

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

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

**FEE AUDITOR'S FINAL REPORT REGARDING THE FIRST INTERIM
FEE APPLICATION REQUEST OF LATHAM & WATKINS LLP**

This is the final report of Warren H. Smith & Associates, P.C., acting in its capacity as fee auditor in the above-captioned bankruptcy proceedings, regarding the First Interim Fee Application Request of Latham & Watkins LLP (the "Application").

BACKGROUND

1. Latham & Watkins LLP ("Latham") was retained as counsel to the Official Committee of Unsecured Creditors. In the Application, Latham seeks approval of fees totaling \$1,331,110.50 and expenses totaling \$20,880.63 for its services for the period from November 19, 2009 through March 31, 2010 (the "First Interim Period" or the "Application Period").

2. In conducting this audit and reaching the conclusions and recommendations contained herein, we reviewed in detail the Application in its entirety, including each of the time and expense entries included in the exhibits to the Application, for compliance with Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2010, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, Issued January 30, 1996 (the "U.S. Trustee Guidelines"), as well as for consistency with precedent established in the United States Bankruptcy Court for the District of Delaware, the United States District Court for the

District of Delaware, and the Third Circuit Court of Appeals. We served an initial report on Latham based on our review, and we received a response from Latham, portions of which response are quoted herein.

DISCUSSION

General Issues

3. We noted that the monthly applications for November 2009, December 2009, January 2010, and February 2010 were missing an expense itemization, and contained only expense summaries. In response to our request, Latham provided expense summaries for these months, which summaries we have attached as Response Exhibit “1.” We had no issues with or objections to the expenses on Response Exhibit “1,” with the exception of those expenses addressed in Paragraph 9, *infra*.

Specific Time and Expense Entries

4. We noted numerous instances in which multiple Latham professionals attended the same meetings or conferences. See Exhibit “A.” Paragraph II.D.5. of the U.S. Trustee Guidelines provides: “If more than one professional from the applicant firm attends a hearing or conference, the applicant should explain the need for multiple attendees.” Similarly, Local Rule 2016-2(d)(ix) provides: “The activity descriptions shall individually identify all meetings and hearings, each participant, the subject(s) of the meeting or hearing and the participant’s role; . . .” We asked Latham to explain why it was necessary for each attorney to be present, and Latham responded:

... As a general response, Latham notes that these chapter 11 cases implicate extremely complex and highly technical legal issues, including bankruptcy law, tax law, corporate law, bank regulatory law and securities law issues, which issues will together determine the Debtors’ path to exit from chapter 11 and significantly impact the recoveries of all unsecured creditors in these cases. The complexity and interrelated nature of these issues and matters requires a diverse team of specialists

to ensure that Latham can meet its duties to represent the Committee on all issues involved in these chapter 11 cases. Moreover, the management of these chapter 11 cases requires an adequate staff of bankruptcy attorneys in its own right to account for unavailability of any particular attorney at any given time and to ensure adequate staffing for the complex litigation, regulatory and tax issues that have become the focal points of these chapter 11 cases. Specifically, the Latham bankruptcy team is comprised of a sufficient number of attorneys to provide for management and administration of the cases, to develop a chapter 11 plan and to manage the concomitant process, and to manage any adversary proceedings from a bankruptcy and litigation perspective.

The specific instances noted in the Initial Report in which multiple Latham attorneys attended the same meeting or conference are listed on Exhibit B hereto. In order to satisfy the request of the Fee Auditor, Latham has provided a general summary of the purpose of each meeting and explanations for why it was necessary for each attorney to be present at each meeting and conference listed

We have attached the information provided by Latham as Response Exhibit “2,” and we have included some follow-up inquiries, as well as Latham’s responses, at the appropriate points in the text of Response Exhibit “2.” We accept Latham’s response with respect to each of the meetings listed, with the exception of the March 12, 2010 committee meeting. It does not appear to us that Latham has satisfied its burden of demonstrating the necessity of attendance at the March 12 meeting by attorney Franek. In its response, Latham states: “Mr. Hegt presented extensive legal research as to certain tax issues, Ms. Franek presented legal analysis of this research and Mr. Malioneck was present to consider and extend upon the legal analysis, develop theories and strategies for the cases, and to determine next questions for follow-up research.” Ms. Franek’s role at the committee meeting appears duplicative of that of Mr. Malioneck. Thus, we recommend disallowance of Ms. Franek’s time at the meeting, for a reduction of \$1,935.00 in fees.¹

¹Although Ms. Franek’s time for attending the meeting was lumped with other activities, we determined that she spent approximately three hours at the meeting based on the time entries of Mr. Malioneck and Mr. Hegt. Thus, we recommend a reduction for three hours of her time (3 × \$645/hr = \$1,935.00).

5. We noted the following time entries which include non-working travel:

HALL	12/09/09	10.50	620.00	6,510.00	TRAVEL TO AND FROM NEW YORK FOR COMMITTEE MEETING WITH DEBTORS, DEBTOR'S COUNSEL, AND ALVAREZ & MARSAL (10.5)
HALL	01/28/10	4.50	670.00	3,015.00	RETURN TRAVEL FROM ALL HANDS MEETING.
AJ GOLDBERG	02/18/10	3.00	575.00	1,725.00	TRAVEL TO DEBTOR'S OFFICES
		18.00		11,250.00	

Pursuant to Local Rule 2016-2(d)(viii): "Travel time during which no work is performed shall be separately described and may be billed at no more than 50% of regular hourly rates." We asked Latham whether the required 50% discount had been applied to this time, and Latham responded:

... Latham investigated the three time entries and determined that the reported time should be adjusted. Of the 18 hours in question, 12.5 hours should have been billed at 50% of regular hourly rates. The chart below clarifies and corrects these errors:

HALL	12/09/09	5.50	620.00	3,410.00	REVIEW DOCUMENTS AND PREPARE FOR COMMITTEE MEETING WITH DEBTORS, DEBTOR'S COUNSEL, AND ALVAREZ & MARSAL
HALL	12/09/09	5.00	310.00	1,550.00	TRAVEL TO AND FROM NEW YORK FOR COMMITTEE MEETING WITH DEBTORS, DEBTOR'S COUNSEL, AND ALVAREZ & MARSAL (5.00)
HALL	01/28/10	4.50	335.00	1,507.50	RETURN TRAVEL FROM ALL HANDS MEETING.
AJ GOLDBERG	02/18/10	3.00	287.50	862.50	TRAVEL TO DEBTOR'S OFFICES
		18.00		7,330.00	

Based on the revisions to the above entries, Latham suggests and requests that \$3,920.00 be deducted from the 20% holdback currently pending Latham under the Application.

We appreciate and accept Latham's response and recommend a reduction of \$3,920.00 in fees.

6. We noted the following time entry which contained a billing error:

SCHWARTZ	3/1/2010	6.5	\$885.00	EMAILS WITH C. MARTIN REGARDING FOLLOW UP ON CLAIMS PRIORITY ISSUES	\$5,752.50
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As 6.5 hours appeared to be an unusually large amount of time devoted to exchanging emails, we asked Latham to confirm that these fees were correctly billed. Latham responded with the following corrected time entry:

SCHWARTZ	3/1/2010	0.2	\$885.00	EMAILS WITH C. MARTIN REGARDING FOLLOW UP ON CLAIMS PRIORITY ISSUES	\$177.00
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In addition, Latham stated: "Based on the revisions to the above entries, Latham suggests and requests that \$5,575.50 be deducted from the 20% holdback currently pending Latham under the Application." We accept and appreciate Latham's response and recommend a reduction of \$5,575.50 in fees.

7. We noted the following meal charges for which more information was needed:

03/04/10	MEAL SERVICES	A M SINGER	\$391.59
03/09/10	MEAL SERVICES	M C FRANEK	\$603.14

In response to our inquiry, Latham provided the following information:

Date	Name	Expense Amount	Number of People Dining	City	Meal
3/04/2010	A M SINGER	\$391.59	16	New York	Working lunch with Committee members and Committee

3/09/2010	Y NIEVES ²	\$603.14	30	New York	Working lunch at all hands meeting with Debtors, Debtors' professionals, Committee members and Committee professionals.
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We note that both expenses are well under our recommended per person cap of \$50 for lunch in New York City. Thus, we accept Latham's response and have no objection to these expenses.

8. We noted the following ground transportation charges for which more information was needed:

03/02/10	GROUND TRANSPORTATION OUT OF TOWN	C M MARTIN	\$269.00
03/03/10	GROUND TRANSPORTATION -LOCAL	A M SINGER	\$70.12
03/16/10	GROUND TRANSPORTATION -LOCAL	D S RAAB	\$100.59
03/16/10	GROUND TRANSPORTATION -LOCAL	D S RAAB	\$100.04

In response to our inquiry, Latham provided the following information:

Entry	Departure	Destination	Approximate Distance	Mode of Transit	Notes
03/02/10 C M Martin \$269.00	New York, NY	Wilmington, DE	110 miles	Train	Transportation to 341 hearing
03/03/10 A M Singer \$70.12	New York, NY	New York, NY	Covers 7 short distance Taxi rides	Taxi	This is a payment made for 7 local taxi rides (\$9.50, \$8.87, \$9.50, \$16.25, \$11, \$7 and \$8).

²While the Initial Report suggested that this charge was made by "M C FRANEK", Latham's submitted expense reports and order records show that this order was placed by Y NIEVES, a member of Latham's staff.

03/16/10 D S Raab \$100.59	New York, NY	Westchester, NY	20 miles	Car Service	Service provided on 3/11; Taxis unavailable to Westchester
03/16/10 D S Raab \$100.04	New York, NY	Westchester, NY	20 miles	Car Service	Service provided on 3/12; Taxis unavailable to Westchester

We accept Latham's response³ and have no objection to these expenses.

9. We noted a total of \$510.00 in expenses for "Global Document Support." We asked Latham to explain this expense, and Latham responded: "Latham suggests and requests that \$510.00 be deducted from the 20% holdback currently pending for payment to Latham under the First Interim Fee Application." We appreciate Latham's response and recommend a reduction of \$510.00 in expenses.


CONCLUSION

10. Thus, we recommend approval of \$1,319,680.00 in fees (\$1,331,110.50 minus \$11,430.50) and \$20,370.63 in expenses (\$20,880.63 minus \$510.00) for Latham's services for the Application Period.

³With respect to the car service charges to Westchester County, we note that New York City Taxi & Limousine Commission, Driver Rule 2-50e8 allows a taxi driver to refuse to go to Westchester County only if he has been operating the taxicab for more than eight (8) hours of any 24-hour period. However, based on the Commission's rate rules, we calculate that a taxi fare for the trip to Westchester County would equal or exceed the car service charges of \$100.00 billed by attorney Raab, and thus we have no objection to these charges.

Respectfully submitted,

WARREN H. SMITH & ASSOCIATES, P.C.


By: 
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FEE AUDITOR

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document has been served by First Class United States mail to the attached service list on this 5th day of October, 2010.


Warren H. Smith

SERVICE LIST

Notice Parties

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EXHIBIT "A"

a. We note that on November 23, 2009, attorneys Seider (\$950), Schwartz (\$850), Hall (\$620), Goldberg (\$530), and Thorn (\$425) attended a committee meeting. The total time spent was 19.30 hours, for total fees of \$13,892.50.

SEIDER	11/23/2009	5.4	\$950.00	PREPARE FOR AND MEET WITH COMMITTEE REGARDING ITEMS ON AGENDA AND RELATED (5); REVIEW REVISED BYLAWS AND COMMITTEE MEMBER COMMENTS (0.4)	\$5,130.00
SCHWARTZ	11/23/2009	4	\$850.00	ATTEND COMMITTEE MEETING (PARTIAL) (4)	\$3,400.00
HALL	11/23/2009	3.5	\$620.00	PREPARE FOR COMMITTEE MEETING (0.5); PARTICIPATE (PARTIAL) IN COMMITTEE MEETING AND CONFERENCE CALL INTERVIEWS WITH LOCAL COUNSEL AND FINANCIAL ADVISOR CANDIDATES (3)	\$2,170.00
GOLDBERG	11/23/2009	4.5	\$530.00	PREPARE FOR AND ATTEND CREDITORS COMMITTEE MEETING (4.5)	\$2,385.00
THORN	11/23/2009	1.9	\$425.00	ATTEND TELECONFERENCE DISCUSSING INITIAL ORGANIZATIONAL MATTERS SURROUNDING COMMITTEE OF UNSECURED CREDITORS OF AVANTA CORPORATION, SELECTION OF LOCAL COUNSEL, AND COMMITTEE BYLAWS (1.9)	\$807.50
		19.3			13,892.50

b. We note that on November 24, 2009, there was a conference call with FTI involving attorneys Raab (\$995), Schwartz (\$850), Hall (\$620), Goldberg (\$530), Martin (\$475), Singer (\$475), and Thorn (\$425). The total time spent was 5.10 hours, for total fees of \$3,427.50.

SCHWARTZ	11/24/2009	0.4	\$850.00	TELEPHONE CONFERENCE WITH FTI TEAM REGARDING UPDATE ON CONVERSATION WITH WEIL AND COMMITTEE MEETING (0.4)	\$340.00
HALL	11/24/2009	0.5	\$620.00	TELEPHONE CONFERENCE WITH FTI AND LATHAM TEAM (0.5)	\$310.00
MARTIN	11/24/2009	1	\$475.00	CONFERENCE CALL WITH FINANCIAL ADVISORS (0.7); FOLLOW UP CONVERSATIONS (0.3)	\$475.00
SINGER	11/24/2009	0.7	\$475.00	ATTEND CONFERENCE CALL WITH LW TEAM AND ADVISOR (0.7)	\$332.50

GOLDBERG	11/24/2009	0.5	\$530.00	...; ATTEND CONFERENCE CALL WITH FTI (0.5);...	\$265.00
RAAB	11/24/2009	0.7	\$995.00	CONFERENCE WITH R. SCHWARTZ, ET. AL. (0.7)	\$696.50
RAAB	11/24/2009	0.8	\$995.00	TELEPHONE CONFERENCE WITH S. GOLDING ET. AL. (0.8);...	\$796.00
THORN	11/24/2009	0.5	\$425.00	ATTEND TELECONFERENCE WITH LOCAL COUNSEL AND FTI DISCUSSING MOTIONS FOR FIRST DAY RELIEF, CLAIMS TRADING INJUNCTION, AND FDIC MATTERS (0.5)	\$212.50
		5.1			\$3,427.50

c. We note that on December 18, 2009, six Latham professionals participated in a committee meeting. The total time spent was 5.90 hours, for total fees of \$4,266.00.

SCHWARTZ	12/18/2009	0.8	\$850.00	PARTICIPATE ON CALL WITH COMMITTEE (0.8)	\$680.00
SEIDER	12/18/2009	1	\$950.00	...; PARTICIPATE IN MEETING WITH COMMITTEE REGARDING ALL AGENDA ITEMS AND FOLLOW UP WITH LATHAM REGARDING SAME (1)	\$950.00
HALL	12/18/2009	1.5	\$620.00	PREPARE FOR AND PARTICIPATE IN TELEPHONE CONFERENCE WITH COMMITTEE REGARDING FTI UPDATE AND MOTIONS UPDATE (1.5)	\$930.00
GOLDBERG	12/18/2009	1	\$530.00	PREPARE FOR CREDITORS COMMITTEE MEETING (0.2); ATTEND TELEPHONIC MEETING OF CREDITORS COMMITTEE (0.8)	\$530.00
MARTIN	12/18/2009	0.8	\$475.00	CONFERENCE CALL WITH COMMITTEE (0.8)	\$380.00
RAAB	12/18/2009	0.8	\$995.00	ALL-HANDS CREDITOR CALL ON TAX ISSUES (0.8)	\$796.00
		5.9			\$4,266.00

d. We note that on January 5, 2010, attorneys Singer (\$550), Raab (\$995), Schwartz (\$885), Seider (\$990), Hall (\$670), Noll (\$755), Goldberg (\$575), and Martin (\$550) were present on a conference call with FTI. The total time spent was 15.40 hours, for total fees of \$11,998.00.

SINGER	1/5/2010	1.5	\$550.00	ATTEND CONFERENCE CALL WITH FTI AND L&W TEAM (1.5)	\$825.00
RAAB	1/5/2010	3.4	\$995.00	ANALYSIS REGARDING ISSUES WITH TAX SHARING AGREEMENT (1.6); MEETING WITH FTI, R. SCHWARTZ ET. AL. REGARDING ISSUES RELATED TO TAX (1.5); FOLLOW UP WITH LATHAM REGARDING SAME (0.3)	\$3,383.00
SCHWARTZ	1/5/2010	1.5	\$885.00	PARTICIPATE ON TAX AND REGULATORY CALL WITH L&W TEAM AND FTI REGARDING DISCUSSION OF VARIOUS TAX AND REGULATORY ISSUES RELATED TO CASE AND STRATEGY AND NEXT STEPS FOR ADDRESSING SAME (1.5)	\$1,327.50
SEIDER	1/5/2010	1.8	\$990.00	...; EXTENDED TELEPHONE CALL WITH FTI AND LATHAM REGARDING TAX ISSUES (1.5); FOLLOW UP DISCUSSIONS WITH LATHAM REGARDING SAME (.3)	\$1,782.00
HALL	1/5/2010	2.7	\$670.00	REVIEW TAX PRECEDENT AND PREPARE FOR CALL (1.2) AND PARTICIPATE IN TELEPHONE CONFERENCE WITH LATHAM TEAM AND FTI TO DISCUSS VARIOUS TAX ISSUES AND STRATEGY FOR MOVING FORWARD (1.5)	\$1,809.00
NOLL	1/5/2010	1.8	\$755.00	CALL WITH D. RAAB TO DISCUSS TAX ISSUES (0.3); ... CONFERENCE CALL (1.5)	\$1,359.00
GOLDBERG	1/5/2010	1.1	\$575.00	PREPARE FOR (0.2) AND ATTEND CONFERENCE CALL REGARDING TAX ISSUES (PARTIAL) (0.9)	\$632.50
MARTIN	1/5/2010	1.6	\$550.00	CONFERENCE CALL WITH FTI AND L&W TO DISCUSS TAX ISSUES (1.5); FOLLOW UP ISSUES REGARDING SAME (0.1)	\$880.00
		15.4			\$11,998.00

e. We note that on January 12, 2010, attorneys Seider (\$990), Hall (\$670), Goldberg (\$575), Martin (\$550), and Singer (\$550) attended a committee meeting. The total time spent, including preparation, was 7.20 hours, for total fees of \$4,925.00.

SEIDER	1/12/2010	1.7	\$990.00	PREPARE FOR COMMITTEE MEETING (.5); EMAILS WITH LATHAM REGARDING SAME	\$1,683.00
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HALL	1/12/2010	1.6	\$670.00	(.4); TELEPHONIC COMMITTEE MEETING AND FOLLOW UP WITH LATHAM ON SAME (0.8) PREPARE FOR (0.8) AND PARTICIPATE IN TELEPHONE CONFERENCE WITH COMMITTEE REGARDING RECENT DEVELOPMENTS AND NEXT STEPS (0.8)	\$1,072.00
GOLDBERG	1/12/2010	1	\$575.00	PREPARE FOR (0.2) AND ATTEND COMMITTEE CONFERENCE CALL (0.8);...	\$575.00
MARTIN	1/12/2010	0.8	\$550.00	PARTICIPATE IN COMMITTEE MEETING TO DEBTORS' LIQUIDATION PLAN AND OTHER LITIGATION MATTERS (0.8)	\$440.00
SINGER	1/12/2010	2.1	\$550.00	...; ATTEND COMMITTEE CALL TO DISCUSS AND REPORT ON VARIOUS ISSUES (1.0); REVIEW OPEN ISSUES (1.1)	\$1,155.00
		7.2			\$4,925.00

f. We note that on January 15, 2010, attorneys Schwartz (\$885), Seider (\$990), Hall (\$670), Goldberg (\$575), Martin (\$550), and Franek (\$645) attended a committee meeting. The total time spent, including preparation, was 7.00 hours, for total fees of \$4,855.00.

SCHWARTZ	1/15/2010	0.6	\$885.00	PARTICIPATE ON CALL WITH COMMITTEE REGARDING UPDATE ON RECENT CASE DEVELOPMENTS (PARTIAL), COMMUNICATIONS WITH DEBTORS AND NEXT CASE STEPS (0.6)	\$531.00
SEIDER	1/15/2010	1.0	\$990.00	...; ATTEND COMMITTEE MEETING AND FOLLOW UP WITH LATHAM ON SAME (1.0)	\$990.00
HALL	1/15/2010	1.2	\$670.00	PREPARE FOR (0.2) AND PARTICIPATE IN TELEPHONE CONFERENCE WITH COMMITTEE REGARDING RECENT DEVELOPMENTS AND STRATEGY MOVING FORWARD (1)	\$804.00
GOLDBERG	1/15/2010	1.2	\$575.00	PREPARE FOR (0.2) AND ATTEND CREDITORS COMMITTEE CONFERENCE CALL (1)	\$690.00
MARTIN	1/15/2010	1.0	\$550.00	COMMITTEE MEETING TELECONFERENCE (1.);...	\$550.00
FRANEK	1/15/2010	2.0	\$645.00	CONFERENCE WITH R. SCHWARTZ, A. GOLDBERG, M. SEIDER, FTI, AND COMMITTEE REGARDING CASE STRATEGY (2); ...	\$1,290.00
		7.0			\$4,855.00

g. We noted that on January 22, 2010, attorneys Schwartz (\$885), Singer (\$550), Seider (\$990), Goldberg (\$575), and Hall (\$670) attended a telephonic committee meeting. The total time spent, including preparation, was 4.70 hours, for total fees of \$3,450.00.

SCHWARTZ	1/22/2010	0.8	\$885.00	PARTICIPATE ON COMMITTEE CALL (0.8)	\$708.00
SEIDER	1/22/2010	1	\$990.00	PREPARE FOR (0.2) AND PARTICIPATE IN COMMITTEE MEETING (0.8);...	\$990.00
HALL	1/22/2010	1.1	\$670.00	PREPARE FOR (0.3) AND PARTICIPATE IN COMMITTEE MEETING (0.8)	\$737.00
GOLDBERG	1/22/2010	1	\$575.00	PREPARE FOR (0.2) AND ATTEND MEETING OF COMMITTEE (0.8)	\$575.00
SINGER	1/22/2010	0.8	\$550.00	ATTEND COMMITTEE CALL REGARDING SEVERAL ISSUES (0.8)	\$440.00
		4.7			\$3,450.00

h. We noted that on January 25, 2010, attorneys Seider (\$990), Schwartz (\$885), Franek (\$645), Hall (\$670), Goldberg (\$575), and Singer (\$990) attended a conference call with FTI. The total time spent, including preparation, was 5.0 hours, for total fees of \$3,544.50.

SEIDER	1/25/2010	.7	\$990.00	...; TELEPHONE CALL WITH FTI AND LATHAM REGARDING AGENDA FOR TOMORROW'S COMMITTEE MEETING (.7); ...	\$693.00
SCHWARTZ	1/25/2010	0.8	\$885.00	PARTICIPATE ON CALL WITH L&W TEAM AND FTI REGARDING DISCUSSION OF CASE ISSUES, AGENDA FOR COMMITTEE CALL ON WEDNESDAY AND FOR ALL HANDS MEETING WITH DEBTORS ON THURSDAY (0.7); FOLLOW UP RE: SAME (0.1)	\$708.00
FRANEK	1/25/2010	0.7	\$645.00	CONFERENCE CALL WITH FTI AND LATHAM TEAMS (0.7)	\$451.50
HALL	1/25/2010	1.1	\$670.00	PREPARE FOR (0.4) AND PARTICIPATE IN TELEPHONE CONFERENCE WITH LATHAM TEAM AND FTI REGARDING UPDATE AND UPCOMING MEETINGS WITH DEBTOR AND COMMITTEE (0.7)	\$737.00
GOLDBERG	1/25/2010	0.8	\$575.00	PREPARE FOR (0.1) AND ATTEND	\$460.00

SINGER	1/25/2010	0.9	\$550.00	CONFERENCE CALL WITH FTI (0.7) PREPARE FOR (0.2) AND ATTEND MEETING WITH FTI (0.7)	\$495.00
		5.00			\$3,544.50

i. We noted that on January 28, 2010, attorneys Schwartz (\$885), Hall (\$670), Goldberg (\$575), Raab (\$995), and Noll (\$755) attended a committee meeting. The total time spent, including preparation, was 37.8 hours for total fees of \$28,457.50 in fees.

SCHWARTZ	1/28/2010	0.8	\$885.00	REVIEW OF MATERIALS AND PREPARATION FOR ALL HANDS COMMITTEE MEETING WITH DEBTORS (0.8)	\$708.00
SCHWARTZ	1/28/2010	1	\$885.00	PRE-MEETING WITH COMMITTEE IN PREPARATION FOR ALL HANDS MEETING WITH DEBTORS (1)	\$885.00
HALL	1/28/2010	1.6	\$670.00	PREPARE FOR AND PARTICIPATE IN COMMITTEE MEETINGS BEFORE AND AFTER MEETING WITH DEBTOR (1.6)	\$1,072.00
GOLDBERG	1/28/2010	1	\$575.00	ATTEND MEETING OF CREDITORS COMMITTEE (1)	\$575.00
RAAB	1/28/2010	5	\$995.00	ALL-HANDS MEETING WITH CREDITORS COMMITTEE, DEBTOR AND DEBTOR'S ADVISORS (PARTIAL) (5.0)	\$4,975.00
SCHWARTZ	1/28/2010	6.5	\$885.00	PREPARE FOR (0.2) ALL HANDS MEETING WITH COMMITTEE AND DEBTORS (5.8)	\$5,752.50
HALL	1/28/2010	10.5	\$670.00	TRAVEL TO, PREPARE FOR AND PARTICIPATE IN MEETING WITH CREDITORS COMMITTEE, DEBTOR, AND PROFESSIONALS (10.5)	\$7,035.00
NOLL	1/28/2010	5	\$755.00	MEETING WITH DEBTORS (PARTIAL) (5)	\$3,775.00
GOLDBERG	1/28/2010	6.4	\$575.00	PREPARE FOR (0.6) AND ATTEND MEETING BETWEEN COMMITTEE AND DEBTORS (5.8)	\$3,680.00
		37.8			\$28,457.50

j. We noted that on February 9, 2010, attorneys Martin (\$550), Noll (\$755), Raab (\$995), Schwartz (\$885), and Singer (\$550) participated in a conference call with FTI. The total

time spent was 7.6 hours, for total fees of \$5,425.00.

MARTIN	2/9/2010	2.5	\$550.00	CONFERENCE CALL WITH FTI TO DISCUSS MOTIONS (1); FOLLOW UP REGARDING SAME(0.2); CONFERENCE CALL WITH FTI TO DISCUSS TAX ISSUES (1.3)	\$1,375.00
NOLL	2/9/2010	1.4	\$755.00	CONFERENCE CALL (1.4)	\$1,057.00
RAAB	2/9/2010	1.4	\$995.00	TELEPHONE CONFERENCE WITH R. SCHWARTZ, J. NOLL, FTI, ET. AL. (1.4)	\$1,393.00
SCHWARTZ	2/9/2010	1	\$885.00	PARTICIPATE ON CALL WITH FTI AND L&W PROFESSIONALS REGARDING UPDATE ON FURTHER DISCUSSIONS WITH WEIL GOTSHAL TAX PROFESSIONALS AND FURTHER DISCUSSION OF TAX ISSUES IN CASES GENERALLY (1)	\$885.00
SINGER	2/9/2010	1.3	\$550.00	ATTEND CALL WITH FTI ABOUT STATUS OF OPEN ISSUES (1.3)	\$715.00
		7.6			\$5,425.00

k. We noted that on February 22, 2010, attorneys Hall (\$670), Martin (\$550), Noll (\$755), Raab (\$995), Schwartz (\$885), and Singer (\$550) participated in a conference call with FTI.

The total time spent was 9.5 hours, for total fees billed of \$6,958.50.

HALL	2/22/2010	2.1	\$670.00	PREPARE FOR AND PARTICIPATE IN TELEPHONE CONFERENCE WITH DEBTOR AND PROFESSIONALS REGARDING VARIOUS REGULATORY ISSUES (1.7); FOLLOW UP WITH FTI AND LATHAM TEAM REGARDING SAME (0.4)	\$1,407.00
MARTIN	2/22/2010	1.1	\$550.00	...TAX CALL WITH FTI TO DISCUSS TAX ISSUES (1.1)	\$605.00
MARTIN	2/22/2010	1	\$550.00	CALL WITH FTI TO DISCUSS AGENDA ITEMS FOR DEBTORS' MEETING (1)	\$550.00
NOLL	2/22/2010	1.3	\$755.00	CONFERENCE CALL (1.3);	\$981.50
RAAB	2/22/2010	1.3	\$995.00	...; CONFERENCE CALL WITH FTI, R. SCHWARTZ ET. AL. REGARDING SAME (1.3)	\$1,293.50
SCHWARTZ	2/22/2010	0.6	\$885.00	UPDATE CALL WITH FTI, C. MARTIN AND A. SINGER REGARDING DISCUSSION OF TAX ANALYSIS, OTHER OPEN CASE ISSUES AND SCHEDULING OF NEXT COMMITTEE MEETING (0.6)	\$531.00
SCHWARTZ	2/22/2010	1.3	\$885.00	PARTICIPATE ON TAX CALL WITH FTI, L&W TAX TEAM AND C. MARTIN REGARDING DISCUSSION OF CURRENT STATUS OF TAX ANALYSIS IN PREPARATION FOR MEETING WITH	\$1,150.50

SINGER	2/22/2010	.8	\$550.00	DEBTORS ON 2/23 (1.3) ATTEND L&W/FTI MEETING (0.8); ...	\$440.00
		9.5			\$6,958.50

l. We noted that on February 23, 2010, attorneys Martin (\$550), Noll (\$755), Raab (\$995), and Schwartz (\$885) attended a meeting with debtor's counsel. The total time spent was 16.5 hours, for total fees of \$13,242.50.

MARTIN	2/23/2010	4	\$550.00	ATTEND MEETING WITH DEBTORS' PROFESSIONALS REGARDING TAX STRATEGY (4)	\$2,200.00
NOLL	2/23/2010	4	\$755.00	MEETING WITH DEBTORS COUNSEL (4)	\$3,020.00
RAAB	2/23/2010	4	\$995.00	MEETING WITH WEIL, ET. AL. REGARDING TAX ISSUES (4)	\$3,980.00
SCHWARTZ	2/23/2010	1.5	\$885.00	PREPARATION FOR TAX MEETING WITH WEIL GOTSHAL, DEBTORS, FTI AND L&W TAX TEAM (1.5)	\$1,327.50
SCHWARTZ	2/23/2010	3	\$885.00	ATTEND TAX MEETING WITH WEIL GOTSHAL, DEBTORS, FTI AND L&W TAX TEAM (3)	\$2,655.00
		16.5			\$13,242.50

m. We noted that on February 26, 2010, attorneys Schwartz (\$885), Hall (\$670), Martin (\$550), Noll (\$755), Singer (\$550), and Thorn (\$495) attended a telephonic committee meeting. The total time spent was 10.2 hours, for total fees of \$6,562.50.

HALL	2/26/2010	1.3	\$670.00	PREPARE FOR AND PARTICIPATE IN COMMITTEE MEETING (PARTIAL) (1.3)	\$871.00
MARTIN	2/26/2010	2	\$550.00	PREPARE FOR (0.3) AND ATTEND COMMITTEE MEETING CALL (1.7)	\$1,100.00
NOLL	2/26/2010	0.8	\$755.00	CONFERENCE CALL RE: TAX ISSUES (0.8)	\$604.00
SCHWARTZ	2/26/2010	0.5	\$885.00	PREPARE FOR WEEKLY COMMITTEE CALL (0.5)	\$442.50
SCHWARTZ	2/26/2010	1.7	\$885.00	PARTICIPATE ON WEEKLY COMMITTEE CALL (1.7)	\$1,504.50
SINGER	2/26/2010	2	\$550.00	ATTEND COMMITTEE MEETING (1.7); FOLLOW UP (0.3)	\$1,100.00
THORN	2/26/2010	1.9	\$495.00	PARTICIPATE IN TELEPHONIC MEETING OF CREDITORS COMMITTEE (1.7); FOLLOW UP RE: SAME (0.2)	\$940.50
		10.2			\$6,562.50

n. We noted that on March 1, 2010, attorneys Hall (\$670), Martin (\$550), Noll (\$755), Raab (\$995), Schwartz (\$885), and Singer (\$550) attended a meeting with the committee and debtors. The total time spent was 23.4 hours, for total fees of \$18,291.50.

HALL	3/1/2010	1.2	\$670.00	PARTICIPATE (PARTIAL) IN ALL HANDS MEETING TELECONFERENCE	\$804.00
MARTIN	3/1/2010	2.2	\$550.00	PREPARE FOR COMMITTEE MEETING (0.2); ATTEND COMMITTEE MEETING (2.0)	\$1,210.00
MARTIN	3/1/2010	4	\$550.00	ATTEND MEETING WITH DEBTOR AND DEBTORS' COUNSEL (4);...	\$2,200.00
NOLL	3/1/2010	4	\$755.00	MEETINGS WITH THE COMMITTEE AND DEBTORS AND THEIR PROFESSIONALS TO DISCUSS TAX ISSUES AND ANALYSIS	\$3,020.00
RAAB	3/1/2010	5.5	\$995.00	MEETINGS WITH CREDITOR'S COMMITTEE AND WITH THE DEBTORS AND THEIR PROFESSIONALS TO DISCUSS TAX ISSUES AND ANALYSIS	\$5,472.50
SCHWARTZ	3/1/2010	2	\$885.00	PARTICIPATE IN COMMITTEE MEETINGS	\$1,770.00
SCHWARTZ	3/1/2010	4	\$885.00	ATTEND ALL HANDS MEETING WITH THE DEBTORS (4.0);...	\$3,540.00
SINGER	3/1/2010	0.5	\$550.00	ATTEND COMMITTEE MEETING (PARTIAL);	\$275.00
		23.4			\$18,291.50

o. We noted that on March 10, 2010, attorneys Hall (\$670), Martin (\$550), Noll (\$755), Raab (\$995), Schwartz (\$885), Franek (\$645), and Singer (\$550) attended a meeting with the debtors. The total time spent was 36 hours, for total fees billed of \$25,971.50.

FRANEK	3/10/2010	7.8	\$645.00	ATTEND COMMITTEE MEETING; FOLLOW-UP ON ISSUES RAISED DURING SAME; CONFERENCE CALL WITH DEBTORS' COUNSEL	\$5,031.00
HALL	3/10/2010	0.8	\$670.00	PREPARE FOR AND PARTICIPATE IN COMMITTEE PRE-MEETING (0.8)	\$536.00
HALL	3/10/2010	2.1	\$670.00	PREPARE FOR AND PARTICIPATE (PARTIAL) IN ALL HANDS MEETING	\$1,407.00
MARTIN	3/10/2010	0.5	\$550.00	COMMITTEE MEETING TO PREPARE FOR ALL HAND DEBTOR MEETING	\$275.00
MARTIN	3/10/2010	5	\$550.00	MEETING WITH DEBTORS' PROFESSIONALS AND DEBTORS	\$2,750.00

NOLL	3/10/2010	5.5	\$755.00	MEETINGS WITH THE DEBTORS AND COMMITTEE RE TAX ISSUES AND ANALYSIS	\$4,152.50
RAAB	3/10/2010	5.5	\$995.00	MEETINGS WITH WEIL, DEBTOR AND CREDITOR COMMITTEE RE DISCUSSION OF TAX ISSUES AND ANALYSIS	\$5,472.50
SCHWARTZ	3/10/2010	4.5	\$885.00	PARTICIPATE IN ALL HANDS MEETING WITH DEBTORS AND FOLLOW UP MEETING WITH COMMITTEE	\$3,982.50
SINGER	3/10/2010	1	\$550.00	PREPARE FOR COMMITTEE AND ALL HANDS MEETINGS (1.0);...	\$550.00
SINGER	3/10/2010	2.5	\$550.00	ATTEND COMMITTEE MEETINGS;	\$1,375.00
SINGER	3/10/2010	0.8	\$550.00	ATTEND PORTIONS OF MEETING IN C. MARTIN'S ABSENCE;	\$440.00
		38.5			\$27,921.50

p. We noted that on March 12, 2010, attorneys Franek (\$645), Hall (\$670), Hegt (\$435), Malioneck (\$780), Martin (\$550), Noll (\$755), Schwartz (\$885), and Singer (\$550) participated in a committee conference call. The total time spent was 22.3 hours for \$14,456.50 in fees.

FRANEK	3/12/2010	6.7	\$645.00	ATTENTION TO FDIC ISSUES AND GENERAL LITIGATION MATTERS; CONFERENCE CALLS WITH LATHAM TEAM AND COMMITTEE	\$4,321.50
HALL	3/12/2010	2	\$670.00	PREPARE FOR AND PARTICIPATE IN TELEPHONE CONFERENCES WITH COMMITTEE REGARDING UPDATES AND TAX STRATEGY (2.0)	\$1,340.00
HEGT	3/12/2010	3.1	\$435.00	RESEARCH TAX AND FDIC ISSUES AND EMAIL M. FRANEK REGARDING SAME; CONFERENCE CALL WITH COMMITTEE REGARDING SAME.	\$1,348.50
MALIONEK	3/12/2010	3	\$780.00	REVIEW ABC FILING AND RESEARCH REGARDING SAME (1.2); COMMITTEE CALL AND TEAM CALLS REGARDING SAME (1.8); ... -- TOTAL 3.0	\$2,340.00
MARTIN	3/12/2010	2	\$550.00	...FOLLOW UP CALL WITH COMMITTEE (1); FOLLOW UP WITH LATHAM TEAM REGARDING SAME(1)	\$1,100.00
NOLL	3/12/2010	2.5	\$755.00	CONFERENCE CALL WITH DEBTORS AND COMMITTEE RE ABC PLEADING(1.7); CALL WITH D. RAAB (0.3); TAX RESEARCH (0.5)	\$1,887.50
SCHWARTZ	3/12/2010	1.4	\$885.00	COMMITTEE CALL REGARDING DISCUSSION OF FURTHER DEVELOPMENTS RELATED TO TAX	\$1,239.00

SINGER	3/12/2010	1.6	\$550.00	ISSUES AND ABC COUNSEL COMMUNICATIONS AND PLEADINGS ATTEND COMMITTEE PROFESSIONAL MEETINGS;	\$880.00
		22.3			\$14,456.50

q. We noted that on March 12, 2010, attorneys Hall (\$670), Raab (\$995), Martin (\$550), Schwartz (\$885), and Singer (\$550) attended a conference call with debtor's professionals. The total time spent was 12.2 hours, for total fees of \$9,520.00.

SINGER	3/12/2010	2	\$550.00	ATTEND ALL HANDS CALL RE: TAX ISSUES;	\$1,100.00
HALL	3/12/2010	1.6	\$670.00	PREPARE FOR AND PARTICIPATE IN CONFERENCE WITH DEBTOR AND PROFESSIONALS REGARDING TAX FILING ISSUES	\$1,072.00
MARTIN	3/12/2010	2	\$550.00	CONFERENCE CALL WITH DEBTORS (1.5); FOLLOW UP REGARDING SAME	\$1,100.00
RAAB	3/12/2010	3.7	\$995.00	...CONFERENCE CALL WITH WEIL REGARDING BANK'S EMERGENCY MOTION (2.0); REVIEWED EMERGENCY MOTION (0.5); CONFERENCE CALL WITH CREDITOR COMMITTEE RE ABC PLEADING (1.2)	\$3,681.50
SCHWARTZ	3/12/2010	0.4	\$885.00	PREPARE FOR WEEKLY COMMITTEE CALL	\$354.00
SCHWARTZ	3/12/2010	2.5	\$885.00	ALL HANDS CALL WITH WEIL GOTSHAL, A&M, FTI AND L&W TEAMS REGARDING DISCUSSION OF PEPPER HAMILTON COMMUNICATIONS AND DEVELOPMENTS RELATED TO TAX ISSUES	\$2,212.50
		12.2			\$9,520.00

r. We noted that on March 13, 2010, attorneys Franek (\$645), Hall (\$670), Martin (\$550), Noll (\$755), Raab (\$995), Schwartz (\$885), and Singer (\$550) participated in a committee conference call. The total time spent was 13.4 hours, for total fees of \$8,956.50.

FRANEK	3/13/2010	9.3	\$645.00	CONSIDER MOTION AND COMPLAINT OF ADVANTA BANK CORPORATION; DRAFT AND REVISE JOINDER; CALLS WITH LATHAM TEAM AND	\$5,998.50
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HALL	3/13/2010	0.9	\$670.00	COMMITTEE PREPARE FOR AND PARTICIPATE IN TELEPHONE CONFERENCE WITH COMMITTEE REGARDING TAX ISSUE AND RELATED MATTERS	\$603.00
MARTIN	3/13/2010	0.5	\$550.00	CONFERENCE CALL WITH COMMITTEE TO DISCUSS ABC PLEADINGS	\$275.00
NOLL	3/13/2010	1	\$755.00	CONFERENCE CALL RE STATUS OF TAX ISSUES AND ABC PLEADING (0.5); RESEARCH TAX ISSUES (0.5)	\$755.00
RAAB	3/13/2010	0.5	\$995.00	CONFERENCE CALL WITH CREDITOR COMMITTEE RE STATUS OF TAX ISSUES AND ABC PLEADING	\$497.50
SCHWARTZ	3/13/2010	0.5	\$885.00	PARTICIPATE ON COMMITTEE UPDATE CALL REGARDING STATUS OF ABC LITIGATION ISSUES AND NEXT STEPS	\$442.50
SINGER	3/13/2010	0.7	\$550.00	ATTEND COMMITTEE MEETING;	\$385.00
		13.4			\$8,956.50

s. We noted that on March 19, 2010, attorneys Franek (\$645), Hall (\$670), Martin (\$550), Noll (\$755), Raab (\$995), Schwartz (\$885), Singer (\$550), and Seider (\$990) attended a committee meeting call. The total time spent was 7.6 hours, for total fees of \$5,561.00.

FRANEK	3/19/2010	0.6	\$645.00	CALL WITH COMMITTEE (PARTIAL); REVIEW LITIGATION ISSUES	\$387.00
HALL	3/19/2010	1	\$670.00	PREPARE FOR AND PARTICIPATE IN CONFERENCE WITH COMMITTEE (PARTIAL) (1.0)	\$670.00
MARTIN	3/19/2010	1.2	\$550.00	PREPARE FOR AND PARTICIPATE IN COMMITTEE MEETING CALL	\$660.00
NOLL	3/19/2010	0.5	\$755.00	CONFERENCE CALL WITH CREDITORS COMMITTEE RE STATUS OF TAX ISSUES AND ABC PLEADINGS	\$377.50
RAAB	3/19/2010	0.8	\$995.00	CONFERENCE CALL WITH CREDITORS COMMITTEE RE STATUS OF TAX ISSUES AND ABC PLEADINGS	\$796.00
SCHWARTZ	3/19/2010	0.5	\$885.00	PREPARE FOR WEEKLY COMMITTEE CALL	\$442.50
SCHWARTZ	3/19/2010	1.2	\$885.00	PARTICIPATE ON COMMITTEE CALL	\$1,062.00
SEIDER	3/19/2010	0.4	\$990.00	TELEPHONE CALL WITH CREDITOR REGARDING VARIOUS TAX ISSUES (.3); FOLLOW UP WITH LATHAM ON SAME (.1)	\$396.00
SINGER	3/19/2010	1.4	\$550.00	ATTEND COMMITTEE CALL;	\$770.00
		7.6			\$5,561.00

t. We noted that on March 22, 2010, attorneys Hall (\$670), Martin (\$550), Noll (\$755), Perkins (\$860), Schwartz (\$885), and Singer (\$550) participated in a telephonic committee meeting. The total time spent was 4.7 hours, for total fees of \$3,416.50.

HALL	3/22/2010	0.7	\$670.00	PREPARE FOR AND PARTICIPATE IN TELEPHONE CONFERENCE WITH COMMITTEE REGARDING RECEIVERSHIP OF FDIC AND RECENT DEVELOPMENTS (0.7)	\$469.00
MARTIN	3/22/2010	0.6	\$550.00	PARTICIPATE IN COMMITTEE MEETING UPDATE CALL (0.5); FOLLOW UP REGARDING SAME (0.1)	\$330.00
NOLL	3/22/2010	0.5	\$755.00	CONFERENCE CALL WITH CREDITORS COMMITTEE RE STATUS OF TAX ISSUES AND ABC PLEADINGS	\$377.50
PERKINS	3/22/2010	1	\$860.00	GEIC - COMMITTEE MEETING	\$860.00
SCHWARTZ	3/22/2010	0.5	\$885.00	PREPARE FOR COMMITTEE UPDATE CALL REGARDING FDIC/ABC ISSUES	\$442.50
SCHWARTZ	3/22/2010	0.5	\$885.00	PARTICIPATE ON COMMITTEE UPDATE CALL REGARDING FDIC/ABC ISSUES	\$442.50
SINGER	3/22/2010	0.9	\$550.00	ATTEND COMMITTEE UPDATE MEETING;	\$495.00
		4.7			\$3,416.50

u. We noted that on March 23, 2010, attorneys Hall (\$670), Martin (\$550), Noll (\$755), Perkins (\$860), Raab (\$995), Schwartz (\$885), and Singer (\$550) participated in a conference call to discuss plan issues. The total time spent was 9.9 hours, for total fees of \$7,468.50.

MARTIN	3/23/2010	1.1	\$550.00	PARTICIPATE ON PROFESSIONALS CALL TO DISCUSS PLAN ISSUES	\$605.00
NOLL	3/23/2010	1.2	\$755.00	CONFERENCE CALL RE: POR STRUCTURING ISSUES	\$906.00
PERKINS	3/23/2010	1.5	\$860.00	TELEPHONE CALL WITH WORKING GROUP RE: PLAN STRUCTURING; TELEPHONE CALL WITH D. RAAB RE: SAME; RESEARCH RE: SAME; PREPARE FOR CALL RE: PLAN ISSUES	\$1,290.00
RAAB	3/23/2010	1.2	\$995.00	CONFERENCE CALL WITH R. SCHWARTZ, J. PERKINS, WEIL TEAM ET. AL. REGARDING PLAN OF REORGANIZATION	\$1,194.00

SCHWARTZ	3/23/2010	1.5	\$885.00	CONFERENCE CALL WITH WEIL GOTSHAL, A&M, L&W TEAM AND FTI REGARDING DISCUSSION OF ISSUES RELATED TO PLAN STRUCTURING	\$1,327.50
SINGER	3/23/2010	1.1	\$550.00	ATTEND POR MEETING;	\$605.00
		9.9			\$7,468.50

RESPONSE EXHIBIT 2

A. ... The November 23, 2009 meeting was the initial meeting of the Committee with Latham as its retained counsel and the meeting involved the interviewing of potential financial advisor candidates for the Committee. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

SEIDER	11/23/2009	5.4	\$950.00	Attended Committee meeting in order to provide an overview of the cases, to participate in the financial advisor interview and selection process and prepare the Committee for the bankruptcy process.	\$5,130.00
SCHWARTZ	11/23/2009	4	\$850.00	Attended Committee meeting in order to provide bankruptcy law expertise and advice to the Committee, to become familiar with legal issues facing the Committee, to become familiar with each of the Committee members and to participate in the financial advisor interview and selection process.	\$3,400.00
HALL	11/23/2009	3.5	\$620.00	Attended Committee meeting in order to provide bank regulatory law expertise and advice to the Committee at the initiation of the case and to provide the Committee with an overview of potential bank regulatory issues present in the cases.	\$2,170.00
GOLDBERG	11/23/2009	4.5	\$530.00	Attended Committee meeting to provide bankruptcy law expertise, case administration support and to participate in the financial advisor interview and selection process.	\$2,385.00
THORN	11/23/2009	1.9	\$425.00	Partially attended Committee meeting to provide bank regulatory law support and in order to take notes of bank regulatory issues and questions raised by the members of the Committee members.	\$807.50
		19.3			\$13,892.50

B. ... The general purpose of the meeting (on November 24, 2009) was to hold an initial meeting with the Committee's selected financial advisors, FTI Consulting, and to analyze tax and regulatory issues that were expected to be central to the cases. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

SCHWARTZ	11/24/2009	0.4	\$850.00	Attended Committee professionals meeting in order to provide bankruptcy law expertise and advice with respect to the interaction of certain tax issues and bankruptcy law.	\$340.00
HALL	11/24/2009	0.5	\$620.00	Attended Committee professionals meeting in order to provide bank regulatory law expertise and advice regarding certain issues pertaining to the FDIC.	\$310.00
MARTIN	11/24/2009	1	\$475.00	Attended Committee professionals meeting to provide bankruptcy law expertise with respect to tax issues raised by tax professionals and address issued in connection with the drafting of pleadings related to Debtors' claims trading motion.	\$475.00
SINGER	11/24/2009	0.7	\$475.00	Attended Committee professionals meeting to provide bankruptcy law expertise and case administration support for overall administration of the cases.	\$332.50
GOLDBERG	11/24/2009	0.5	\$530.00	Attended Committee professionals meeting to provide bankruptcy law expertise as it pertains to potential claims of the estate and the interaction of such claims in the overall chapter 11 proceedings.	\$265.00
RAAB	11/24/2009	0.7	\$995.00	Attended Committee professionals meeting in order to provide tax law expertise to professionals.	\$696.50
RAAB	11/24/2009	0.8	\$995.00	This time entry is not related to a meeting or conference with multiple Latham or Committee professionals. This entry pertains to a call between the Committee's tax specialist (RAAB) and the Debtors' tax specialist (STUART GOLDRING.)	\$796.00
THORN	11/24/2009	0.5	\$425.00	Attended Committee professionals meeting to provide bank regulatory law support and in order to take note of bank regulatory issues and questions raised.	\$212.50
5.1					\$3,427.50

C. ... The general purpose of the (December 18, 2009) meeting was a scheduled Committee meeting to summarize and report back on the all hands meeting held with the Debtors and the Debtors' professionals. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

SCHWARTZ	12/18/2009	0.8	\$850.00	Attended Committee meeting in order to provide bankruptcy law expertise and advice to the Committee and to provide an update with respect to meeting held with the Debtors professionals.	\$680.00
SEIDER	12/18/2009	1	\$950.00	Attended Committee meeting in order to provide bankruptcy law feedback to the Committee on action items covered at the all hands meeting held with the Debtors and their professionals.	\$950.00
HALL	12/18/2009	1.5	\$620.00	Attended Committee meeting in order to provide bank regulatory law expertise and advice to the Committee and to provide the Committee with input on bank regulatory issues present in the cases. This time entry includes time spent on analysis related to the issues discussed at the professionals meeting.	\$930.00
GOLDBERG	12/18/2009	1	\$530.00	Attended Committee meeting to provide bankruptcy law expertise and case administration support.	\$530.00
MARTIN	12/18/2009	0.8	\$475.00	Attended Committee meeting in order to provide bankruptcy law expertise and address implications of bankruptcy law on tax issues raised by tax professionals.	\$380.00
RAAB	12/18/2009	0.8	\$995.00	Attended Committee meeting in order to provide tax law expertise.	\$796.00
		5.9			\$4,266.00

D. ... The general purpose of the (January 5, 2010) meeting was to plan case activities based on tax and regulatory issues and to discuss and assess the Debtors' proposal to liquidate its businesses. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

SINGER	1/5/2010	1.5	\$550.00	Attended Committee professionals meeting to provide bankruptcy law expertise and case administration support for overall administration of the cases.	\$825.00
RAAB	1/5/2010	3.4	\$995.00	Attended Committee professionals meeting in order to provide tax law expertise to professionals. This time entry includes time spent on analysis related to the issues discussed at the professionals meeting.	\$3,383.00
SCHWARTZ	1/5/2010	1.5	\$885.00	Attended Committee professionals meeting in order to supervise the overall management of the case, to provide strategic case guidance and to provide bankruptcy law expertise.	\$1,327.50
SEIDER	1/5/2010	1.8	\$990.00	Attended Committee professionals meeting in order to provide strategic direction support and to provide general bankruptcy law expertise.	\$1,782.00
HALL	1/5/2010	2.7	\$670.00	Attended Committee professionals meeting in order to provide bank regulatory law expertise and advice.	\$1,809.00
NOLL	1/5/2010	1.8	\$755.00	Attended Committee professionals meeting in order to provide tax law expertise to professionals and to provide tax advice support to administration of the case.	\$1,359.00
GOLDBERG	1/5/2010	1.1	\$575.00	Attended Committee professionals meeting to provide bankruptcy law expertise and claims administration support.	\$632.50
MARTIN	1/5/2010	1.6	\$550.00	Attended Committee professionals meeting to provide bankruptcy law expertise and address implications of bankruptcy law on tax issues raised by tax professionals.	\$880.00
		15.4			\$11,998.00

E. The ... January 12, 2010 ... meeting was held to provide the Committee with updates on case strategy and discussions in connection with the Debtors' proposal to liquidate its businesses. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

SEIDER	1/12/2010	1.7	\$990.00	Prepared for and attended Committee meeting in order to provide bankruptcy law expertise and to provide an update on case strategies.	\$1,683.00
HALL	1/12/2010	1.6	\$670.00	Prepared for and attended Committee meeting in order to provide bank regulatory law expertise and advice to the Committee.	\$1,072.00

GOLDBERG	1/12/2010	1	\$575.00	Attended Committee meeting to provide bankruptcy law expertise and overall case administration support and claims administration support.	\$575.00
MARTIN	1/12/2010	0.8	\$550.00	Attended Committee professionals meeting to provide bankruptcy law expertise and address implications of bankruptcy law on tax issues raised by tax professionals.	\$440.00
SINGER	1/12/2010	2.1	\$550.00	Prepared for and attended Committee meeting to provide bankruptcy law expertise and overall case administration support.	\$1,155.00
		7.2			\$4,925.00

(We followed up by asking Latham to explain why it was necessary for attorney Goldberg to attend this meeting, in light of the fact that attorneys Seider, Martin, and Singer were all there providing bankruptcy expertise. Latham responded as follows:)

Mr. Goldberg's attendance was necessary at this point in the cases as Mr. Goldberg was functioning as a primary contact point for the Committee members at the time of this meeting. Additionally, Mr. Goldberg attended meetings and participated in calls with the Debtors and their advisors. Thus, Mr. Goldberg had knowledge and experience pertinent to the case that other members of the team did not have. As such, Mr. Goldberg's presence was necessary, in addition to the participation of Mr. Seider, Ms. Martin and Mr. Singer.

F. The ... January 15, 2010 ... meeting was a follow-up meeting with the Committee regarding case developments, the Debtors' liquidation process and strategy and assessment of certain Debtor management issues. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

SCHWARTZ	1/15/2010	0.6	\$885.00	Attended Committee meeting in order to supervise the overall management of the case and to provide bankruptcy law expertise.	\$531.00
SEIDER	1/15/2010	1.0	\$990.00	Attended Committee meeting in order to provide bankruptcy law expertise.	\$990.00
HALL	1/15/2010	1.2	\$670.00	Attended Committee meeting in order to provide bank regulatory law expertise and advice to the Committee.	\$804.00

GOLDBERG	1/15/2010	1.2	\$575.00	Attended Committee meeting to provide bankruptcy law expertise and case administration support.	\$690.00
MARTIN	1/15/2010	1.0	\$550.00	Attended Committee meeting to provide bankruptcy law expertise, address implications of bankruptcy law on tax issues and provide case administration support.	\$550.00
FRANEK	1/15/2010	2.0	\$645.00	Prepared for and attended Committee meeting in order to provide litigation expertise.	\$1,290.00
		7.0			\$4,855.00

(We followed up by asking Latham to explain why it was necessary for attorney Goldberg to attend this meeting, in light of the fact that attorneys Schwartz, Seider, and Martin were there providing bankruptcy expertise. Latham responded as follows:)

As stated above, Mr. Goldberg's attendance was necessary at this point in the cases as Mr. Goldberg was functioning as a primary contact point for the Committee members at the time of this meeting. Additionally, Mr. Goldberg attended meetings and participated in calls with the Debtors and their advisors. Thus, Mr. Goldberg had knowledge and experience pertinent to the case that other members of the team did not have. As such, Mr. Goldberg's presence was necessary, in addition to the participation of Mr. Seider, Ms. Martin and Mr. Schwartz.

G. The ... January 22, 2010 ... meeting was a Committee meeting to update the Committee on regulatory issues, litigation issues, protocol issues and other case developments. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

SCHWARTZ	1/22/2010	0.8	\$885.00	Attended Committee meeting in order to supervise the overall management of the case and to provide bankruptcy law expertise.	\$708.00
SEIDER	1/22/2010	1	\$990.00	Attended Committee meeting in order to provide bankruptcy law expertise.	\$990.00
HALL	1/22/2010	1.1	\$670.00	Attended Committee meeting in order to provide bank regulatory law expertise and advice to the Committee.	\$737.00
GOLDBERG	1/22/2010	1	\$575.00	Attended Committee meeting to provide bankruptcy law expertise and case administration support.	\$575.00

SINGER	1/22/2010	0.8	\$550.00	Attended Committee professionals meeting to provide bankruptcy law expertise, updates on motion practice and case administration support for overall administration of the cases.	\$440.00
		4.7			\$3,450.00

(By way of follow-up, we asked Latham to explain why it was necessary for attorney Goldberg to attend this meeting, in light of the fact that attorneys Schwartz, Seider, and Singer were there to provide bankruptcy expertise. Latham responded as follows:)

As stated above, Mr. Goldberg's attendance was necessary at this point in the cases as Mr. Goldberg was functioning as a primary contact point for the Committee members at the time of this meeting. Additionally, Mr. Goldberg attended meetings and participated in calls with the Debtors and their advisors. Thus, Mr. Goldberg had knowledge and experience pertinent to the case that other members of the team did not have. As such, Mr. Goldberg's presence was necessary, in addition to the participation of Mr. Seider, Mr. Schwartz and Mr. Singer.

H. The ... January 25, 2010,... meeting was held to discuss potential issues related to the Debtors' liquidation process and strategy and certain issues related to the Debtors' management. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

SEIDER	1/25/2010	.7	\$990.00	Attended Committee professionals meeting in order to provide bankruptcy law expertise.	\$693.00
SCHWARTZ	1/25/2010	0.8	\$885.00	Attended Committee professionals meeting in order to supervise the overall management of the case, to provide strategic case guidance and to provide bankruptcy law expertise.	\$708.00
FRANEK	1/25/2010	0.7	\$645.00	Attended Committee professionals meeting in order to provide litigation expertise.	\$451.50
HALL	1/25/2010	1.1	\$670.00	Attended Committee professionals meeting in order to provide bank regulatory law expertise and advice.	\$737.00
GOLDBERG	1/25/2010	0.8	\$575.00	Attended Committee professionals meeting to provide bankruptcy law expertise and claims administration support.	\$460.00
SINGER	1/25/2010	0.9	\$550.00	Attended Committee professionals meeting to provide bankruptcy law expertise and case administration support for overall administration of the cases.	\$495.00
		5.00			\$3,544.50

I. The Initial Report noted that on January 28, 2010, attorneys Schwartz, Hall, Goldberg, Raab, and Noll attended both a Committee pre-meeting and an all hands meeting with the Debtors, the Debtors' professionals and the Committee.... The general purposes of the meetings were to discuss in detail the Debtors' proposed liquidation plan and other tax and regulatory issues central to the chapter 11 cases. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

SCHWARTZ	1/28/2010	1.8	\$885.00	Attended Committee pre-meeting in order to supervise the overall management of the case and to provide bankruptcy law expertise.	\$1,593.00
SCHWARTZ	1/28/2010	6.5	\$885.00	Attended all hands meeting in order to supervise the overall management of the case, to provide strategic case guidance and to provide bankruptcy law expertise.	\$5,752.50
HALL	1/28/2010	1.6	\$670.00	Attended Committee pre-meeting meeting in order to provide bank regulatory law expertise and advice.	\$1,072.00
HALL	1/28/2010	10.5	\$670.00	Attended all-hands meeting in order to provide bank regulatory law expertise and advice. A portion of this time has been discounted as non-working travel time, but such discount is not reflected in this chart for simplicity.	\$7,035.00
GOLDBERG	1/28/2010	1	\$575.00	Attended Committee pre- meeting to provide bankruptcy law expertise and claims administration support.	\$575.00
GOLDBERG	1/28/2010	6.4	\$575.00	Attended all hands professionals meeting to provide bankruptcy law expertise and claims administration support.	\$3,680.00
RAAB	1/28/2010	5	\$995.00	Attended all hands meeting in order to provide tax law expertise.	\$4,975.00
NOLL	1/28/2010	5	\$755.00	Attended all hands meeting in order to provide tax law expertise and to provide tax advice support with respect to administration of the case.	\$3,775.00
		37.8			\$28,457.50

(We followed up by asking Latham to distinguish the roles of tax attorneys Raab and Noll at the meeting and to explain why it was necessary for both to attend. Latham responded as follows:)

As exemplified by the recent litigation between the Debtors, the Committee and the

FDIC, the tax law issues present in these cases are both central to the outcomes of the cases and extremely complicated. The Debtors and the Committee have been addressing, assessing and analyzing these issues since the inception of these cases. Mr. Raab, the lead partner involved in the Advanta cases, has been integral in developing global tax and litigation strategies in the face of the numerous and complex issues of these cases. Ms. Noll, the lead tax associate involved in the Advanta cases, has been integral to forming an accurate understanding of the tax documents and legal constructs that underlie these issues. Mr. Raab and Ms. Noll frequently worked together, with various parts of the Latham bankruptcy team and with the different personnel at the Debtors in order to ensure the Committee was well-represented and to ensure the Committee was apprised of all necessary information related to the tax law issues implicated in these cases. Mr. Raab and Ms. Noll consistently undertook to make sure that their efforts were not duplicative and that they covered different and necessary tasks.

J. The ... February 9, 2010,... meeting was a Committee professionals meeting covering tax strategy issues and other issues related to the cases were also discussed. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

MARTIN	2/9/2010	2.5	\$550.00	Prepared for and attended Committee professionals meeting to provide bankruptcy law expertise regarding the chapter 11 plan process and address bankruptcy law implications on tax issues raised by tax professionals.	\$1,375.00
NOLL	2/9/2010	1.4	\$755.00	Attended Committee professionals meeting in order to provide tax law expertise to professionals and to provide tax advice support to administration of the case.	\$1,057.00
RAAB	2/9/2010	1.4	\$995.00	Attended Committee professionals meeting in order to provide tax law expertise to professionals.	\$1,393.00
SCHWARTZ	2/9/2010	1	\$885.00	Attended Committee professionals meeting in order to supervise the overall management of the case, to provide strategic case guidance and to provide bankruptcy law expertise.	\$885.00
SINGER	2/9/2010	1.3	\$550.00	Attended Committee professionals meeting to provide bankruptcy law expertise, updates on motion practice and case administration support for overall administration of the cases.	\$715.00
7.6					\$5,425.00

K. The Initial Report noted that on February 22, 2010, attorneys Hall, Martin, Noll, Raab, Schwartz, and Singer participated in a professionals pre-meeting with FTI and a Committee meeting.... The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

HALL	2/22/2010	2.1	\$670.00	Attended Committee professionals meeting and Committee meeting in order to provide bank regulatory law expertise and advice.	\$1,407.00
MARTIN	2/22/2010	1.1	\$550.00	Attended Committee professionals pre-meeting to provide bankruptcy law expertise regarding bankruptcy law implications on tax issues raised by tax professionals.	\$605.00
MARTIN	2/22/2010	1	\$550.00	Attended Committee meeting to provide bankruptcy law expertise regarding the chapter 11 plan and to take notes for next steps pertaining to the chapter 11 reorganization.	\$550.00
NOLL	2/22/2010	1.3	\$755.00	Attended Committee professionals meeting in order to provide tax law expertise to professionals and to provide tax advice support to administration of the case.	\$981.50
RAAB	2/22/2010	1.3	\$995.00	Attended Committee professionals meeting in order to provide tax law expertise to professionals.	\$1,293.50
SCHWARTZ	2/22/2010	1.3	\$885.00	Attended Committee professionals pre-meeting in order to supervise the overall management of the case, to provide strategic case guidance and to provide bankruptcy law expertise.	\$1,150.50
SCHWARTZ	2/22/2010	0.6	\$885.00	Attended Committee meeting in order to supervise the overall management of the case, to provide strategic case guidance and to provide bankruptcy law expertise.	\$531.00
SINGER	2/22/2010	.8	\$550.00	Partial attendance at Committee professionals pre-meeting to provide bankruptcy law expertise and case administration support for overall administration of the cases.	\$440.00
		9.5			\$6,958.50

(We followed up by asking Latham to distinguish the roles of tax attorneys Raab and Noll at the meeting and to explain why it was necessary for both to attend. Latham responded as follows:)

As exemplified by the recent litigation between the Debtors, the Committee and the FDIC, the tax law issues present in these cases are both central to the outcomes of the cases and extremely complicated. The Debtors and the Committee have been

addressing, assessing and analyzing these issues since the inception of these cases. Mr. Raab, the lead partner involved in the Advanta cases, has been integral in developing global tax and litigation strategies in the face of the numerous and complex issues of these cases. Ms. Noll, the lead tax associate involved in the Advanta cases, has been integral to forming an accurate understanding of the tax documents and legal constructs that underlie these issues. Mr. Raab and Ms. Noll frequently worked together, with various parts of the Latham bankruptcy team and with the different personnel at the Debtors in order to ensure the Committee was well-represented and to ensure the Committee was apprised of all necessary information related to the tax law issues implicated in these cases. Mr. Raab and Ms. Noll consistently undertook to make sure that their efforts were not duplicative and that they covered different and necessary tasks.

L. The Initial Report noted that on February 23, 2010, attorneys Martin, Noll, Raab, and Schwartz attended a meeting with Debtors' counsel to discuss tax issues and analysis central to the cases.... The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

MARTIN	2/23/2010	4	\$550.00	Attended all professionals meeting to provide bankruptcy law expertise regarding bankruptcy law implications on tax issues raised by tax professionals.	\$2,200.00
NOLL	2/23/2010	4	\$755.00	Attended all professionals meeting in order to provide tax law expertise to professionals and to provide tax advice support to administration of the case.	\$3,020.00
RAAB	2/23/2010	4	\$995.00	Attended all professionals meeting in order to provide tax law expertise to professionals.	\$3,980.00
SCHWARTZ	2/23/2010	4.5	\$885.00	Preparation for and attendance at all professionals meeting in order to supervise the overall management of the case, to provide strategic case guidance and to provide bankruptcy law expertise.	\$3,982.50
		16.5			\$13,242.50

M. The Initial Report noted that on February 26, 2010, attorneys Schwartz, Hall, Martin, Noll, Singer, and Thorn attended a telephonic Committee meeting for purposes of

providing the Committee with updates related to tax issues and analysis central to the cases and related regulatory issues and the total time spent was 10.2 hours, for total fees of \$6,562.50. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

HALL	2/26/2010	1.3	\$670.00	Partial attendance at Committee meeting in order to provide bank regulatory law expertise and advice to the Committee.	\$871.00
MARTIN	2/26/2010	2	\$550.00	Attended Committee meeting to provide bankruptcy law expertise regarding the chapter 11 plan process and bankruptcy law implications on tax issues raised by tax professionals.	\$1,100.00
NOLL	2/26/2010	0.8	\$755.00	Attended Committee meeting to provide tax law expertise and to provide tax advice support.	\$604.00
SCHWARTZ	2/26/2010	0.5	\$885.00	This time entry reflects time spent preparing for the Committee call held on February 26, 2010.	\$442.50
SCHWARTZ	2/26/2010	1.7	\$885.00	Attended Committee meeting to supervise the overall management of the case, to provide strategic case guidance and to provide bankruptcy law expertise.	\$1,504.50
SINGER	2/26/2010	2	\$550.00	Attended Committee meeting in order to manage the cases, to provide bankruptcy law expertise and to update the Committee on motion practice.	\$1,100.00
THORN	2/26/2010	1.9	\$495.00	Attended all hands meeting in order to provide bank regulatory law expertise and assist in case administration.	\$940.50
10.2					\$6,562.50

(By way of follow-up, we asked why it was necessary for attorney Thorn to attend the meeting, in light of the fact that attorney Hall was there to provide expertise in bank regulatory law. Latham responded as follows:)

It was necessary for Ms. Hall and Mr. Thorn to each attend the meeting on February 26, 2010 because each provided specific and differentiable input to that meeting. Mr. Thorn prepared legal research and analysis as to regulatory issues in the cases and also researched precedent in the bank regulatory area. Mr. Thorn was in attendance in order to provide such information to the Committee. Ms. Hall presented legal analysis as to key regulatory issues and also fielded the regulatory law questions of the Committee members. Additionally, Ms. Hall was on hand to present and consider legal strategies for the cases, and to determine next questions for follow-up research.

N. The Initial Report noted that on March 1, 2010, attorneys Hall, Martin, Noll, Raab, Schwartz, and Singer attended a Committee pre-meeting and an all hands meeting.... Both the pre-meeting and the all hands meeting were convened to discuss and analyze tax and regulatory issues central to the cases. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

HALL	3/1/2010	1.2	\$670.00	Attended Committee pre-meeting in order to provide bank regulatory law expertise and advice to the Committee.	\$804.00
MARTIN	3/1/2010	2.2	\$550.00	Attended Committee pre-meeting to provide bankruptcy law expertise regarding the tax and regulatory issues at issue and for discussion at the meeting.	\$1,210.00
MARTIN	3/1/2010	4	\$550.00	Attended all hands meeting to provide bankruptcy law expertise regarding the tax and regulatory issues at issue and for discussion at the meeting.	\$2,200.00
NOLL	3/1/2010	4	\$755.00	Attended Committee pre-meeting and all hands meeting in order to provide tax law expertise and to provide tax support to administration of the case.	\$3,020.00
RAAB	3/1/2010	5.5	\$995.00	Prepare for and attended Committee pre-meeting and all hands meeting in order to provide tax law expertise.	\$5,472.50
SCHWARTZ	3/1/2010	2	\$885.00	Attended Committee pre-meeting in order to supervise the overall management of the case and to provide bankruptcy law expertise.	\$1,770.00
SCHWARTZ	3/1/2010	4	\$885.00	Attended all hands meeting in order to supervise the overall management of the case and to provide bankruptcy law expertise.	\$3,540.00
SINGER	3/1/2010	0.5	\$550.00	Partial attendance at Committee pre-meeting to provide bankruptcy law expertise and case administration support for overall administration of the cases.	\$275.00
		23.4			\$18,291.50

(We followed up by asking Latham to distinguish the roles of tax attorneys Raab and Noll at the

meeting and to explain why it was necessary for both to attend. Latham responded as follows:)

As exemplified by the recent litigation between the Debtors, the Committee and the FDIC, the tax law issues present in these cases are both central to the outcomes of the cases and extremely complicated. The Debtors and the Committee have been addressing, assessing and analyzing these issues since the inception of these cases. Mr. Raab, the lead partner involved in the Advanta cases, has been integral in developing global tax and litigation strategies in the face of the numerous and complex issues of these cases. Ms. Noll, the lead tax associate involved in the Advanta cases, has been integral to forming an accurate understanding of the tax documents and legal constructs that underlie these issues. Mr. Raab and Ms. Noll frequently worked together, with various parts of the Latham bankruptcy team and with the different personnel at the Debtors in order to ensure the Committee was well-represented and to ensure the Committee was apprised of all necessary information related to the tax law issues implicated in these cases. Mr. Raab and Ms. Noll consistently undertook to make sure that their efforts were not duplicative and that they covered different and necessary tasks.

O. The Initial Report noted that on March 10, 2010, attorneys Hall, Martin, Noll, Raab, Schwartz, Franek, and Singer attended, in varying degrees, a Committee pre-meeting and an all hands meeting.... The Committee pre-meeting was held to discuss tax, regulatory and litigation issues. Additionally, the all hands meeting was held with the Debtors and their professionals to discuss tax, regulatory and litigation issues. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

SINGER	3/10/2010	1	\$550.00	Attended Committee pre-meeting to provide bankruptcy law expertise, update on motion practice and case administration support for overall administration of the cases.	\$550.00
SINGER	3/10/2010	3.3	\$550.00	Partial attendance at all hands meeting to provide bankruptcy law expertise and case administration support for overall administration of the cases.	\$1,815.00

FRANEK	3/10/2010	7.8	\$645.00	Attended Committee pre-meeting and all hands meeting in order to provide litigation expertise and advice to the Committee. This time entry also includes time spent on separate meetings related to the Committee pre-meeting and following-up on issues raised during the Committee pre-meeting.	\$5,031.00
HALL	3/10/2010	0.8	\$670.00	Attended Committee pre-meeting in order to provide bank regulatory law expertise and advice to the Committee.	\$536.00
HALL	3/10/2010	2.1	\$670.00	Attended all-hands meeting in order to provide bank regulatory law expertise and advice to the Committee.	\$1,407.00
MARTIN	3/10/2010	0.5	\$550.00	Attended Committee pre-meeting to provide bankruptcy law expertise with respect to tax issues raised by tax professionals.	\$275.00
MARTIN	3/10/2010	5	\$550.00	Attended all-hands meeting to provide bankruptcy law expertise with respect to tax issues raised by tax professionals.	\$2,750.00
NOLL	3/10/2010	5.5	\$755.00	Attended Committee pre-meeting and all-hands meeting in order to provide tax law expertise to professionals and to provide tax advice support to administration of the case.	\$4,152.50
RAAB	3/10/2010	5.5	\$995.00	Attended Committee pre-meeting and all-hands meeting in order to provide tax law expertise to professionals.	\$5,472.50
SCHWARTZ	3/10/2010	4.5	\$885.00	Attended Committee pre-meeting and all-hands meeting in order to supervise the overall management of the case and to provide bankruptcy law expertise.	\$3,982.50
		36			\$25,971.50

(We followed up by asking Latham to distinguish the roles of tax attorneys Raab and Noll at the meeting and to explain why it was necessary for both to attend. Latham responded as follows:)

As exemplified by the recent litigation between the Debtors, the Committee and the FDIC, the tax law issues present in these cases are both central to the outcomes of the cases and extremely complicated. The Debtors and the Committee have been addressing, assessing and analyzing these issues since the inception of these cases. Mr. Raab, the lead partner involved in the Advanta cases, has been integral in developing global tax and litigation strategies in the face of the numerous and complex issues of these cases. Ms. Noll, the lead tax associate involved in the Advanta cases, has been integral to forming an accurate understanding of the tax documents and legal constructs that underlie these issues. Mr. Raab and Ms. Noll frequently worked together, with various parts of the Latham bankruptcy team and with the different personnel at the Debtors in order to ensure the Committee was well-represented and to ensure the Committee was apprised of all necessary

information related to the tax law issues implicated in these cases. Mr. Raab and Ms. Noll consistently undertook to make sure that their efforts were not duplicative and that they covered different and necessary tasks.

P. The Initial Report noted that on March 12, 2010, attorneys Franek, Hall, Hegt, Malione, Martin, Noll, Schwartz, and Singer participated in a Committee conference call.... This Committee meeting was held to discuss tax issues and analysis related to same as well as regulatory and litigation issues related thereto. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

FRANEK	3/12/2010	6.7	\$645.00	Attended Committee meeting in order to provide litigation expertise. This entry includes time spent on other meetings and time spent analyzing the issues to be discussed at the meeting.	\$4,321.50
HALL	3/12/2010	2	\$670.00	Attended Committee meeting in order to provide bank regulatory law expertise and advice to the Committee.	\$1,340.00
HEGT	3/12/2010	3.1	\$435.00	Attended Committee meeting in order to provide litigation support.	\$1,348.50
MALIONEK	3/12/2010	3	\$780.00	Attended Committee meeting in order to provide litigation expertise.	\$2,340.00
MARTIN	3/12/2010	2	\$550.00	Attended Committee meeting to provide bankruptcy law expertise and address bankruptcy law implications on tax issues raised by tax professionals.	\$1,100.00
NOLL	3/12/2010	2.5	\$755.00	Attended Committee meeting in order to provide tax law expertise to professionals and to provide tax advice support to administration of the case.	\$1,887.50
SCHWARTZ	3/12/2010	1.4	\$885.00	Attended Committee meeting in order to supervise the overall management of the case and to provide bankruptcy law expertise.	\$1,239.00
SINGER	3/12/2010	1.6	\$550.00	Attended Committee meeting to provide bankruptcy law expertise and case administration support for overall administration of the cases.	\$880.00
		22.3			\$14,456.50

(By way of follow-up, we asked Latham to explain why it was necessary for attorney Hegt to attend this meeting, in that attorneys Franek and Malionek were there to provide litigation expertise. Latham responded as follows:)

It was necessary for Mr. Hegt, Ms. Franek and Mr. Malionek to each attend the meeting on March 12, 2010 because each provided specific and differentiable input to that meeting. This meeting took place in the context of the Debtors preparing its 2009 tax return, a decision that would become the subject of intense and important litigation in these cases. Mr. Hegt presented extensive legal research as to certain tax issues, Ms. Franek presented legal analysis of this research and Mr. Malionek was present to consider and extend upon the legal analysis, develop theories and strategies for the cases, and to determine next questions for follow-up research. All three attorneys were integral to this important meeting and to the Committee.

Q. The Initial Report noted that on March 12, 2010, attorneys Hall, Raab, Martin, Schwartz, and Singer attended a conference call with Debtors' professionals and the total time spent was 12.2 hours, for total fees of \$9,520.00. This meeting was an all professionals call – including the Debtors' professionals, the Latham attorneys listed below and certain FTI professionals – to discuss tax, regulatory and litigation issues and analysis. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

SINGER	3/12/2010	2	\$550.00	Attended all professionals call to provide bankruptcy law expertise and case administration support for overall administration of the cases.	\$1,100.00
HALL	3/12/2010	1.6	\$670.00	Attended all professionals call in order to provide bank regulatory law expertise and advice.	\$1,072.00
MARTIN	3/12/2010	2	\$550.00	Attended all professionals call to address bankruptcy law implications on tax issues raised by tax professionals.	\$1,100.00
RAAB	3/12/2010	3.7	\$995.00	Prepared for and attended all professionals call in order to provide tax law expertise to professionals.	\$3,681.50

SCHWARTZ	3/12/2010	0.4	\$885.00	This time entry is not related to meetings in which multiple Latham attorneys were in attendance, but instead was preparation time for a Committee meeting.	\$354.00
SCHWARTZ	3/12/2010	2.5	\$885.00	Attended all professionals call in order to supervise the overall management of the case, to provide strategic case guidance and to provide bankruptcy law expertise.	\$2,212.50
		12.2			\$9,520.00

R. The Initial Report noted that on March 13, 2010, attorneys Franek, Hall, Martin, Noll, Raab, Schwartz, and Singer participated in a Committee conference call....

This Committee call was held to discuss tax, regulatory and litigation issued and analysis and related issues. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

FRANEK	3/13/2010	9.3	\$645.00	Approximately .8 hrs of this entry covers Franek's attendance at a Committee meeting in which Franek provided litigation expertise. The rest of the time relates to other activities involving the same issues, such as assessing pleadings and drafting documents.	\$5,998.50
HALL	3/13/2010	0.9	\$670.00	Attended Committee meeting in order to provide bank regulatory law expertise and advice to the Committee.	\$603.00
MARTIN	3/13/2010	0.5	\$550.00	Attended Committee meeting to address bankruptcy law implications on tax issues raised by tax professionals.	\$275.00
NOLL	3/13/2010	1	\$755.00	Attended Committee meeting in order to provide tax law expertise and to provide tax advice support to administration of the case.	\$755.00
RAAB	3/13/2010	0.5	\$995.00	Attended Committee meeting in order to provide tax law expertise.	\$497.50
SCHWARTZ	3/13/2010	0.5	\$885.00	Attended Committee meeting in order to supervise the overall management of the case and to provide bankruptcy law expertise.	\$442.50
SINGER	3/13/2010	0.7	\$550.00	Attended Committee meeting to provide bankruptcy law expertise and case administration support for overall administration of the cases.	\$385.00
		13.4			\$8,956.50

(We followed up by asking Latham to distinguish the roles of tax attorneys Raab and Noll at the meeting and to explain why it was necessary for both to attend. Latham responded as follows:)

As exemplified by the recent litigation between the Debtors, the Committee and the FDIC, the tax law issues present in these cases are both central to the outcomes of the cases and extremely complicated. The Debtors and the Committee have been addressing, assessing and analyzing these issues since the inception of these cases. Mr. Raab, the lead partner involved in the Advanta cases, has been integral in developing global tax and litigation strategies in the face of the numerous and complex issues of these cases. Ms. Noll, the lead tax associate involved in the Advanta cases, has been integral to forming an accurate understanding of the tax documents and legal constructs that underlie these issues. Mr. Raab and Ms. Noll frequently worked together, with various parts of the Latham bankruptcy team and with the different personnel at the Debtors in order to ensure the Committee was well-represented and to ensure the Committee was apprised of all necessary information related to the tax law issues implicated in these cases. Mr. Raab and Ms. Noll consistently undertook to make sure that their efforts were not duplicative and that they covered different and necessary tasks.

S. The Initial Report noted that on March 19, 2010, attorneys Franek, Hall, Martin, Noll, Raab, Schwartz, Singer, and Seider attended a Committee call and the total time spent was 7.6 hours, for total fees of \$5,561.00. The Committee call was held to update the Committee on case matters and to discuss the filings of Advanta Bank Corp. (“ABC”) relating to the Debtors’ tax election. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

FRANEK	3/19/2010	0.6	\$645.00	Attended Committee meeting in order to provide litigation expertise.	\$387.00
HALL	3/19/2010	1	\$670.00	Attended Committee meeting in order to provide bank regulatory law expertise and advice to the Committee.	\$670.00

MARTIN	3/19/2010	1.2	\$550.00	Attended Committee meeting to address bankruptcy law implications on tax issues raised by tax professionals.	\$660.00
NOLL	3/19/2010	0.5	\$755.00	Attended Committee meeting in order to provide tax law expertise and to provide tax support to administration of the case.	\$377.50
RAAB	3/19/2010	0.8	\$995.00	Attended Committee meeting in order to provide tax law expertise.	\$796.00
SCHWARTZ	3/19/2010	0.5	\$885.00	This time entry reflects time spent preparing for the Committee call held on March 19, 2010.	\$442.50
SCHWARTZ	3/19/2010	1.2	\$885.00	Attended Committee meeting in order to supervise the overall management of the case and to provide bankruptcy law expertise.	\$1,062.00
SEIDER	3/19/2010	0.4	\$990.00	Attended Committee meeting in order to provide bankruptcy law expertise.	\$396.00
SINGER	3/19/2010	1.4	\$550.00	Attended Committee meeting to provide bankruptcy law expertise and case administration support for overall administration of the cases.	\$770.00
		7.6			\$5,561.00

(We followed up by asking Latham to distinguish the roles of tax attorneys Raab and Noll at the meeting and to explain why it was necessary for both to attend. Latham responded as follows:)

As exemplified by the recent litigation between the Debtors, the Committee and the FDIC, the tax law issues present in these cases are both central to the outcomes of the cases and extremely complicated. The Debtors and the Committee have been addressing, assessing and analyzing these issues since the inception of these cases. Mr. Raab, the lead partner involved in the Advanta cases, has been integral in developing global tax and litigation strategies in the face of the numerous and complex issues of these cases. Ms. Noll, the lead tax associate involved in the Advanta cases, has been integral to forming an accurate understanding of the tax documents and legal constructs that underlie these issues. Mr. Raab and Ms. Noll frequently worked together, with various parts of the Latham bankruptcy team and with the different personnel at the Debtors in order to ensure the Committee was well-represented and to ensure the Committee was apprised of all necessary information related to the tax law issues implicated in these cases. Mr. Raab and Ms. Noll consistently undertook to make sure that their efforts were not duplicative and that they covered different and necessary tasks.

T. The Initial Report noted that on March 22, 2010, attorneys Hall, Martin, Noll,

Perkins, Schwartz, and Singer participated in a telephonic Committee meeting and the total time spent was 4.7 hours, for total fees of \$3,416.50. The Committee meeting was held to educate the Committee members on the receivership of ABC, most recent case and tax developments and to discuss Plan process and structure. The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

HALL	3/22/2010	0.7	\$670.00	Attended Committee meeting in order to provide bank regulatory law expertise and advice to the Committee.	\$469.00
MARTIN	3/22/2010	0.6	\$550.00	Attended Committee meeting to provide bankruptcy law expertise regarding the chapter 11 plan process and address bankruptcy law implications on tax issues raised by tax professionals.	\$330.00
NOLL	3/22/2010	0.5	\$755.00	Attended Committee meeting in order to provide tax law expertise.	\$377.50
PERKINS	3/22/2010	1	\$860.00	Attended Committee meeting in order to provide securities and corporate law expertise to the Committee.	\$860.00
SCHWARTZ	3/22/2010	0.5	\$885.00	This time entry reflects time spent preparing for the Committee call held on March 22, 2010.	\$442.50
SCHWARTZ	3/22/2010	0.5	\$885.00	Attended Committee meeting in order to supervise the overall management of the case and to provide bankruptcy law expertise.	\$442.50
SINGER	3/22/2010	0.9	\$550.00	Attended Committee meeting to provide bankruptcy law expertise, update on motion practice and case administration support for overall administration of the cases.	\$495.00
		4.7			\$3,416.50

U. The Initial Report noted that on March 23, 2010, attorneys Hall, Martin, Noll, Perkins, Raab, Schwartz, and Singer participated in a professionals conference call to discuss Plan process and structuring issues.... The below chart provides explanations for why it was necessary for each attorney to be present, or partially present, at this meeting.

MARTIN	3/23/2010	1.1	\$550.00	Attended Committee professionals meeting to provide bankruptcy law expertise regarding the chapter 11 plan process and address bankruptcy law implications on tax issues raised by tax professionals.	\$605.00
NOLL	3/23/2010	1.2	\$755.00	Attended Committee professionals meeting in order to provide tax law expertise to professionals and to provide tax advice support to administration of the case.	\$906.00
PERKINS	3/23/2010	1.5	\$860.00	Attended Committee professionals meeting in order to provide securities and corporate law expertise to the Committee.	\$1,290.00
RAAB	3/23/2010	1.2	\$995.00	Attended Committee professionals meeting in order to provide tax law expertise to professionals.	\$1,194.00
SCHWARTZ	3/23/2010	1.5	\$885.00	Attended Committee professionals meeting in order to supervise the overall management of the case, to provide strategic case guidance and to provide bankruptcy law expertise.	\$1,327.50
SINGER	3/23/2010	1.1	\$550.00	Attended Committee professionals meeting to provide bankruptcy law expertise and case administration support for overall administration of the cases.	\$605.00
		9.9			\$7,468.50

(We followed up by asking Latham to distinguish the roles of tax attorneys Raab and Noll at the meeting and to explain why it was necessary for both to attend. Latham responded as follows:)

As exemplified by the recent litigation between the Debtors, the Committee and the FDIC, the tax law issues present in these cases are both central to the outcomes of the cases and extremely complicated. The Debtors and the Committee have been addressing, assessing and analyzing these issues since the inception of these cases. Mr. Raab, the lead partner involved in the Advanta cases, has been integral in developing global tax and litigation strategies in the face of the numerous and complex issues of these cases. Ms. Noll, the lead tax associate involved in the Advanta cases, has been integral to forming an accurate understanding of the tax documents and legal constructs that underlie these issues. Mr. Raab and Ms. Noll frequently worked together, with various parts of the Latham bankruptcy team and with the different personnel at the Debtors in order to ensure the Committee was well-represented and to ensure the Committee was apprised of all necessary information related to the tax law issues implicated in these cases. Mr. Raab and Ms. Noll consistently undertook to make sure that their efforts were not duplicative and that they covered different and necessary tasks.

RESPONSE EXHIBIT 1

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

NAME: OFFICIAL UNSECURED CREDITORS '
NAME: EXPENSES

FOR SERVICES RENDERED DURING NOVEMBER 30, 2009, INVOICE 90615394:

COSTS AND DISBURSEMENTS:

<u>DATE</u>	<u>TYPE</u>	<u>DESCRIPTION</u>	<u>ATTY</u>	<u>VENDOR</u>	<u>AMOUNT</u>
11/25/09	DOCUMENT PREPARATION	DOCUMENT PREPARATION PRINT- OUT MULTIPLE DOCUMENTS (MULTIPLE E-MAILS)	ANN MARIE RIVETTI		18.00
		** TOTAL DOCUMENT PREPARATION			18.00

Total charges during November 30, 2009 \$ 18.00

FOR SERVICES RENDERED DURING DECEMBER 31, 2009, INVOICE 100600034:

COSTS AND DISBURSEMENTS:

<u>DATE</u>	<u>TYPE</u>	<u>DESCRIPTION</u>	<u>ATTY</u>	<u>VENDOR</u>	<u>AMOUNT</u>
12/02/09	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		2.35
12/02/09	TELEPHONE	TELEPHONE 04507 MARTIN, CATHERINE M	C M MARTIN		3.29
12/03/09	TELEPHONE	TELEPHONE 01828 GOLDBERG, ADAM J	A J GOLDBERG		7.24
12/07/09	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		1.41
12/09/09	TELEPHONE	TELEPHONE 01828 GOLDBERG, ADAM J	A J GOLDBERG		3.76
12/17/09	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		8.74
12/18/09	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		.47
12/30/09	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		1.88
12/30/09	TELEPHONE	TELEPHONE 01766 SCHWARTZ, ROGER G	R G SCHWARTZ		5.63
		** TOTAL TELEPHONE			34.77
12/06/09	LEXIS NEXIS	LEXIS NEXIS Search-- 12/06/09 bill_group:100MX7 lexis_id:HNQPSB	A M SINGER		45.00
12/07/09	LEXIS NEXIS	LEXIS NEXIS Search-- 12/07/09 bill_group:100MX7 lexis_id:HNQPSB	A M SINGER		131.40

		** TOTAL LEXIS NEXIS			176.40
12/13/09	AIRFARE & TRAINFARE - OUT OF TOWN	7681804411 12/09/09 WAS NYP WAS	M R HALL	THE LAWYERS TRAVEL SERVICE	384.00
		** TOTAL AIRFARE & TRAINFARE - O			384.00
12/09/09	MEALS - OUT OF TOWN	MEALS - OUT OF TOWN Client meetings. 12/9/09, New York, NY.	M R HALL	MELISSA R H HALL	6.00
		** TOTAL MEALS - OUT OF TOWN			6.00
12/09/09	GROUND TRANSPORTATION - OUT OF TOWN	GROUND TRANSPORTATION - OUT OF TOWN Client meetings. 12/9/09, New York, NY.	M R HALL	MELISSA R H HALL	58.50
12/02/09	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 12/1/09	A M SINGER	LATHAM & WATKINS PETTY CASH	8.00
12/07/09	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 12/7/09	A M SINGER	LATHAM & WATKINS PETTY CASH	8.25
12/07/09	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 11/23/09	A J GOLDBERG	LATHAM & WATKINS PETTY CASH	10.30
12/08/09	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 12/7/09	A M SINGER	LATHAM & WATKINS PETTY CASH	8.00
12/09/09	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH - 12/08/2009	A M SINGER	LATHAM & WATKINS PETTY CASH	8.00
12/11/09	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 12/10/09	A M SINGER	LATHAM & WATKINS PETTY CASH	6.37
12/16/09	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 12/9/09	A J GOLDBERG	LATHAM & WATKINS PETTY CASH	7.13
12/18/09	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 12/18/09	A M SINGER	LATHAM & WATKINS PETTY CASH	9.00
		** TOTAL GROUND TRANSPORTATION -			123.55
12/15/09	PHOTOCOPYING	PHOTOCOPYING 71125 CT0612160997331	A J GOLDBERG		.34
12/15/09	PHOTOCOPYING	PHOTOCOPYING 71125 CT0612160997343	A J GOLDBERG		.34

12/18/09	PHOTOCOPYING	PHOTOCOPYING 71125 CT0612190903273	A J GOLDBERG	.68
12/18/09	PHOTOCOPYING	PHOTOCOPYING 71125 CT0612190904539	A J GOLDBERG	.34
12/18/09	PHOTOCOPYING	PHOTOCOPYING 71125 CT0612190904581	A J GOLDBERG	.17
		** TOTAL PHOTOCOPYING		1.87
12/17/09	DOCUMENT PREPARATION	DOCUMENT PREPARATION PRINT- OUT DOCUMENTS	ANN MARIE RIVETTI	18.00
		** TOTAL DOCUMENT PREPARATION		18.00

Total charges during December 31, 2009 \$ 744.59

FOR SERVICES RENDERED DURING JANUARY 31, 2010, INVOICE 10061197:

COSTS AND DISBURSEMENTS:

<u>DATE</u>	<u>TYPE</u>	<u>DESCRIPTION</u>	<u>ATTY</u>	<u>VENDOR</u>	<u>AMOUNT</u>
01/11/10	TELEPHONE	TELEPHONE 01828 GOLDBERG, ADAM J	A J GOLDBERG		7.04
01/11/10	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		3.29
01/14/10	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		4.70
01/22/10	TELEPHONE	TELEPHONE 01828 GOLDBERG, ADAM J	A J GOLDBERG		1.88
01/25/10	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		.94
01/26/10	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		2.82
01/27/10	TELEPHONE	TELEPHONE 01828 GOLDBERG, ADAM J	A J GOLDBERG		13.62
		** TOTAL TELEPHONE			34.29
01/19/10	LEXIS NEXIS	LEXIS NEXIS Search-- 01/19/10 bill_group:100MX7 lexis_id:HNQPSB	A M SINGER		589.50
01/25/10	LEXIS NEXIS	LEXIS NEXIS Search-- 01/25/10 bill_group:100MX7 lexis_id:SNNNNP	E GORODETSKY		235.80
		** TOTAL LEXIS NEXIS			825.30
12/07/09	MEAL SERVICES	MEAL SERVICES	A M SINGER		22.30
12/08/09	MEAL SERVICES	MEAL SERVICES	A M SINGER		23.53
12/10/09	MEAL SERVICES	MEAL SERVICES	A M SINGER		21.31
12/15/09	MEAL SERVICES	MEAL SERVICES	A M SINGER		11.77
12/17/09	MEAL SERVICES	MEAL SERVICES	A M SINGER		15.76
12/18/09	MEAL SERVICES	MEAL SERVICES	A M SINGER		103.29
				Note: Internal Latham working lunch, 6 attendees, which took place in New York.	
12/18/09	MEAL SERVICES	MEAL SERVICES	A M SINGER		12.67
01/12/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		11.36
01/13/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		10.76
01/13/10	MEAL SERVICES	MEAL SERVICES	L S GASKILL		14.83

01/15/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		18.80
01/19/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		18.22
01/24/10	MEAL SERVICES	MEAL SERVICES	M C FRANEK		26.00
01/26/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		9.40
01/27/10	MEAL SERVICES	MEAL SERVICES	D R ATKINSON		729.26
				Note: working lunch with Debtors, Debtors' Counsel, Debtors' Financial Advisors, the Committee, Committee Counsel and the Committee's Financial Advisors. 30 attendees in New York.	
		** TOTAL MEAL SERVICES			1049.26
12/01/09	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 11/24/2009	C M MARTIN	AT&T TELECONFERENCE SERVICES	9.66
01/01/10	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 12/7/2009-12/18/2009	A J GOLDBERG	AT&T TELECONFERENCE SERVICES	31.00
01/01/10	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 12/18/2009	A M SINGER	AT&T TELECONFERENCE SERVICES	.70
01/01/10	TELEPHONE	TELEPHONE - - AT&T TELECONFERENCE SERVICES 12/8/2009	C M MARTIN	AT&T TELECONFERENCE SERVICES	2.82
		** TOTAL TELEPHONE			44.18
01/28/10	MEALS - OUT OF TOWN	MEALS - OUT OF TOWN Client meetings. 1/28/10, NYC.	M R HALL	MELISSA R H HALL	6.49
		** TOTAL MEALS - OUT OF TOWN			6.49
01/28/10	GROUND TRANSPORTATION - OUT OF TOWN	GROUND TRANSPORTATION - OUT OF TOWN Client meetings. 1/28/10, NYC.	M R HALL	MELISSA R H HALL	57.25
01/12/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 1/5/10	A M SINGER	LATHAM & WATKINS PETTY CASH	9.00
01/12/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - VITAL TRANSPORTATION INC. 1/7/2010	D S RAAB	VITAL TRANSPORTATION INC. Car Service, approximately 20 miles to Westchester from New York, NY. Taxi service not available to destination.	100.59
01/14/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 1/13/10	L S GASKILL	LATHAM & WATKINS PETTY CASH	20.52
01/14/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 1/13/10	A M SINGER	LATHAM & WATKINS PETTY CASH	9.00
01/19/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 1/15/10	A M SINGER	LATHAM & WATKINS PETTY CASH	13.32
01/19/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM &	A M SINGER	LATHAM & WATKINS PETTY CASH	7.00

01/20/10	GROUND TRANSPORTATION - LOCAL	WATKINS PETTY CASH ON 1/14/10 GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 1/19/10	A M SINGER	LATHAM & WATKINS PETTY CASH	9.00
01/21/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH on 1/18/10	M C FRANEK	LATHAM & WATKINS PETTY CASH	13.40
01/21/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH on 1/14/10	A J GOLDBERG	LATHAM & WATKINS PETTY CASH	11.00
01/25/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 1/20/10	A M SINGER	LATHAM & WATKINS PETTY CASH	7.00
01/31/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL - - LATHAM & WATKINS PETTY CASH ON 1/29/10	A J GOLDBERG	LATHAM & WATKINS PETTY CASH	14.50
		** TOTAL GROUND TRANSPORTATION -			271.58
01/15/10	PHOTOCOPYING	PHOTOCOPYING 04365 CT0601161044747	M C FRANEK		43.35
01/22/10	PHOTOCOPYING	PHOTOCOPYING 17237 CT0601231053433	L S GASKILL		2.04
01/26/10	PHOTOCOPYING	PHOTOCOPYING 71423 CT0601271057989	A M SINGER		13.94
		** TOTAL PHOTOCOPYING			59.33
12/28/09	POSTAGE	POSTAGE	A M SINGER		5.54
		** TOTAL POSTAGE			5.54
01/06/10	OTHER DATABASE RESEARCH	OTHER DATABASE RESEARCH - PACER SERVICES 10/1/2009- 12/31/2009	S CHALEN		207.50
		** TOTAL OTHER DATABASE RESEARCH			207.50
01/12/10	GLOBAL DOCUMENT SUPPORT	GLOBAL DOCUMENT SUPPORT A. SINGER/REVISE/JOB 47589	N F FRANCISCO		30.00
01/12/10	GLOBAL DOCUMENT SUPPORT	GLOBAL DOCUMENT SUPPORT 47589 - A. SINGER - PC'S - NY\1608104.1	TEMP. 06 DOC SUPPORT CNTR		18.00
01/14/10	GLOBAL DOCUMENT SUPPORT	GLOBAL DOCUMENT SUPPORT AARON SINGER: PROOFREAD DOCUMENT NY 1608920	J E RODGERS		48.00
01/14/10	GLOBAL DOCUMENT SUPPORT	GLOBAL DOCUMENT SUPPORT DOCUMENT SUPPORT FOR A. SINGER (NY); REVISIONS	W L CHIU		126.00

Total charges during January 31, 2010

\$2,725.47

FOR SERVICES RENDERED DURING FEBRUARY 28, 2010, INVOICE 100602495:

COSTS AND DISBURSEMENTS:

<u>DATE</u>	<u>TYPE</u>	<u>DESCRIPTION</u>	<u>ATTY</u>	<u>VENDOR</u>	<u>AMOUNT</u>
01/12/10	TELEPHONE	TELEPHONE 04507 MARTIN, CATHERINE M	C M MARTIN		.47
01/26/10	TELEPHONE	TELEPHONE 05157 KIRCHOFF, WILLIAM	W KIRCHOFF		.94
02/04/10	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		8.46
02/09/10	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		2.82
02/10/10	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		2.35
02/17/10	TELEPHONE	TELEPHONE 04507 MARTIN, CATHERINE M	C M MARTIN		.47
02/19/10	TELEPHONE	TELEPHONE 04527 SINGER, AARON M	A M SINGER		2.35
		** TOTAL TELEPHONE			17.86
02/02/10	LEXIS NEXIS	LEXIS NEXIS Search-- 02/02/10 bill_group:100MX7 lexis_id:HNQPSB	A M SINGER		231.30
02/17/10	LEXIS NEXIS	LEXIS NEXIS Search-- 02/17/10 bill_group:100197 lexis_id:GPD0SK	E R THORN		11.25
02/19/10	LEXIS NEXIS	LEXIS NEXIS Search-- 02/19/10 bill_group:104PFR lexis_id:SCF894	J M MCPARTLIN		414.75
		** TOTAL LEXIS NEXIS			657.30
01/22/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 01/22/10 grp:1000073842 westlaw_id5020448	W KIRCHOFF		7.20
01/29/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 01/29/10 grp:1000073842 westlaw_id5020448	W KIRCHOFF		2.70
01/29/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 01/29/10 grp:1000073842 westlaw_id6697635	S A TOMKOWIAK		331.88
02/05/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 02/05/10 grp:1000073842 westlaw_id5020448	W KIRCHOFF		2.70
02/08/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 02/08/10 grp:1000427646 westlaw_id6229006	C M MARTIN		65.70
02/12/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 02/12/10 grp:1000073842	W KIRCHOFF		2.70

02/19/10	WESTLAW (WEST PUBLISHING)	westlaw_id5020448 WESTLAW (WEST PUBLISHING) Search-- 02/19/10	W KIRCHOFF		7.20
02/22/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 02/22/10 grp:1000427646 westlaw_id5877699	M C FRANEK		74.00
02/22/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 02/22/10 grp:1000427646 westlaw_id6229006	C M MARTIN		171.90
02/22/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 02/22/10 grp:1000427646 westlaw_id7195713	J C HEGT		1,047.83
02/24/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 02/24/10 grp:1000427646 westlaw_id7195713	J C HEGT		384.75
02/26/10	WESTLAW (WEST PUBLISHING)	WESTLAW (WEST PUBLISHING) Search-- 02/26/10 grp:1000073842 westlaw_id5020448	W KIRCHOFF		7.20
		** TOTAL WESTLAW (WEST PUBLISHIN			2,105.76
01/16/10	MEAL SERVICES	MEAL SERVICES	M C FRANEK		25.85
01/18/10	MEAL SERVICES	MEAL SERVICES	M C FRANEK		17.51
01/18/10	MEAL SERVICES	MEAL SERVICES	M C FRANEK		25.97
02/03/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		18.80
02/04/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		21.52
02/05/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		18.45
02/09/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		22.14
02/16/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		18.80
02/17/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		18.80
02/18/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		13.15
02/25/10	MEAL SERVICES	MEAL SERVICES	A M SINGER		9.40
		** TOTAL MEAL SERVICES			210.39
01/01/10	TELEPHONE	TELEPHONE -- AT&T TELECONFERENCE SERVICES' DECEMBER 2009 TELECONFERENCE CALL	M R HALL	AT&T TELECONFERENCE SERVICES	2.91
02/01/10	TELEPHONE	TELEPHONE -- AT&T TELECONFERENCE SERVICES 1/25/2010	J F NOLL	AT&T TELECONFERENCE SERVICES	11.00
02/01/10	TELEPHONE	TELEPHONE -- AT&T TELECONFERENCE SERVICES 1/12/2010	M A SEIDER	AT&T TELECONFERENCE SERVICES	3.01
02/01/10	TELEPHONE	TELEPHONE -- AT&T TELECONFERENCE SERVICES 1/14/2010	M A SEIDER	AT&T TELECONFERENCE SERVICES	2.99
02/01/10	TELEPHONE	TELEPHONE -- AT&T TELECONFERENCE SERVICES 1/4/2010- 1/29/2010	A J GOLDBERG	AT&T TELECONFERENCE SERVICES	151.95
02/01/10	TELEPHONE	TELEPHONE -- AT&T TELECONFERENCE SERVICES 1/20/2010- 1/27/2010	A M SINGER	AT&T TELECONFERENCE SERVICES	5.70
02/01/10	TELEPHONE	TELEPHONE -- AT&T TELECONFERENCE SERVICES 1/7/2010	D S RAAB	AT&T TELECONFERENCE SERVICES	11.30
		** TOTAL TELEPHONE			188.86

02/03/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL LATE NIGHT/WEEKEND CLIENT WORK/TAXIS/MEALS	A J GOLDBERG	ADAM J GOLDBERG	33.78
02/04/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL -- LATHAM & WATKINS PETTY CASH ON 2/3/10	A M SINGER	LATHAM & WATKINS PETTY CASH	8.00
02/05/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL -- LATHAM & WATKINS PETTY CASH on 1/19/10	M A SEIDER	LATHAM & WATKINS PETTY CASH	20.69
02/08/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL -- LATHAM & WATKINS PETTY CASH ON 2/4-5/10	A M SINGER	LATHAM & WATKINS PETTY CASH	17.48
02/10/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL -- LATHAM & WATKINS PETTY CASH ON 2/9/10	C M MARTIN	LATHAM & WATKINS PETTY CASH	9.48
02/18/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL -- LATHAM & WATKINS PETTY CASH ON 2/16/10	A M SINGER	LATHAM & WATKINS PETTY CASH	9.00
02/24/10	GROUND TRANSPORTATION - LOCAL	GROUND TRANSPORTATION - LOCAL -- LATHAM & WATKINS PETTY CASH 2/23/10	D S RAAB	LATHAM & WATKINS PETTY CASH	9.00
		** TOTAL GROUND TRANSPORTATION -			107.43
01/15/10	PHOTOCOPYING	PHOTOCOPYING 71553 CT0301161043095	C D BLICKLEY		97.24
02/19/10	PHOTOCOPYING	PHOTOCOPYING 04365 CT0602201001207	M C FRANEK		171.53
		** TOTAL PHOTOCOPYING			268.77
01/26/10	BINDING	BINDING - 01/26/2010	L S GASKILL		32.00
		** TOTAL BINDING			32.00
02/08/10	DOCUMENT PREPARATION	DOCUMENT PREPARATION PRINT- OUT MULTIPLE DOCUMENTS	ANN MARIE RIVETTI		12.00
		** TOTAL DOCUMENT PREPARATION			12.00
02/12/10	GLOBAL DOCUMENT SUPPORT	GLOBAL DOCUMENT SUPPORT DOCUMENT SUPPORT FOR C. MARTIN (NY); SLUG	E L BAILEY		36.00
02/12/10	GLOBAL DOCUMENT SUPPORT	GLOBAL DOCUMENT SUPPORT DOCUMENT SUPPORT FOR C. MARTIN (NY); CREATE NEW	NY TEMP. 02 DOC SUPPORT CNTR		60.00
02/16/10	GLOBAL DOCUMENT	GLOBAL DOCUMENT SUPPORT	RICHARD D LANE		60.00

	SUPPORT	CMARTIN/PROOF AND PC'S TO NY 1618851 (48742)		
02/16/10	GLOBAL DOCUMENT SUPPORT	GLOBAL DOCUMENT SUPPORT C MARTIN (NY) (48742) CONVERT PDF TO WORD	C P ZUCKER	102.00
		** TOTAL GLOBAL DOCUMENT SUPPORT		258.00
Total charges during February 28, 2010				\$3,858.37