010	1.2	Review receivables portfolio servicing forecasts.
Andrew Sagat	3/25/2010	1.1	Prepare for and participate in call with FTI and Advanta regarding receivable servicing.
Andrew Sagat	3/25/2010	0.9	Prepare for and participate in meeting with A. Holderer (Advanta) regarding management fee exposure.
Andrew Sagat	3/25/2010	2.2	Review March forecast update draft.
Andrew Sagat	3/25/2010	0.6	Review charged-off portfolio servicing costs forecast.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Business Planning / Operations

Professional	Date	Hours	Activity
Michael Eisenberg	3/25/2010	3.2	Review and revise March forecast update draft.
Andrew Sagat	3/26/2010	0.5	Review revised charge-off portfolio servicing costs.
Andrew Sagat	3/29/2010	1.0	Review updated CMC documents.
Andrew Sagat	3/29/2010	0.3	Review charge-off servicing documents comments with A. Howley (Advanta).
Andrew Sagat	3/29/2010	0.4	Coordinate requirements to open Integra bank account.
Andrew Sagat	3/30/2010	0.8	Review revised Integra bank and Sage charge-off contracts.
Andrew Sagat	3/31/2010	0.3	Review real estate relocation update.
Andrew Sagat	3/31/2010	0.7	Prepare for and participate in meeting with E. Stone (Advanta) regarding receivables servicing.
Subtotal		79.6	

Cash Management

Professional	Date	Hours	Activity
Andrew Sagat	3/1/2010	0.7	Review cash forecast package and professional fee schedule.
Michael Eisenberg	3/1/2010	1.5	Review cash forecast package and professional fee schedule.
Andrew Sagat	3/2/2010	0.4	Review revised professional fee schedule and coordinate revisions.
Michael Eisenberg	3/2/2010	0.8	Review revised professional fee schedule.
Andrew Sagat	3/4/2010	0.3	Prepare for and participate in call with L. Park (FTI) regarding cash forecast.
Andrew Sagat	3/4/2010	0.8	Review shared services receivables and payables reconciliation.
Andrew Sagat	3/4/2010	0.6	Prepare for and participate in call with L. Moffa (Advanta) regarding cash forecast detail.
Andrew Sagat	3/4/2010	1.2	Review cash forecast package detail.
Michael Eisenberg	3/4/2010	0.5	Prepare for and participate in call with L. Moffa (Advanta) regarding cash forecast detail.
Michael Eisenberg	3/4/2010	1.4	Review cash forecast package detail.
Andrew Sagat	3/8/2010	0.5	Prepare for and participate in cash flow meeting.
Michael Eisenberg	3/8/2010	0.5	Prepare for and participate in cash flow meeting.
Michael Eisenberg	3/10/2010	1.1	Review cash forecast package.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Cash Management

Professional	Date	Hours	Activity
Andrew Sagat	3/15/2010	0.5	Prepare for and participate in cash flow call.
Michael Eisenberg	3/15/2010	0.5	Prepare for and participate in cash flow call.
Andrew Sagat	3/17/2010	0.5	Prepare for and participate in cash forecast call.
Michael Eisenberg	3/17/2010	0.9	Review cash forecast package detail.
Andrew Sagat	3/22/2010	1.2	Review and reconcile detailed cash forecast model.
Michael Eisenberg	3/22/2010	1.0	Review detailed cash forecast model.
Andrew Sagat	3/29/2010	0.5	Prepare for and participate in bi-weekly cash forecast meeting.
Michael Eisenberg	3/29/2010	0.8	Prepare for and participate in bi-weekly cash flow call.
Andrew Sagat	3/31/2010	0.5	Prepare for and participate in bi-weekly cash forecast meeting.
Michael Eisenberg	3/31/2010	0.5	Prepare for and participate in bi-weekly cash flow meeting.
Subtotal		17.2	

Claims

Professional	Date	Hours	Activity
Andrew Sagat	3/5/2010	0.7	Review creditors list and coordinate employee address removal with claims agent and Advanta.
Andrew Sagat	3/15/2010	0.6	Prepare for and participate in call with A&M CMS regarding claims process.
Subtotal		1.3	

Coordination & Communication with Stakeholders

Professional	Date	Hours	Activity
Andrew Sagat	3/1/2010	4.0	Prepare for and participate in meeting with UCC, FTI, Latham, Weil and Advanta regarding monthly status update.
Joseph Bondi	3/1/2010	5.3	Prepare for and attend creditors committee meeting.
Michael Eisenberg	3/1/2010	5.0	Prepare for and participate in meeting with UCC, FTI, Latham, Weil and Advanta regarding monthly status update.
Andrew Sagat	3/2/2010	0.9	Review AB cash balance summary for FTI.
Andrew Sagat	3/4/2010	0.5	Prepare for and participate in weekly professionals call.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Coordination & Communication with Stakeholders

Professional	Date	Hours	Activity
Michael Eisenberg	3/4/2010	0.5	Prepare for and participate in weekly restructuring professionals call.
Andrew Sagat	3/5/2010	0.9	Review UCC draft protocol revisions and prepare redline response.
Joseph Bondi	3/5/2010	0.4	Discuss various issues prior to call with creditors committee with FTI.
Joseph Bondi	3/5/2010	0.6	Review and comment on proposed revisions to protocol with creditors committee.
Joseph Bondi	3/9/2010	0.7	Discuss employee bonus and other issues and follow up matters with FTI.
Andrew Sagat	3/11/2010	0.4	Prepare for and participate in weekly professionals call.
Michael Eisenberg	3/11/2010	0.4	Prepare for and participate in weekly restructuring professionals call.
Andrew Sagat	3/16/2010	0.6	Review FTI information requests.
Joseph Bondi	3/16/2010	0.9	Review FTI proposal regarding executive bonus and prepare draft counter proposal.
Michael Eisenberg	3/16/2010	0.5	Review FTI information requests.
Andrew Sagat	3/17/2010	0.5	Update protocol based on revisions and comments.
Andrew Sagat	3/17/2010	1.2	Prepare for and participate in call with FTI and Advanta regarding ABC update.
Joseph Bondi	3/17/2010	0.4	Review proposed changes to protocol between Advanta and the committee.
Joseph Bondi	3/17/2010	1.2	Participate in conference with FTI and management regarding ABC issues.
Joseph Bondi	3/17/2010	0.6	Review FTI information requests to the company.
Andrew Sagat	3/18/2010	0.8	Review and make revisions to protocol based on comments provided.
Andrew Sagat	3/18/2010	0.9	Prepare for and participate in professionals call with Weil, Latham and FTI.
Joseph Bondi	3/18/2010	1.4	Participate in call regarding Ch. 11 issues with WGM and creditor advisors and follow up issues.
Michael Eisenberg	3/18/2010	0.9	Prepare for and participate in weekly restructuring professionals call.
Andrew Sagat	3/19/2010	0.6	Prepare for and participate in call with L. Park (FTI) regarding severance motion and support.
Andrew Sagat	3/19/2010	0.4	Prepare for and participate in call with FTI regarding severance and other issues.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Coordination & Communication with Stakeholders

Professional	Date	Hours	Activity
Joseph Bondi	3/19/2010	0.8	Participate in conferences with FTI regarding pending issues and follow up communications.
Michael Eisenberg	3/19/2010	0.9	Prepare for and participate in call with L. Park (FTI) regarding severance motion and support.
Michael Eisenberg	3/19/2010	0.4	Prepare for and participate in call with FTI regarding severance and other issues.
Andrew Sagat	3/23/2010	1.1	Prepare for and participate in call with Latham and Weil regarding plan structure.
Andrew Sagat	3/23/2010	0.5	Prepare for and participate in call with FTI regarding intercompany roll forwards and shared services.
Joseph Bondi	3/23/2010	0.8	Conference with company and FTI regarding sale of artworks and other assets.
Michael Eisenberg	3/23/2010	1.3	Prepare for and participate in call with Latham and Weil regarding plan structure.
Andrew Sagat	3/24/2010	0.3	Prepare for and participate in call with L. Park (FTI) regarding wage motion.
Michael Eisenberg	3/24/2010	0.3	Prepare for and participate in call with L. Park (FTI) regarding wage motion.
Andrew Sagat	3/25/2010	1.0	Prepare for and participate in weekly professionals call.
Andrew Sagat	3/25/2010	0.5	Coordinate diligence request items for FTI.
Joseph Bondi	3/25/2010	0.9	Participate in call with creditor committee professionals regarding Ch. 11 issues.
Michael Eisenberg	3/25/2010	1.0	Prepare for and participate in weekly restructuring professionals call.
Andrew Sagat	3/26/2010	0.6	Coordinate responses to AB diligence questions from FTI.
Andrew Sagat	3/31/2010	1.0	Prepare for and participate in call with L. Park (FTI) regarding wage motion support detail.
Andrew Sagat	3/31/2010	1.0	Prepare for and participate in professionals call with Weil, Latham and FTI.
Andrew Sagat	3/31/2010	0.6	Prepare for and participate in call with A. Scruton (FTI) regarding 1099 forms and auctioneer retention status.
Michael Eisenberg	3/31/2010	1.1	Prepare for and participate in professionals call with Weil, Latham and FTI.
Michael Eisenberg	3/31/2010	1.3	Prepare for and participate in call with L. Park (FTI) regarding wage motion support detail.
Subtotal		45.9	

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Court Hearings / Administrative Meetings

Professional	Date	Hours	Activity
Andrew Sagat	3/2/2010	0.5	Prepare for and participate in call with FTI, Latham and Weil regarding 341 meeting preparation.
Joseph Bondi	3/2/2010	0.5	Participate in call with WGM and creditor committee advisors regarding 341 meeting preparation.
Andrew Sagat	3/3/2010	2.0	Prepare for and participate in meeting with Weil, Advanta and RLF regarding 341 meeting.
Andrew Sagat	3/3/2010	2.5	Prepare for and participate in 341 hearing.
Joseph Bondi	3/3/2010	0.3	Discuss 341 hearing.
Subtotal		5.8	

Fee Applications

Professional	Date	Hours	Activity
Andrew Sagat	3/1/2010	2.1	Review January fee statement and prepare task write-up.
Mary Napoliello	3/1/2010	2.3	Prepare edits to January exhibits, cover sheet and application.
Andrew Sagat	3/2/2010	0.7	Review and make revisions to January fee statement.
Joseph Bondi	3/5/2010	0.7	Review A&M fee application.
Andrew Sagat	3/6/2010	1.8	Review fee statement and update categories and descriptions.
Andrew Sagat	3/9/2010	0.7	Prepare revisions to January fee statement.
Mary Napoliello	3/11/2010	0.8	Work on additional edits to January exhibits, cover sheet and application.
Andrew Sagat	3/15/2010	0.5	Review January fee statement.
Mary Napoliello	3/15/2010	0.5	Prepare edits to January application and forward to counsel for filing.
Joseph Bondi	3/16/2010	0.3	Review A&M fee statement.
Michael Eisenberg	3/26/2010	2.8	Coordinate time and expense information for February fee statement.
Debra Mosley	3/30/2010	2.6	Review and edit detailed time records for February statement.
Debra Mosley	3/30/2010	1.0	Review and edit detailed time records for February statement.
Debra Mosley	3/31/2010	1.0	Prepare reconciliation for February statement.
Debra Mosley	3/31/2010	2.2	Review and edit detailed expense records for February statement.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Fee Applications

Professional	Date	Hours	Activity
Subtotal		20.0	

Plan of Reorganization

Professional	Date	Hours	Activity
Joseph Bondi	3/3/2010	0.9	Participate in conference with WGM regarding potential POR structure and related preparation.
Andrew Sagat	3/4/2010	0.6	Prepare for and participate in call with V. Vron (Weil) regarding plan structure and other various updates.
Andrew Sagat	3/4/2010	0.5	Prepare for and participate in call with C. Wilson (Advanta) regarding substantive consolidation balance sheets.
Andrew Sagat	3/4/2010	1.5	Review substantive consolidation analysis balance sheet detail.
Michael Eisenberg	3/4/2010	2.5	Continue to review and revise substantive consolidation analysis.
Joseph Bondi	3/5/2010	0.6	Participate in discussion regarding structure for Ch. 11 plan of reorganization.
Michael Eisenberg	3/5/2010	2.1	Prepare and revise deconsolidated liquidation model.
Andrew Sagat	3/6/2010	2.3	Review deconsolidated liquidation model.
Andrew Sagat	3/8/2010	2.5	Review B of A interest information and documentation.
Andrew Sagat	3/8/2010	0.6	Prepare for and participate in call with P. Browne (Advanta) regarding B of A interest.
Andrew Sagat	3/8/2010	2.7	Review deconsolidated liquidation analysis and prepare recovery breakdown.
Andrew Sagat	3/8/2010	3.1	Prepare draft plan structure scenario analysis.
Joseph Bondi	3/8/2010	0.6	Participate in discussion regarding valuation of Bank of America credit card asset.
Michael Eisenberg	3/8/2010	3.2	Prepare draft plan structure scenario analysis.
Michael Eisenberg	3/8/2010	2.7	Review deconsolidated liquidation analysis and prepare recovery breakdown.
Andrew Sagat	3/9/2010	2.1	Make revisions to draft plan structure scenario analysis.
Andrew Sagat	3/9/2010	0.8	Review draft substantive consolidation presentation slides.
Andrew Sagat	3/9/2010	2.5	Review and assist with deconsolidated liquidation analysis intercompany and investment in subs reconciliations and impact on model.
Michael Eisenberg	3/9/2010	2.2	Continue to revise draft plan structure scenario analysis.

*Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010*

Plan of Reorganization

Professional	Date	Hours	Activity
Michael Eisenberg	3/9/2010	3.1	Create draft substantive consolidation presentation slides.
Michael Eisenberg	3/9/2010	2.7	Review and discuss deconsolidated liquidation analysis.
Andrew Sagat	3/10/2010	3.2	Review substantive consolidation presentation and prepare slides.
Michael Eisenberg	3/10/2010	3.2	Continue to revise substantive consolidation presentation.
Michael Eisenberg	3/11/2010	1.8	Continue to revise draft plan structure scenario analysis.
Michael Eisenberg	3/15/2010	2.3	Continue to revise draft plan structure scenario analysis.
Michael Eisenberg	3/18/2010	1.7	Continue to revise draft plan structure scenario analysis.
Michael Eisenberg	3/18/2010	2.5	Continue to revise substantive consolidation presentation.
Andrew Sagat	3/19/2010	1.5	Review plan structure analysis.
Michael Eisenberg	3/19/2010	3.1	Revise draft plan structure scenario analysis.
Joseph Bondi	3/20/2010	0.7	Review financial analysis of potential plan structures.
Andrew Sagat	3/21/2010	0.5	Review revised plan structure analysis.
Michael Eisenberg	3/21/2010	0.5	Review revised plan structure analysis.
Andrew Sagat	3/22/2010	2.8	Review revised plan structure analysis and presentation.
Michael Eisenberg	3/22/2010	3.1	Review revised plan structure analysis and presentation.
Michael Eisenberg	3/22/2010	1.9	Continue to revise substantive consolidation presentation.
Michael Eisenberg	3/22/2010	3.5	Revise draft plan structure scenario presentation.
Andrew Sagat	3/23/2010	1.0	Prepare for and participate in call with Weil regarding substantive consolidation and other plan topics.
Andrew Sagat	3/23/2010	0.9	Review revised plan structure presentation.
Michael Eisenberg	3/23/2010	1.2	Prepare for and participate in call with Weil regarding substantive consolidation and other plan topics.
Michael Eisenberg	3/23/2010	2.7	Revise draft plan structure scenario presentation.
Michael Eisenberg	3/24/2010	3.2	Continue to revise draft plan structure scenario presentation.
Subtotal		81.1	

Restructuring Actions

Professional	Date	Hours	Activity
Andrew Sagat	3/2/2010	0.5	Follow up diligence on art sales from asset realization meeting.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Restructuring Actions

Professional	Date	Hours	Activity
Andrew Sagat	3/2/2010	0.8	Prepare for and participate in asset realization meeting.
Andrew Sagat	3/2/2010	0.8	Review emails and discussions regarding G&P recovery treatment.
Andrew Sagat	3/2/2010	0.6	Review fine arts schedule sent to potential consultants.
Andrew Sagat	3/2/2010	0.7	Review asset time and realization file.
Kevin Gregson	3/2/2010	1.0	Follow-up with insurer on reserve recovery.
Michael Eisenberg	3/2/2010	2.4	Create schedule of liquidators for review and comparison analysis.
Michael Eisenberg	3/2/2010	1.1	Analyze asset realization file for updates to liquidation forecast.
Michael Eisenberg	3/2/2010	0.8	Prepare for and participate in asset realization meeting.
Andrew Sagat	3/3/2010	0.8	Review and participate in discussions regarding liquidators proposals.
Michael Eisenberg	3/3/2010	1.0	Review and participate in discussions regarding liquidators proposals.
Andrew Sagat	3/4/2010	0.8	Prepare for and participate in asset realization call.
Andrew Sagat	3/4/2010	0.9	Prepare for and participate in call with D. Epstein (Advanta) regarding fixed asset sales.
Michael Eisenberg	3/4/2010	0.8	Prepare for and participate in asset realization call.
Andrew Sagat	3/5/2010	1.2	Prepare art consultant options summary.
Andrew Sagat	3/5/2010	0.8	Prepare for and participate in meeting with potential art consultant.
Joseph Bondi	3/5/2010	1.1	Meet with potential consultant for sale of artwork.
Kevin Gregson	3/5/2010	0.5	Follow-up with insurer on reserve recovery.
Michael Eisenberg	3/5/2010	1.0	Review CRAIX details for motion.
Andrew Sagat	3/8/2010	0.6	Prepare for and participate in asset realization meeting.
Kevin Gregson	3/8/2010	1.0	Follow-up with J. Wood (HSBC).
Michael Eisenberg	3/8/2010	0.7	Prepare for and participate in asset realization meeting.
Kevin Gregson	3/9/2010	3.5	Follow-up with insurer on reserve recovery conference call and write up.
Andrew Sagat	3/11/2010	0.7	Prepare liquidators summary and review proposals.
Andrew Sagat	3/11/2010	0.8	Prepare for and participate in call with D. Epstein (Advanta) regarding liquidators.
Kevin Gregson	3/11/2010	1.0	Work on reserve recovery follow up with J. Wood (HSBC).

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Restructuring Actions

Professional	Date	Hours	Activity
Andrew Sagat	3/12/2010	0.5	Prepare for and participate in call with K. Gregson (A&M) regarding COLI policies.
Kevin Gregson	3/12/2010	2.5	Review indemnification of policies. Participate in discussion with A. Sagat (A&M) in regards to COLI policies.
Andrew Sagat	3/15/2010	1.4	Prepare for and participate in meeting with Friedman Benda Art Gallery and A. Scruton (FTI) regarding sale of art collection.
Andrew Sagat	3/15/2010	0.6	Review Biz Equity sale and bidding procedure documents.
Andrew Sagat	3/15/2010	0.5	Attend follow-up meeting with A. Scruton (FTI) regarding sale of art collection and other case issues.
Joseph Bondi	3/15/2010	2.2	Attend meeting with potential consultant for sale of art work.
Kevin Gregson	3/15/2010	3.0	Analyze data and development of recovery plan for reserves.
Joseph Bondi	3/16/2010	0.5	Discuss sale of Advanta art work with art dealer.
Kevin Gregson	3/16/2010	1.0	Follow-up with insurer on reserve recovery conference call and write-up.
Andrew Sagat	3/17/2010	0.7	Prepare for and participate in asset realization meeting.
Andrew Sagat	3/17/2010	0.8	Review Great American contract.
Andrew Sagat	3/17/2010	1.2	Prepare for and participate in call with Advanta and Weil regarding Great American contract.
Joseph Bondi	3/17/2010	1.3	Participate in conference with WGM and management regarding contract to auction excess assets and review contract.
Kevin Gregson	3/17/2010	3.2	Continue to analyze data in regards to indemnification of future life claims.
Michael Eisenberg	3/17/2010	0.7	Prepare for and participate in asset realization meeting.
Andrew Sagat	3/18/2010	1.1	Prepare for and participate in meeting at Ameringer Gallery regarding artwork sale.
Joseph Bondi	3/18/2010	1.8	Attend meeting with gallery regarding potential sale of art work.
Kevin Gregson	3/18/2010	0.8	Analyze claims indemnification.
Andrew Sagat	3/19/2010	0.6	Prepare for and participate in call with R. Vara (Vara Global) regarding artwork sale.
Joseph Bondi	3/19/2010	1.1	Conference with prospective consultant for art work sale and related preparation.
Joseph Bondi	3/20/2010	0.6	Review summary of art consultant proposals.
Andrew Sagat	3/21/2010	0.7	Review art sale options summary.
Joseph Bondi	3/21/2010	0.9	Participate in conference regarding art consultant proposals and potential plan structures.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Restructuring Actions

Professional	Date	Hours	Activity
Michael Eisenberg	3/21/2010	3.1	Prepare art sale options summary.
Andrew Sagat	3/22/2010	0.8	Review revisions to art sale options summary.
Andrew Sagat	3/22/2010	0.5	Make revisions to art options summary email.
Andrew Sagat	3/23/2010	1.4	Prepare for and participate in call with Great American, V. Vron (Weil) and D. Epstein (Advanta) regarding Great American contract.
Andrew Sagat	3/23/2010	0.6	Prepare for and participate in asset realization meeting.
Andrew Sagat	3/23/2010	0.5	Prepare for and participate in call with P. Browne (Advanta) and K. Gregson (A&M) regarding COLI policies.
Andrew Sagat	3/23/2010	0.3	Prepare for and participate in follow up call with V. Vron (Weil) and D. Epstein (Advanta) regarding Great American contract.
Kevin Gregson	3/23/2010	1.7	Follow-up with insurer on reserve recovery historical death claim review. Discuss the same with A. Sagat (A&M).
Michael Eisenberg	3/23/2010	1.1	Prepare for and participate in asset realization meeting.
Andrew Sagat	3/24/2010	0.9	Prepare for and participate in call with Advanta and Weil regarding deferred comp trust.
Andrew Sagat	3/24/2010	0.9	Prepare for and participate in meeting with A. Holderer (Advanta) regarding asset sales and other updates.
Kevin Gregson	3/24/2010	1.0	Continue to analyze data in regards to indemnification of future life claims.
Andrew Sagat	3/25/2010	0.9	Review revised Great American agreement.
Kevin Gregson	3/25/2010	1.5	Follow-up with administrator on claims diligence and indemnification of outside vendors on death claim analysis.
Andrew Sagat	3/26/2010	0.8	Review art proposals and prepare summary email.
Kevin Gregson	3/26/2010	1.0	Work on recovery of the life reserves on the COLI policies for Advanta.
Kevin Gregson	3/27/2010	1.0	Identify death claims analysis and follow-up with A&M team.
Andrew Sagat	3/29/2010	0.5	Prepare for and participate in call with A&M team regarding COLI policies.
Andrew Sagat	3/29/2010	0.6	Prepare for and participate in asset realization meeting.
Andrew Sagat	3/29/2010	0.9	Prepare for and participate in call with D. Epstein (Advanta) regarding artwork listing.
Andrew Sagat	3/29/2010	0.7	Prepare for and participate in call with R. Vara (Vara Global) regarding artwork sale.
Michael Eisenberg	3/29/2010	0.6	Prepare for and participate in asset realization meeting.
Andrew Sagat	3/30/2010	0.5	Coordinate art gallery meetings.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Restructuring Actions

Professional	Date	Hours	Activity
Andrew Sagat	3/30/2010	0.5	Review Advanta domain names.
Michael Eisenberg	3/30/2010	3.1	Continue to review and analyze Advanta domain names for possible sale.
Michael Eisenberg	3/30/2010	3.6	Review and analyze Advanta domain names for possible sale.
Andrew Sagat	3/31/2010	0.5	Prepare for and participate in call with D. Epstein (Advanta) and V. Vron (Weil) regarding Great American agreement.
Andrew Sagat	3/31/2010	0.7	Prepare for and participate in call with Great American and V. Vron (Weil) regarding auctioneer agreement.
Kevin Gregson	3/31/2010	0.8	Continue to analyze data in regards to identification of future life claims.
Subtotal		84.6	

Statements / Schedules

Professional	Date	Hours	Activity
Doug Lewandowski	3/3/2010	0.5	Respond to questions regarding statements and schedules.
Doug Lewandowski	3/8/2010	0.5	Correspond with A&M CMS team regarding the schedule amendments.
Robert Esposito	3/9/2010	0.1	Discuss the amending of schedules and SOFAs with A&M CMS team.
Robert Esposito	3/9/2010	0.1	Respond to D. Lewandowski's (A&M) request for SOFA 4a data.
Doug Lewandowski	3/10/2010	0.8	Create revised schedule B5 rider.
Doug Lewandowski	3/10/2010	0.8	Research liquidated judgments for the schedule amendment.
Doug Lewandowski	3/10/2010	2.3	Create amended schedules for Weil review.
Julie Hertzberg	3/10/2010	0.5	Review information related to amended schedules. Review drafts and correspondence with D. Lewandowski (A&M) regarding the same.
Doug Lewandowski	3/11/2010	0.5	Create signature pages for the amended schedule.
Julie Hertzberg	3/11/2010	0.2	Review amended schedules updates and correspondence to D. Lewandowski (A&M).
Mark Zeiss	3/11/2010	1.2	Review and revise summary of schedules for amendments.
Doug Lewandowski	3/12/2010	1.1	Effectuate the changes from Weil into the amended schedules.
Doug Lewandowski	3/15/2010	0.1	Participate in discussion with J. Ganesh (Weil) regarding amended Advanta Corp. schedules.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Statements / Schedules

Professional	Date	Hours	Activity
Andrew Sagat	3/16/2010	0.7	Review schedules amendment items.
Doug Lewandowski	3/16/2010	0.3	Correspond with company regarding amended schedules.
Doug Lewandowski	3/18/2010	0.4	Revise certain Schedule F amounts in the amended schedules per C. Wilson (Advanta).
Doug Lewandowski	3/18/2010	0.6	Respond to schedule amendment questions.
Andrew Sagat	3/22/2010	0.6	Review revised schedule amendments.
Doug Lewandowski	3/22/2010	0.6	Revise amended schedules per J. Ganesh (Weil) request.
Doug Lewandowski	3/22/2010	0.8	Respond to company questions regarding the amended schedules.
Doug Lewandowski	3/23/2010	0.4	Update signature pages per J. Ganesh (Weil).
Doug Lewandowski	3/23/2010	0.8	Revise schedule amendments per J. Ganesh (Weil).
Doug Lewandowski	3/26/2010	0.4	Create final amendment exhibits.
Doug Lewandowski	3/29/2010	0.7	Create extract for Advanta Corp Schedule F for Weil review.
Subtotal		15.0	

Tax

Professional	Date	Hours	Activity
Layne Albert	3/8/2010	2.5	Review accounting data with Merle and P. Browne (Advanta), teleconference with Merle and Weil and attend meeting with UCC on same.
Andrew Sagat	3/9/2010	1.0	Prepare for and participate in call with Weil, Advanta and Professor Erickson regarding taxes.
Joseph Bondi	3/9/2010	1.4	Participate in call regarding tax issues with respect to carry back of losses and follow up calls.
Layne Albert	3/9/2010	1.3	Review accounting data with Merle and P. Browne (Advanta), teleconference with Merle and Weil and attend meeting with UCC on same.
Andrew Sagat	3/10/2010	4.0	Prepare for and participate in meeting with Weil, Advanta, FTI, Latham and Professor Erickson regarding taxes.
Joseph Bondi	3/10/2010	2.4	Participate in conference with WGM, management and creditors' advisors regarding position on tax return filing.
Layne Albert	3/10/2010	1.0	Review accounting data with Merle and P. Browne (Advanta), teleconference with Merle and Weil and attend meeting with UCC on same.

***Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010***

Exhibit D

Tax

Professional	Date	Hours	Activity
Andrew Sagat	3/11/2010	0.6	Prepare for and participate in call with V. Vron (Weil) regarding ABC and taxes.
Andrew Sagat	3/12/2010	1.5	Prepare analysis to support objection to ABC tax motion.
Andrew Sagat	3/12/2010	0.9	Review emergency tax motion by ABC.
Andrew Sagat	3/12/2010	2.0	Prepare for and participate in call with FTI, Latham, Weil and Advanta regarding taxes.
Andrew Sagat	3/12/2010	1.0	Prepare for and participate in call with Weil and Advanta regarding taxes.
Andrew Sagat	3/12/2010	0.7	Prepare for and participate in call with D. Hoehne (Weil) regarding objection to ABC tax motion.
Joseph Bondi	3/12/2010	3.4	Review issues regarding tax filing motion, including calls with management, counsel and FTI.
Andrew Sagat	3/13/2010	1.2	Review and make revisions to analysis to support objection to ABC tax motion.
Andrew Sagat	3/13/2010	0.8	Prepare correspondence with D. Hoehne (Weil) regarding objection to ABC tax motion.
Joseph Bondi	3/13/2010	2.9	Review drafts of motion regarding tax filing issues.
Joseph Bondi	3/13/2010	0.9	Participate in call with management and FTI regarding tax filing motion and related issues.
Joseph Bondi	3/14/2010	2.8	Review drafts of motion regarding tax filing.
Joseph Bondi	3/14/2010	0.4	Participate in call with management and FTI regarding tax filing motion.
Andrew Sagat	3/15/2010	0.5	Review correspondence regarding objection to ABC tax motion.
Joseph Bondi	3/15/2010	1.4	Review issues on motion regarding tax filing.
Subtotal		34.6	

Travel Time

Professional	Date	Hours	Activity
Andrew Sagat	3/3/2010	2.1	Non-working roundtrip travel from New York to Wilmington at 1/2 time.
Andrew Sagat	3/11/2010	2.0	Non-working travel from New York to Spring House at 1/2 time roundtrip.
Michael Eisenberg	3/11/2010	2.0	Non-working travel from New York to Spring House at 1/2 time roundtrip.
Andrew Sagat	3/16/2010	1.0	Non-working travel from New York to Springhouse at 1/2 time.

*Advanta Corp., et al.,
Time Detail by Activity by Professional
March 1, 2010 through March 31, 2010*

Exhibit D

Travel Time

Professional	Date	Hours	Activity
Michael Eisenberg	3/16/2010	1.0	Non-working travel from New York to Spring House at 1/2 time.
Andrew Sagat	3/17/2010	1.1	Non-working travel from Spring House to New York at 1/2 time.
Michael Eisenberg	3/17/2010	1.1	Non-working travel from Spring House to New York at 1/2 time.
Andrew Sagat	3/24/2010	1.0	Non-working travel from New York to Spring House at 1/2 time.
Michael Eisenberg	3/24/2010	1.0	Non-working travel from New York to Spring House at 1/2 time.
Andrew Sagat	3/25/2010	1.1	Non-working travel from Spring House to New York at 1/2 time.
Michael Eisenberg	3/25/2010	1.1	Non-working travel from Spring House to New York at 1/2 time.
Andrew Sagat	3/30/2010	1.1	Non-working travel from New York to Spring House at 1/2 time.
Michael Eisenberg	3/30/2010	1.1	Non-working travel from New York to Spring House at 1/2 time.
Subtotal		16.7	

Grand Total 553.0

*Advanta Corp., et al.,
Summary of Expense Detail by Category
March 1, 2010 through March 31, 2010*

<i>Expense Category</i>	<i>Sum of Expenses</i>
Lodging	\$1,038.28
Meals	\$349.01
Miscellaneous	\$145.21
Transportation	\$1,292.21
	<i>Total</i>
	\$2,824.71

*Advanta Corp., et al.,
Expense Detail by Category
March 1, 2010 through March 31, 2010*

Lodging

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	3/16/2010	\$202.39	Hotel in Conshohocken - 1 night.
Michael Eisenberg	3/16/2010	\$202.39	Hotel in Spring House - 1 night.
Michael Eisenberg	3/24/2010	\$198.72	Hotel in Spring House - 1 night.
Michael Eisenberg	3/30/2010	\$434.78	Hotel in Spring House - 2 nights.
Expense Category Total		\$1,038.28	

Meals

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	3/11/2010	\$80.20	Out of town dinner - Eisenberg, Sagat.
Andrew Sagat	3/11/2010	\$4.22	Out of town breakfast - Sagat.
Andrew Sagat	3/16/2010	\$90.26	Out of town dinner - Eisenberg, Sagat.
Andrew Sagat	3/24/2010	\$50.00	Out of town dinner - Sagat.
Andrew Sagat	3/31/2010	\$5.97	Out of town breakfast - Sagat.
Joseph Bondi	3/15/2010	\$12.00	Out of town dinner - Bondi.
Joseph Bondi	3/15/2010	\$12.00	Out of town breakfast - Bondi, FTI.
Michael Eisenberg	3/16/2010	\$7.18	Out of town dinner - Eisenberg.
Michael Eisenberg	3/24/2010	\$48.00	Out of town dinner - Eisenberg.
Michael Eisenberg	3/30/2010	\$4.18	Out of town breakfast - Eisenberg.
Michael Eisenberg	3/31/2010	\$35.00	Out of town dinner - Eisenberg.
Expense Category Total		\$349.01	

Miscellaneous

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	3/4/2010	\$41.20	Conference call charges - February.
Andrew Sagat	3/16/2010	\$5.00	Cash tips for hotel housekeeping.
Andrew Sagat	3/29/2010	\$54.75	Wireless usage charges - 2/23/10 - 3/23/10.
Doug Lewandowski	3/29/2010	\$6.79	Wireless usage charges - 2/23/10 - 3/23/10.

*Advanta Corp., et al.,
Expense Detail by Category
March 1, 2010 through March 31, 2010*

Miscellaneous

Professional/Service	Date	Expense	Expense Description
Joseph Bondi	3/12/2010	\$7.95	Aircell in-flight charge.
Joseph Bondi	3/12/2010	\$7.95	In-flight Internet connection charge.
Joseph Bondi	3/29/2010	\$10.41	Wireless usage charges - 2/23/10 - 3/23/10.
Julie Hertzberg	3/12/2010	\$11.16	Wireless usage charges - 1/18/10 - 2/17/10.
Expense Category Total		\$145.21	

Transportation

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	3/3/2010	\$10.00	Taxi from Wilmington station to RLF office.
Andrew Sagat	3/3/2010	\$119.00	Amtrak coach ticket from NYC to Wilmington.
Andrew Sagat	3/3/2010	\$92.00	Amtrak coach ticket from Wilmington to NYC.
Andrew Sagat	3/3/2010	\$17.00	Taxi from home to Penn station.
Andrew Sagat	3/3/2010	\$15.00	Taxi from Penn station to home.
Andrew Sagat	3/11/2010	\$11.00	Taxi from Hertz agency to home.
Andrew Sagat	3/11/2010	\$11.00	Taxi from home to Hertz agency.
Andrew Sagat	3/15/2010	\$13.00	Taxi from Friedman Benda Gallery to office.
Andrew Sagat	3/18/2010	\$17.00	Taxi from Ameringer Gallery to office.
Andrew Sagat	3/25/2010	\$105.00	Round-trip mileage from NYC to Spring House, PA (3/24 and 3/25).
Andrew Sagat	3/25/2010	\$41.76	Fuel for rental car (Spring House to NYC).
Andrew Sagat	3/30/2010	\$33.53	March EZ-Pass toll charges.
Andrew Sagat	3/30/2010	\$52.50	Roundtrip mileage from NYC to Spring House, PA (3/30).
Joseph Bondi	3/15/2010	\$9.00	Taxi from meeting with potential art sale consultant to office.
Joseph Bondi	3/15/2010	\$9.00	Taxi from office to meeting with potential art sale consultant.
Michael Eisenberg	3/10/2010	\$9.70	Taxi from Hertz office to home.
Michael Eisenberg	3/11/2010	\$130.08	Rental car from Manhattan to Spring House, PA.
Michael Eisenberg	3/11/2010	\$29.25	Tolls from rental car (Manhattan - Spring House).
Michael Eisenberg	3/16/2010	\$187.96	Rental car from Manhattan to Spring House, PA.
Michael Eisenberg	3/23/2010	\$33.40	Tolls from rental car (Manhattan - Spring House).

*Advanta Corp., et al.,
Expense Detail by Category
March 1, 2010 through March 31, 2010*

Transportation

Professional/Service	Date	Expense	Expense Description
Michael Eisenberg	3/24/2010	\$205.07	Rental car from Manhattan to Spring House, PA.
Michael Eisenberg	3/25/2010	\$9.50	Fuel for rental car.
Michael Eisenberg	3/25/2010	\$6.10	Taxi from home to Hertz office.
Michael Eisenberg	3/30/2010	\$4.20	Taxi from Hertz office to home.
Michael Eisenberg	3/30/2010	\$121.16	Rental car from Manhattan to Spring House, PA.
Expense Category Total		\$1,292.21	
<i>Grand Total</i>		<u><u>\$2,824.71</u></u>	