# UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

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In re:	) Chapter 11
ADVANTA CORP., et al.,1	) Case No. 09- 13931 (KJC)
Debtors.	) (Jointly Administered)
	)

TENTH MONTHLY FEE STATEMENT OF ALVAREZ & MARSAL NORTH AMERICA, LLC IN THEIR CAPACITY AS FINANCIAL ADVISORS TO THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD SEPTEMBER 1, 2010 THROUGH SEPTEMBER 30, 2010

Alvarez & Marsal North America, LLC
Debtors and Debtors-in-Possession
December 17, 2009 Nunc pro Tunc to Petition Date
September 1, 2010 through September 30, 2010
\$ 163,745.00
\$ 4,325.02
\$ 221,449.34
final application.

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0786), Advanta Credit Card Receivables Corp (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Information regarding the Debtors' businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009, the date the majority of Debtors filed their petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp., Ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases. The debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors' cases are being jointed administered pursuant to Rule 10159(b) of the Federal Rules of Bankruptcy Procedure.

# Requested Payment Amount:

Fees at 80% \$130,996.00

Expenses at 100% \$ 4,325.02

Total: \$135,321.02

Prior Applications							
Date & Docket No.	Filing Period	Requested Fees	Requested Expenses	CNO Date & Docket No.	Approved Fees	Approved Expenses	Unapprove d Holdback
2/1/10 [227]	11/9/09 through 12/31/09	\$354,725.50	\$15,337.15	2/24/10 [287]	\$283,780.40	\$15,337.15	\$70,945.10
3/15/10 [338]	1/1/10 through 1/31/10 2/1/10	\$292,362.50	\$6,017.66	4/7/10 [402]	\$233,890.00	\$6,017.66	\$58,472.50
4/26/10 [444]	2/1/10 through 2/28/10 3/1/10	\$255,967.50	\$840.27	5/19/10 [535]	\$204,774.00	\$840.27	\$51,193.50
5/13/10 [508]	through 3/31/10 4/1/10	\$278,095.50	\$2,824.71	6/7/10 [593]	\$224,476.40	\$2,824.71	\$55,619.10
6/10/10 [508]	through 4/30/10 5/1/10	\$225,602.50	\$7,655.88	7/7/10 [649]	\$180,482.00	\$7,655.88	\$45,120.50
7/22/10 [670]	through 5/31/10 6/1/10	\$234,259.50	\$3,524.26	8/16/10 [734]	\$187,407.60	\$3,524.26	\$46,851.90
8/20/10 [741]	through 6/30/10 7/1/10	\$235,070.50	\$4,608.21	9/13/10 [790]	\$188,056.40	\$4,608.21	\$47,014.10
9/2/10 [766]	through 7/31/10 8/1/10	\$161,127.50	\$2,593.67	9/24/10 [825]	\$128,902.00	\$2,593.67	\$32,225.50
9/29/10 [832] <b>Totals</b>	through 8/31/10	\$223,917.00 <b>\$2,261,128.00</b>	\$5,411.69 <b>\$48,813.50</b>	Obj due 10/19/10	Pending <b>\$1,631,768.80</b>	Pending <b>\$40,401.81</b>	Pending <b>\$407,442.20</b>

## **ATTACHMENT TO MONTHLY FEE APPLICATION**

#### SEPTEMBER 1, 2010 THROUGH SEPTEMBER 30, 2010

#### SUMMARY OF TIME & FEES BY PROFESSIONAL

Andrew Sagat         Director         \$500         148.1         \$74           Michael Eisenberg         Associate         \$400         178.2         \$71	ack)
Michael Eisenberg Associate \$400 178.2 \$71	285.00
	050.00
Doug Lewandowski Consultant \$375 20.4 \$7	280.00
	650.00
Mary Napoliello Paraprofessional \$200 10.9 \$2	180.00
Total 369.6 <u>\$163</u>	745.00

Blended Rate \$442.63

#### SUMMARY OF TIME & FEES BY MATTER CODE

Matter Code	Description	Total Hours	Total Fees Requested	
Bankruptcy Reporting	Preparation or review of financial related disclosures required by the Court, including the MOR and Form 26.	1.4	\$640.00	
Bankruptcy Support	Advise and assist the company on matters concerning operating the business under Chapter 11.	3.6	\$1,760.00	
Business Planning/Operations  Advise and assist the company with the planning, development, evaluation and implementation of the company's strategic, business and operating plans.		6.5	\$3,070.00	
Cash Management			\$900.00	
Chapter 11 Plan  Assist the Debtors with supporting and seeking approval of the Plan of Reorganization and Disclosure Statement, overall restructuring actions, case management, identification and evaluation of strategic initiatives and meetings to discuss overall reorganization plan.		248.2	\$111,702.50	
Claims Assist the company with the review and analysis of claims filed against the Debtors.		36.8	\$15,180.00	
Coordination & Coordinate and fulfill information requests, prepare for and attend meetings and participate in negotiations with Stakeholders the prepetition lenders, other interested parties and their advisors.		14.0	\$6,480.00	
Fee Applications	Preparation of monthly and interim fee applications in accordance with court guidelines.		\$6,812.50	
Restructuring Actions	Assist the Debtors with overall restructuring actions, including the sale or disposition of assets, and identification and evaluation of strategic initiatives.		\$4,830.00	
Travel Time	Billable travel time (reflects 50% of time incurred).	27.5	\$12,370.00	
	Total	<u>369.6</u>	<u>\$163,745.00</u>	
	Blended Rate \$443.03			

#### SUMMARY OF EXPENSES BY CATEGORY

Expense Category	Service Provider (if applicable)	<b>Expense Amount</b>
Lodging	Various	\$2,052.82
Meals	Various	\$151.46
Miscellaneous	Various	\$58.64
Transportation	Various	<u>\$2,062.10</u>
Total		\$4,325.02

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

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

# UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

	)
In re:	) Chapter 11
ADVANTA CORP., et al.,1	) Case No. 09- 13931 (KJC)
Debtors.	) (Jointly Administered)
	)
	)

TENTH MONTHLY FEE STATEMENT OF ALVAREZ & MARSAL NORTH AMERICA, LLC IN ITS CAPACITY AS FINANCIAL ADVISORS TO THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD SEPTEMBER 1, 2010 THROUGH SEPTEMBER 30, 2010

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

#### A. BACKGROUND

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

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantanis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0786), Advanta Credit Card Receivables Corp (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Information regarding the Debtors' businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009, the date the majority of Debtors filed their petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp., Ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases. The debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors' cases are being jointed administered pursuant to Rule 10159(b) of the Federal Rules of Bankruptcy Procedure.

- 2. Pursuant to an order entered on December 3, 2009, the employment of Applicant as financial advisors to the Debtors was authorized effective as of November 8, 2009.
- 3. Applicant has rendered services on behalf of the Debtors from September 1, 2010 through September 30, 2010 (the "Application Period") totaling 369.6 hours, and in connection therewith requests allowance of monthly compensation in the amount of \$163,745.00, and reimbursement of expenses in the amount of \$4,325.02.
- 4. The Debtors to date have paid Applicant \$1,675,170.61 for services rendered and expenses incurred from the commencement of this case through August 31, 2010. Applicant is holding an unapplied retainer in the amount of \$221,449.34.
- 5. Applicant maintains contemporaneous records of the time expended for the professional services and expenses related thereto performed in connection with these Chapter 11 cases and such records are maintained in the ordinary course of its business. These records provide a detailed description of the services rendered and expenses incurred during the period for which this Application is being made. Applicant's time records in the sum of \$163,745.00 regarding the Chapter 11 proceedings are annexed hereto as Exhibit D.

# B. DESCRIPTION OF SERVICES AND EXPENSES AND RELIEF REQUESTED

- 6. Applicant's services on behalf of the Debtors are described in detail in <a href="Exhibit D">Exhibit D</a>. In general, Applicant assisted the Debtors in bankruptcy matters, business planning and other related business activities, and also represented the Debtors in meetings with creditors, advisors, and others.
- 7. To assist the Court in its review of the fees sought by Applicant, Applicant has separated its time entries in Exhibit D into the following categories:
- a. <u>Bankruptcy Reporting</u>. This category includes time advising and assisting the company on matters with the preparation or review of financial related disclosures

required by the Court, including the MOR. The total fees sought under this category for the period September 1, 2010 through September 30, 2010 are \$640.00 (1.4 hours).

- b. <u>Bankruptcy Support</u>. This category contains time advising and assisting the company on matters concerning operating the business under Chapter 11. During the Application Period, the Applicant reviewed motions and participated in various calls and meetings with the Debtors and counsel regarding the Debtor's case status and planning. The total fees sought under this category for the period September 1, 2010 through September 30, 2010 are \$1,760.00 (3.6 hours).
- advising and assisting the company with the planning, development and implementation of the Company's business and liquidation forecasts. During the Application Period, the Applicant assisted in the preparation of the monthly cash forecast and related support schedules and assisted with other miscellaneous matters. The Applicant also participated in meetings and conference calls to review the monthly forecast with the Debtors. The total fees sought under this category for the period September 1, 2010 through September 30, 2010 are \$3,070.00 (6.5 hours).
- d. <u>Cash Management</u>. This category includes time spent assisting the Debtors with preparation of cash flow forecasts and budget vs. actual reporting on cash results, and addressing treasury management issues. During the Application Period, the Applicant assisted the Debtors in reviewing the 13-week cash flow forecast and variances, and participated in weekly meetings with Debtor employees and management to review the weekly cash forecast. The total fees sought under this category for the period September 1, 2010 through September 30, 2010 are \$900.00 (2.0 hours).
- e. <u>Chapter 11 Plan</u>. This category includes time assisting the Debtors with preparing the Chapter 11 Plan and Disclosure Statement. During the Application period,

the Applicant prepared, updated and analyzed a liquidation recovery model which includes the treatment of inter-company balances, 3<sup>rd</sup> party claims, recoverable assets to the Debtors and a forecast of wind-down activity. In addition, the Applicant prepared, analyzed and reviewed an initial distribution analysis, a best interests analysis, a minimum claim amount analysis and a convenience claim analysis and had conference calls with the Debtors and counsel to discuss the Chapter 11 Plan and Disclosure Statement. In addition, the Applicant compiled, reviewed and discussed information requests on various topics relating to the Debtor's Chapter 11 Plan and Disclosure Statement. The total fees sought under this category for the period September 1, 2010 through September 30, 2010 are \$111,702.50 (248.2 hours).

- f. Claims. This category includes time spent assisting the Debtors with the claims review process. During the Application Period, the Applicant assisted the Debtors in the review, analysis and classification of filed claims, including type, entity, priority level, and amount of claim. In addition, the Applicant reviewed and prepared a weekly claim data summary and tracking database detailing all reconciled claims, claims subject to further review, and claims subject to objection and prepared Omnibus, substantive, and non-substantive objections for disputed claims. The Applicant assisted the Debtors in reviewing and analyzing newly filed claims, retail note claims, employee severance claims and other claims. The Applicant also reviewed and prepared an annuity claim analysis and participated in various meetings and conference calls regarding the claims process. The total fees sought under this category for the period September 1, 2010 through September 30, 2010 are \$15,180.00 (36.8 hours).
- g. <u>Coordination and Communication With Stakeholders.</u> This category includes time coordinating and fulfilling information requests and preparing for discussions with the Official Committee of Unsecured Creditors (the "UCC") and its advisors.

  During the Application Period, the Applicant participated in conference calls with the advisors to

the UCC to discuss the draft Disclosure Statement and Chapter 11 Plan and other miscellaneous topics. The total fees for the period September 1, 2010 through September 30, 2010 are \$6,480.00 (14.0 hours).

- h. <u>Fee Application</u>. This category includes time preparing monthly fee statements in compliance with court guidelines. During the Application Period, the Applicant prepared and reviewed a fee statement. The total fees sought under this category for the period September 1, 2010 through September 30, 2010 are \$6,812.50 (19.7 hours).
- i. Restructuring Actions. This category includes time assisting the Debtors with overall restructuring actions, including the sale or disposition of assets and identification and evaluation of strategic alternatives. During the Application Period, the Applicant advised the Debtors with regards to recovering value from an employee insurance program, sale of an insurance company and other corporate assets. In addition, the Applicant participated in weekly meetings and conference calls regarding the status of all the Debtor's asset sales. The total fees sought under this category for the period September 1, 2010 through September 30, 2010 are \$4,830.00 (9.9 hours).
- j. <u>Travel</u>. This category contains non-working travel time on behalf of the Debtor. This time was billed at ½ the time incurred. The total fees sought under this category for the period September 1, 2010 through September 30, 2010 are \$12,370.00 (27.5 hours).

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

8. Applicant believes that the post-petition services rendered during the period September 1, 2010 through September 30, 2010 on behalf of the Debtors are reasonably

worth the sum of \$163,745.00, and Applicant requests the allowance of such sum. The blended hourly rate for all services post-petition rendered by Applicant is \$443.03.

- 9. Applicant further requests reimbursement of costs expended on behalf of the Debtors for the period September 1, 2010 through September 30, 2010 in connection with these Chapter 11 proceedings in the sum of \$4,325.02 as set forth in the summary attached as <a href="Exhibit E">Exhibit E</a>. The detailed expense items incurred by professional is attached and outlined as Exhibit F.
- 10. The expenses incurred by Applicant may include wireless and long distance telephone calls, over-night delivery, travel expenses, local messenger service, meals, postage and duplicating charges, all of which Applicant normally bills to its non-bankruptcy clients at rates calculated to compensate Applicant for only the actual cost of the expense. Applicant does not charge for facsimiles.
- 11. Applicant has reviewed the requirements of Del.Bankr.LR 2016-2 and believes that this Application complies with the requirements of the same.

WHEREFORE, Applicant prays this Court enter an Order allowing Applicant monthly compensation in the sum of \$163,745.00 and reimbursement of costs expended September 1, 2010 through September 30, 2010 in the sum of \$4,325.02, directing prompt payment of the same by the Debtors to the extent not previously paid, approval to draw down the unapplied retainer, and granting such other and further relief as may be just.

Dated: October 15, 2010 New York, NY Respectfully submitted,

ALVAREZ & MARSAL NORTH AMERICA, LLC

/s/ Joseph A. Bondi Joseph A. Bondi 600 Lexington Avenue 6th Floor New York, NY 10022

Telephone: 646.495.3600 Facsimile: 212.759.5532 jbondi@alvarezandmarsal.com

Financial Advisors for the Debtors and Debtors-in-Possession

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

#### **NOTICE OF FEE APPLICATION**

PLEASE TAKE NOTICE that Alvarez & Marsal North America, LLC (the "Applicant") has today filed the attached Tenth Monthly Fee Statement of Alvarez & Marsal North America, LLC in Their Capacity as Financial Advisors to the Debtors and Debtors-in-Possession, for Compensation and Reimbursement of Expenses Incurred for the Period September 1, 2010 through September 30, 2010 (the "Application") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court").

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

<sup>&</sup>lt;sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantanis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BE Corp. (8960), ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328).

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

PLEASE TAKE FURTHER NOTICE that if a response or objection to the Application is timely filed, served and received in accordance with this notice and the Administrative Order, and such objection cannot be resolved, a hearing on the Application and such objection will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the Administrative Order and the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Administrative Order, if no objection is filed by the Objection Deadline, the Applicant will be paid 80 percent of the fees and 100 percent of expenses requested in the Application and, if an objection is filed by the Objection Deadline, the Applicant will be paid 80 percent of the fees and 100 percent of the expenses not subject to such objection, each without the need for further order of the Bankruptcy Court.

Dated: October 15, 2010 Wilmington, Delaware Respectfully submitted,

Mark D. Collins (No. 2981)

Paul N. Heath (No. 3704)

Chun I. Jang (No. 4790)

Zachary I. Shapiro (No. 5103)

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ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION

Task Description		Sum of Hours	Sum of Fees
Bankruptcy Reporting		1.4	\$640.00
Bankruptcy Support		3.6	\$1,760.00
Business Planning / Operations		6.5	\$3,070.00
Cash Management		2.0	\$900.00
Chapter 11 Plan		248.2	\$111,702.50
Claims		36.8	\$15,180.00
Coordination & Communication with Stakeholders		14.0	\$6,480.00
Fee Applications		19.7	\$6,812.50
Restructuring Actions		9.9	\$4,830.00
Travel Time		27.5	\$12,370.00
	Total	369.6	\$163,745.00

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Joseph Bondi	Managing Director	\$775.00	9.4	\$7,285.00
Andrew Sagat	Director	\$500.00	150.7	\$75,350.00
Michael Eisenberg	Associate	\$400.00	178.2	\$71,280.00
Doug Lewandowski	Consultant	\$375.00	20.4	\$7,650.00
Mary Napoliello	Paraprofessional	\$200.00	10.9	\$2,180.00
		Total	369.6	\$163,745.00

#### **Bankruptcy Reporting**

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

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Andrew Sagat	Director	\$500	0.8	\$400.00
Michael Eisenberg	Associate	\$400	0.6	\$240.00
			1.4	\$640.00
	Averag	ge Billing Rate		\$457.14

**Bankruptcy Support** 

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

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Andrew Sagat	Director	\$500	3.2	\$1,600.00
Michael Eisenberg	Associate	\$400	0.4	\$160.00
			3.6	\$1,760.00
	Averag	ge Billing Rate		\$488.89

**Business Planning / Operations** 

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

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Andrew Sagat	Director	\$500	4.7	\$2,350.00
Michael Eisenberg	Associate	\$400	1.8	\$720.00
			6.5	\$3,070.00
	Averag	ge Billing Rate		\$472.31

#### **Cash Management**

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

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Andrew Sagat	Director	\$500	1.0	\$500.00
Michael Eisenberg	Associate	\$400	1.0	\$400.00
			2.0	\$900.00
	Averag	ge Billing Rate		\$450.00

#### Chapter 11 Plan

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

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Joseph Bondi	Managing Director	\$775	7.1	\$5,502.50
Andrew Sagat	Director	\$500	97.6	\$48,800.00
Michael Eisenberg	Associate	\$400	143.5	\$57,400.00
			248.2	\$111,702.50
	Average	Billing Rate		\$450.05

Claims

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

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Andrew Sagat	Director	\$500	9.7	\$4,850.00
Doug Lewandowski	Consultant	\$375	20.4	\$7,650.00
Michael Eisenberg	Associate	\$400	6.7	\$2,680.00
			36.8	\$15,180.00
	Averag	ge Billing Rate	·	\$412.50

Coordination & Communication with Stakeholders

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

Position	Billing Rate	Sum of Hours	Sum of Fees
Director	\$500	8.8	\$4,400.00
Associate	\$400	5.2	\$2,080.00
		14.0	\$6,480.00
Averag	ge Billing Rate		\$462.86
	Director Associate	Director \$500	Director \$500 8.8  Associate \$400 5.2

**Fee Applications** 

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

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Joseph Bondi	Managing Director	\$775	2.3	\$1,782.50
Andrew Sagat	Director	\$500	2.5	\$1,250.00
Michael Eisenberg	Associate	\$400	4.0	\$1,600.00
Mary Napoliello	Paraprofessional	\$200	10.9	\$2,180.00
			19.7	\$6,812.50
	Average	Billing Rate		\$345.81

#### **Restructuring Actions**

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

Position	Billing Rate	Sum of Hours	Sum of Fees
Director	\$500	8.7	\$4,350.00
Associate	\$400	1.2	\$480.00
		9.9	\$4,830.00
Averag	ge Billing Rate		\$487.88
	Director Associate	Director \$500	Director \$500 8.7  Associate \$400 1.2  9.9

**Travel Time** 

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

Professional	Position	Billing Rate	Sum of Hours	Sum of Fees
Andrew Sagat	Director	\$500	13.7	\$6,850.00
Michael Eisenberg	Associate	\$400	13.8	\$5,520.00
			27.5	\$12,370.00
	Averag	ge Billing Rate		\$449.82

#### **Bankruptcy Reporting**

Professional	Date	Hours	Activity
Andrew Sagat	9/21/2010	0.5	Review of MOR draft.
Michael Eisenberg	9/21/2010	0.6	Review of MOR draft.
Andrew Sagat	9/22/2010	0.3	Prepare for and participate in MOR review meeting.
Subtotal		1.4	

#### **Bankruptcy Support**

Professional	Date	Hours	Activity
Andrew Sagat	9/7/2010	1.0	Review of mail machines rejection motion and discussions with FTI and Advanta.
Andrew Sagat	9/10/2010	0.7	Review of de minimis asset sale letter and discuss with FTI and Advanta.
Andrew Sagat	9/16/2010	0.4	Prepare for and participate in weekly update call.
Michael Eisenberg	9/16/2010	0.4	Prepare for and participate in weekly update call.
Andrew Sagat	9/21/2010	0.6	Review of de minimis asset sale diligence questions and responses.
Andrew Sagat	9/22/2010	0.5	Review of draft receivable servicing agreement motion.
Subtotal		3.6	

#### **Business Planning / Operations**

Professional	Date	Hours	Activity
Andrew Sagat	9/2/2010	0.5	Review of proposed monthly forecast package alternative.
Andrew Sagat	9/2/2010	0.3	Prepare for and participate in meeting with E. Stone (Advanta) re: Cardworks documents and timing.
Andrew Sagat	9/9/2010	0.4	Review of initial draft of 9/15 monthly forecast.
Michael Eisenberg	9/9/2010	0.5	Review of initial draft of 9/15 monthly forecast.
Andrew Sagat	9/10/2010	0.5	Review of CWS servicing forecast.
Andrew Sagat	9/13/2010	1.5	Review of draft September monthly forecast.
Andrew Sagat	9/14/2010	1.0	Review of monthly forecast materials.
Michael Eisenberg	9/14/2010	0.8	Review of monthly forecast materials.

## **Business Planning / Operations**

Professional	Date	Hours	Activity
Andrew Sagat	9/23/2010	0.5	Prepare for and participate in meeting with N. Gordon (Advanta) re: cash forecast model.
Michael Eisenberg	9/23/2010	0.5	Prepare for and participate in meeting with N. Gordon (Advanta) re: cash forecast model.
Subtotal		6.5	

#### **Cash Management**

Professional	Date	Hours	Activity
Andrew Sagat	9/16/2010	0.5	Prepare for and participate in weekly cash meeting.
Michael Eisenberg	9/16/2010	0.5	Prepare for and participate in weekly cash meeting.
Andrew Sagat	9/22/2010	0.3	Prepare for and participate in weekly cash flow meeting.
Michael Eisenberg	9/22/2010	0.3	Prepare for and participate in weekly cash flow meeting.
Andrew Sagat	9/30/2010	0.2	Prepare for and participate in weekly cash forecast meeting.
Michael Eisenberg	9/30/2010	0.2	Prepare for and participate in weekly cash forecast meeting.
 Subtotal		2.0	

Professional	Date	Hours	Activity
Andrew Sagat	9/1/2010	1.2	Review of model scenario items with Advanta.
Andrew Sagat	9/1/2010	1.1	Review of Chapter 7 impact on assets for Best Interests Test analysis and related discussions with Weil and internally.
Andrew Sagat	9/1/2010	0.5	Review of trustee fees in forecast.
Andrew Sagat	9/1/2010	2.9	Review of draft disclosure statement and provide comments.
Andrew Sagat	9/1/2010	1.0	Prepare for and participate in call with Advanta re: disclosure statement open items and review.
Andrew Sagat	9/1/2010	0.8	Review of cost reserve analysis.
Joseph Bondi	9/1/2010	0.4	Review proposed changes to draft Disclosure Statement.
Michael Eisenberg	9/1/2010	3.3	Prepare model scenarios analysis for Advanta.
Michael Eisenberg	9/1/2010	2.9	Prepare best interest test liquidation model for Disclosure Statement.

Professional	Date	Hours	Activity
Michael Eisenberg	9/1/2010	2.7	Review of draft disclosure statement and provide comments.
Michael Eisenberg	9/1/2010	1.0	Prepare for and participate in call with Advanta re: disclosure statement open items and review.
Andrew Sagat	9/2/2010	2.5	Review of and revisions to recovery range summary, best interest test notes and revised Chapter 7 schedules.
Andrew Sagat	9/2/2010	1.4	Review of disclosure statement data points support file.
Andrew Sagat	9/2/2010	0.6	Prepare for and participate in meeting with Advanta re: plan filing schedule and open items.
Andrew Sagat	9/2/2010	1.4	Review of draft disclosure statement and related comments.
Andrew Sagat	9/2/2010	0.8	Review of post-confirmation work requirements.
Andrew Sagat	9/2/2010	3.3	Review of revised claims analysis and updated liquidation model scenarios.
Andrew Sagat	9/2/2010	0.5	Review of open items for models and support files internally.
Joseph Bondi	9/2/2010	0.6	Review scope of post-confirmation required activities on behalf of the trusts.
Michael Eisenberg	9/2/2010	0.6	Prepare for and participate in meeting with Advanta re: plan filing schedule and open items.
Michael Eisenberg	9/2/2010	3.0	Prepare disclosure statement data points support file.
Michael Eisenberg	9/2/2010	0.5	Review of open items for models and support files internally.
Michael Eisenberg	9/2/2010	3.2	Prepare revised claims analysis and update liquidation model scenarios.
Michael Eisenberg	9/2/2010	3.3	Prepare recovery range summary, best interest test notes and revised Chapter 7 schedules.
Andrew Sagat	9/3/2010	1.3	Review of and revisions to convenience claim analysis.
Andrew Sagat	9/3/2010	2.1	Update of disclosure statement support file for updated information based on comments received.
Andrew Sagat	9/3/2010	0.5	Prepare for and participate in call with Weil re: disclosure statement update.
Andrew Sagat	9/3/2010	0.4	Prepare for and participate in call with P. Browne (Advanta) re: disclosure statement status update.
Michael Eisenberg	9/3/2010	3.4	Prepare convenience claim analysis.
Michael Eisenberg	9/3/2010	2.0	Update of disclosure statement support file for updated information based on comments received.
Andrew Sagat	9/6/2010	2.3	Review of comments to disclosure statement and prepare bridge of unsecured claims range for review by Advanta.

Professional	Date	Hours	Activity
Andrew Sagat	9/7/2010	3.4	Review of and provide additional comments on the draft disclosure statement and related correspondence with Advanta and Weil.
Andrew Sagat	9/7/2010	1.0	Prepare for and participate in meeting with Advanta re: disclosure statement review.
Andrew Sagat	9/7/2010	0.7	Review of revised convenience claims analysis.
Andrew Sagat	9/7/2010	1.1	Review of and discussions related to initial distribution methodology and cash reserves.
Andrew Sagat	9/7/2010	0.7	Review of monthly 2011 expense forecast for Best Interests Test.
Joseph Bondi	9/7/2010	1.3	Review proposed changes to draft Disclosure Statement.
Michael Eisenberg	9/7/2010	3.1	Prepare draft initial distribution and cash reserves.
Michael Eisenberg	9/7/2010	0.7	Review of monthly 2011 expense forecast for Best Interests Test.
Michael Eisenberg	9/7/2010	2.1	Prepare bridge of unsecured claims range for review by Advanta.
Michael Eisenberg	9/7/2010	2.6	Update to Liquidation recovery model.
Andrew Sagat	9/8/2010	0.5	Prepare for and participate in call with Weil and Advanta re: initial distribution methodology and cash reserves.
Andrew Sagat	9/8/2010	0.9	Review of revised cost reserve analysis and related correspondence.
Andrew Sagat	9/8/2010	2.8	Review of initial distribution forecast and related discussions.
Michael Eisenberg	9/8/2010	0.5	Prepare for and participate in call with Weil and Advanta re: initial distribution methodology and cash reserves.
Michael Eisenberg	9/8/2010	2.8	Prepare and review of revised cost reserve analysis and related questions.
Michael Eisenberg	9/8/2010	1.6	Prepare and review revised convenience claims analysis.
Michael Eisenberg	9/8/2010	3.1	Prepare initial distribution forecast.
Andrew Sagat	9/9/2010	0.7	Review of draft disclosure statement and provide comments to Weil.
Andrew Sagat	9/9/2010	0.6	Review of liquidation model bridge and provide comments.
Andrew Sagat	9/9/2010	1.5	Review of revised liquidation models and recovery summary package and provide comments.
Andrew Sagat	9/9/2010	0.5	Correspondence related to liquidation models and monthly forecast.
Michael Eisenberg	9/9/2010	3.2	Prepare and review revised liquidation models and recovery summary package.
Michael Eisenberg	9/9/2010	3.3	Update to Liquidation recovery model and corresponding bridges.

Professional	Date	Hours	Activity
Michael Eisenberg	9/9/2010	3.0	Continue to prepare and review revised liquidation models and recovery summary package.
Andrew Sagat	9/10/2010	0.7	Review of draft initial distribution analysis.
Andrew Sagat	9/10/2010	2.0	Review of updated disclosure statement data points file and reconciliation of certain data points.
Andrew Sagat	9/10/2010	0.3	Review of comments on liquidation model notes.
Andrew Sagat	9/10/2010	0.5	Review of draft minimum claim distribution analysis.
Andrew Sagat	9/10/2010	0.8	Prepare for and participate in meeting with Advanta re: disclosure statement and liquidation models.
Joseph Bondi	9/10/2010	0.5	Review additional proposed changes to Disclosure Statement.
Joseph Bondi	9/10/2010	1.2	Review of initial analysis of distributions to unsecured creditors.
Michael Eisenberg	9/10/2010	2.1	Prepare draft minimum claim distribution analysis.
Michael Eisenberg	9/10/2010	0.8	Prepare for and participate in meeting with Advanta re: disclosure statement and liquidation models.
Michael Eisenberg	9/10/2010	3.2	Prepare draft initial distribution analysis.
Michael Eisenberg	9/10/2010	3.1	Prepare disclosure statement data points file and reconciliation of certain data points.
Michael Eisenberg	9/10/2010	1.0	Review and update comments on liquidation model notes.
Andrew Sagat	9/11/2010	0.8	Review of revised disclosure statement draft and comments by others.
Joseph Bondi	9/12/2010	0.3	Review additional proposed changes to Disclosure Statement.
Andrew Sagat	9/13/2010	3.3	Review of draft liquidation model, claims analysis and notes prior to distribution.
Andrew Sagat	9/13/2010	1.4	Review of open data point items in plan and disclosure statemen in advance of update meeting.
Andrew Sagat	9/13/2010	1.7	Prepare for and participate in meeting with Advanta re: disclosure statement progress and liquidation models.
Michael Eisenberg	9/13/2010	1.7	Prepare for and participate in meeting with Advanta re: disclosure statement progress and liquidation models.
Michael Eisenberg	9/13/2010	3.1	Prepare draft liquidation model, claims analysis and notes prior to distribution.
Michael Eisenberg	9/13/2010	3.2	Update to Liquidation recovery model.
Michael Eisenberg	9/13/2010	2.8	Continue to prepare and update liquidation recovery model.
Andrew Sagat	9/14/2010	0.8	Review of revised cost reserve analysis file.

model.  Michael Eisenberg 9/14/2010 1.0 Prepare for and participate in medistribution calculation.	eeting with Advanta re: best
Andrew Sagat 9/14/2010 0.7 Prepare for and participate in medistribution calculation.  Michael Eisenberg 9/14/2010 1.1 Prepare for and participate in medistribution calculation.  Michael Eisenberg 9/14/2010 3.1 Prepare and review of disclosure model package for distribution to distribution to distribution to distribution calculation.  Michael Eisenberg 9/14/2010 3.1 Review of revised cost reserve a model.  Michael Eisenberg 9/14/2010 1.0 Prepare for and participate in medistribution calculation.  Andrew Sagat 9/15/2010 2.2 Prepare and review claims detail advisors.  Andrew Sagat 9/15/2010 1.1 Review of analysis of post-effect Michael Eisenberg 9/15/2010 2.0 Prepare and review claims detail advisors.	
distribution calculation.  Michael Eisenberg 9/14/2010 1.1 Prepare for and participate in me interests test language and discl  Michael Eisenberg 9/14/2010 3.1 Prepare and review of disclosure model package for distribution to Michael Eisenberg 9/14/2010 3.1 Review of revised cost reserve a model.  Michael Eisenberg 9/14/2010 1.0 Prepare for and participate in me distribution calculation.  Andrew Sagat 9/15/2010 2.2 Prepare and review claims detail advisors.  Andrew Sagat 9/15/2010 1.1 Review of analysis of post-effect Michael Eisenberg 9/15/2010 2.0 Prepare and review claims detail advisors.	losure.
interests test language and disci  Michael Eisenberg 9/14/2010 3.1 Prepare and review of disclosure model package for distribution to Michael Eisenberg 9/14/2010 3.1 Review of revised cost reserve a model.  Michael Eisenberg 9/14/2010 1.0 Prepare for and participate in medistribution calculation.  Andrew Sagat 9/15/2010 2.2 Prepare and review claims detail advisors.  Andrew Sagat 9/15/2010 1.1 Review of analysis of post-effect Michael Eisenberg 9/15/2010 2.0 Prepare and review claims detail advisors.	eeting with Advanta re: initial
model package for distribution to model package for distribution to Michael Eisenberg 9/14/2010 3.1 Review of revised cost reserve a model.  Michael Eisenberg 9/14/2010 1.0 Prepare for and participate in medistribution calculation.  Andrew Sagat 9/15/2010 2.2 Prepare and review claims detail advisors.  Andrew Sagat 9/15/2010 1.1 Review of analysis of post-effect Michael Eisenberg 9/15/2010 2.0 Prepare and review claims detail advisors.	
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distribution calculation.  Andrew Sagat  9/15/2010  2.2  Prepare and review claims detail advisors.  Andrew Sagat  9/15/2010  1.1  Review of analysis of post-effect  Michael Eisenberg  9/15/2010  2.0  Prepare and review claims detail advisors.	analysis file and update liquidation
advisors.  Andrew Sagat 9/15/2010 1.1 Review of analysis of post-effect  Michael Eisenberg 9/15/2010 2.0 Prepare and review claims detail advisors.	eeting with Advanta re: initial
Michael Eisenberg 9/15/2010 2.0 Prepare and review claims detail advisors.	il analysis for distribution to UCC
advisors.	tive date costs.
Andrew Sagat 9/16/2010 0.7 Review of cost reserve by entity	il analysis for distribution to UCC
	analysis.
Andrew Sagat 9/16/2010 0.5 Participate in internal discussion costs.	regarding post-effective date
Andrew Sagat 9/16/2010 1.8 Prepare schematic demonstration legal entities.	ng flow of distributions at certain
Andrew Sagat 9/16/2010 0.5 Prepare for and participate in calcosts.	all with Weil re: post-effective date
Michael Eisenberg 9/16/2010 1.8 Prepare and review flow of distrib	ibutions at certain legal entities.
Michael Eisenberg 9/16/2010 0.5 Prepare for and participate in calcosts.	all with Weil re: post-effective date
Michael Eisenberg 9/16/2010 3.2 Update to Liquidation recovery n balances.	model with intercompany
Michael Eisenberg 9/16/2010 2.4 Prepare and review cost reserve	e by entity analysis.
Andrew Sagat 9/17/2010 0.6 Prepare update email and discussification models.	ss next steps regarding
Joseph Bondi 9/18/2010 0.9 Review amounts budgeted for potential and former debtor entities.	ost-effective date costs of trust
Andrew Sagat 9/20/2010 1.0 Review of updated intercompany versus prior model.	oot oncoure date code of truct

Professional	Date	Hours	Activity
Michael Eisenberg	9/20/2010	2.9	Prepare intercompany balance schedule and changes versus prior model.
Michael Eisenberg	9/20/2010	3.2	Update to Liquidation recovery model.
Andrew Sagat	9/21/2010	0.9	Review of updated analysis of allocation of post-effective date funding needs by trust.
Andrew Sagat	9/21/2010	0.4	Internal review of revision to post-effective data funding needs.
Andrew Sagat	9/21/2010	0.8	Coordinate and prepare response to FTI diligence on disclosure statement.
Andrew Sagat	9/21/2010	0.6	Participate in discussion related to shared services managemen fee and impact on model.
Joseph Bondi	9/21/2010	0.7	Review revision to budget for post-effective date funding needs.
Michael Eisenberg	9/21/2010	2.9	Continue to update liquidation recovery model for cost reserves and intercompany data.
Michael Eisenberg	9/21/2010	2.5	Update to Liquidation recovery model.
Michael Eisenberg	9/21/2010	0.8	Coordinate and prepare response to FTI diligence on disclosure statement.
Michael Eisenberg	9/21/2010	0.4	Participate in discussion related to shared services managemen and impact on model.
Andrew Sagat	9/22/2010	0.9	Prepare for and participate in cost reserve meeting with Weil and Advanta.
Andrew Sagat	9/22/2010	1.1	Review of miscellaneous emails and related.
Andrew Sagat	9/22/2010	1.0	Review of convenience claims file for distribution to FTI.
Michael Eisenberg	9/22/2010	0.9	Prepare for and participate in cost reserve meeting with Weil and Advanta.
Michael Eisenberg	9/22/2010	2.9	Update to liquidation model.
Michael Eisenberg	9/22/2010	2.5	Update liquidation recovery model for cost reserves and intercompany data.
Michael Eisenberg	9/22/2010	2.5	Prepare convenience claims file.
Andrew Sagat	9/23/2010	0.8	Prepare for and participate in call with Weil re: POR diligence lis and other matters.
Andrew Sagat	9/23/2010	0.5	Review of FTI diligence questions and distribution internally.
Andrew Sagat	9/23/2010	1.3	Coordination regarding BNY letter to noteholders and distribution timing language in response to noteholder calls.
Andrew Sagat	9/23/2010	1.5	Update and review of intercompany balance summaries and amounts.
Michael Eisenberg	9/23/2010	0.8	Prepare for and participate in call with Weil re: POR diligence lis and other matters.

Professional	Date	Hours	Activity
Michael Eisenberg	9/23/2010	2.9	Prepare intercompany balance schedule and reconciliation to MOR for FTI due diligence.
Andrew Sagat	9/24/2010	0.4	Review of Committee comments to Plan.
Andrew Sagat	9/24/2010	2.3	Review of MOR vs. model intercompany reconciliation schedules.
Andrew Sagat	9/24/2010	0.5	Preparation of updated liquidation model open items list.
Andrew Sagat	9/24/2010	0.3	Prepare for and participate in call with FTI re: diligence list.
Andrew Sagat	9/24/2010	0.9	Prepare for and participate in various calls with Advanta re: intercompany balances and diligence items and related follow up.
Andrew Sagat	9/24/2010	3.4	Compilation and organization of diligence request items, revisions to and review of support schedules and bridges.
Andrew Sagat	9/24/2010	1.0	Prepare for and participate in call with Advanta re: FTI POR diligence list.
Andrew Sagat	9/24/2010	0.4	Review of art proceeds forecast and update for liquidation model ranges.
Michael Eisenberg	9/24/2010	0.9	Prepare for and participate in various calls with Advanta re: intercompany balances and diligence items and related follow up.
Michael Eisenberg	9/24/2010	2.1	Prepare and review of intercompany balance summaries and amounts.
Michael Eisenberg	9/24/2010	0.3	Prepare for and participate in call with FTI re: diligence list.
Michael Eisenberg	9/24/2010	1.0	Prepare for and participate in call with Advanta re: FTI POR diligence list.
Michael Eisenberg	9/24/2010	0.3	Review of Committee comments to Plan.
Michael Eisenberg	9/24/2010	2.9	Compilation and organization of diligence request items, revisions to and review of support schedules and bridges.
Andrew Sagat	9/27/2010	8.0	Participate in various email correspondence and discussion regarding status update of diligence response and liquidation model update.
Michael Eisenberg	9/27/2010	2.9	Prepare MOR vs. model intercompany reconciliation schedules.
Michael Eisenberg	9/27/2010	1.2	Update to Liquidation recovery model.
Andrew Sagat	9/28/2010	1.1	Participate in email correspondence with Weil and internally regarding plan timing, open items in the disclosure statement and liquidation model bridges.
Joseph Bondi	9/28/2010	0.5	Review of UCC comments to Plan of Reorganization draft.
Michael Eisenberg	9/28/2010	3.1	Prepare MOR vs. model intercompany reconciliation schedules.
Michael Eisenberg	9/28/2010	2.7	Prepare for and participate in various discussion with Advanta reintercompany balances.

## **Chapter 11 Plan**

Professional	Date	Hours	Activity
Michael Eisenberg	9/28/2010	1.1	Participate in email correspondence with Weil and internally regarding plan timing, open items in the disclosure statement and liquidation model bridges.
Andrew Sagat	9/29/2010	0.3	Prepare for and participate in call with V. Vron (Weil) re: disclosure statement preparation.
Andrew Sagat	9/29/2010	0.8	Prepare for and participate in meeting with Advanta and Weil redisclosure statement preparation.
Andrew Sagat	9/29/2010	0.5	Review of status and next steps internally.
Andrew Sagat	9/29/2010	0.5	Review of updated cost reserve analysis.
Andrew Sagat	9/29/2010	0.6	Review of revised MOR reconciliation reports.
Andrew Sagat	9/29/2010	2.7	Prepare for and participate in various discussion with Advanta re: intercompany balances.
Joseph Bondi	9/29/2010	0.7	Conference re: Plan of Reorganization issues.
Michael Eisenberg	9/29/2010	0.8	Prepare for and participate in meeting with Advanta and Weil redisclosure statement preparation.
Michael Eisenberg	9/29/2010	0.5	Review of updated cost reserve analysis.
Michael Eisenberg	9/29/2010	1.0	Prepare and review MOR reconciliation reports.
Andrew Sagat	9/30/2010	0.5	Review of email for previously sent diligence items.
Andrew Sagat	9/30/2010	1.6	Prepare for and participate in meeting with Advanta re: shared services intercompany balance and follow up discussions relating thereto.
Andrew Sagat	9/30/2010	2.3	Review of shared services intercompany balance bridge and related discussions.
Andrew Sagat	9/30/2010	0.6	Review of updated cost reserve bridge and related discussions.
Andrew Sagat	9/30/2010	1.9	Review of intercompany balance reconciliations and support schedules and participation in related discussions.
Michael Eisenberg	9/30/2010	1.9	Review of intercompany balance reconciliations and support schedules and participation in related discussions.
Michael Eisenberg	9/30/2010	0.6	Review of updated cost reserve bridge and related discussions.
Michael Eisenberg	9/30/2010	2.3	Review of shared services intercompany balance bridge and related discussions.
Michael Eisenberg	9/30/2010	1.6	Prepare for and participate in meeting with Advanta re: shared services intercompany balance and follow up discussions relating thereto.

Subtotal 248.2

## **Claims**

Professional	Date	Hours	Activity
Doug Lewandowski	9/2/2010	1.3	Create revised Omni 4 objection exhibits for J. Ganesh(Weil) review.
Doug Lewandowski	9/6/2010	0.8	Update omnibus objection events in BART.
Andrew Sagat	9/7/2010	0.4	Correspondence with D. Lewandowski (A&M) re: esimated claims amounts.
Doug Lewandowski	9/7/2010	0.4	Correspond with A. Sagat (AM) regarding estimated claim amounts.
Doug Lewandowski	9/7/2010	0.4	Load newly filed claims into BART.
Doug Lewandowski	9/7/2010	1.3	Create weekly claims report file for bi-weekly claims discussion.
Andrew Sagat	9/8/2010	0.4	Prepare for and participate in weekly claims call.
Doug Lewandowski	9/8/2010	0.4	Discussion with D. Epstein(ADV) regarding insurance claims.
Doug Lewandowski	9/8/2010	0.3	Weekly claims call.
Doug Lewandowski	9/8/2010	0.7	Create listing of fully duplicative retail note claims for J. Ganesh(Weil) review.
Michael Eisenberg	9/8/2010	0.4	Prepare for and participate in weekly claims call.
Doug Lewandowski	9/9/2010	0.8	Update Omni 4 objection with changes from Weil.
Doug Lewandowski	9/10/2010	1.4	Update Omni 4 with changes from J. Ganesh (Weil).
Doug Lewandowski	9/10/2010	0.2	Review newly filed tax claims.
Doug Lewandowski	9/10/2010	0.8	Follow-up with claim question from Weil.
Doug Lewandowski	9/12/2010	1.4	Create listing of unresolved claims.
Andrew Sagat	9/13/2010	0.5	Review of claim by Heffernan partners and discussion with Advanta.
Doug Lewandowski	9/13/2010	0.4	Update Omni 4 with changes per J. Ganesh (Weil).
Doug Lewandowski	9/13/2010	1.1	Review changes from J. Ganesh (Weil) for the unresolved claims analysis and incorporate into the file.
Michael Eisenberg	9/13/2010	0.5	Review of claim by Heffernan partners and discussion with Advanta.
Andrew Sagat	9/14/2010	1.1	Review of revised ranges for claims treatment.
Michael Eisenberg	9/14/2010	2.1	Prepare and review revised ranges for claims treatment.
Andrew Sagat	9/15/2010	0.4	Prepare for and participate in call with J. Ganesh (Weil) re: claims analysis.
Andrew Sagat	9/15/2010	0.5	Prepare for and participate in call with D. Lewandowski (A&M) reclaims analysis.

#### Claims

Professional	Date	Hours	Activity
Michael Eisenberg	9/15/2010	0.5	Prepare for and participate in call with D. Lewandowski (A&M) reclaims analysis.
Andrew Sagat	9/16/2010	0.9	Participate in discussion with Advanta re: annuity claim.
Michael Eisenberg	9/16/2010	0.9	Participate in discussion with Advanta re: annuity claim.
Andrew Sagat	9/20/2010	0.9	Review of emails regarding unresolved claims and other miscellaneous items.
Andrew Sagat	9/20/2010	1.3	Review of annuity claim and calculation.
Andrew Sagat	9/20/2010	0.3	Coordination of claims meeting timing.
Michael Eisenberg	9/20/2010	0.9	Review of annuity claim and calculation.
Andrew Sagat	9/21/2010	1.6	Prepare analysis detailing range of potential amounts related to a claim for an annuity.
Michael Eisenberg	9/21/2010	0.3	Review analysis detailing range of potential amounts related to a claim for an annuity.
Andrew Sagat	9/22/2010	0.6	Review of annuity claim analysis and participate in related discussions.
Michael Eisenberg	9/22/2010	0.3	Review of annuity claim analysis and participate in related discussions.
Doug Lewandowski	9/26/2010	0.4	Update claims database with reconciliation recommendations from the weekly claims call.
Doug Lewandowski	9/28/2010	0.8	Review HR comments and incorporate into weekly claims summary.
Doug Lewandowski	9/28/2010	1.5	Create claims summary report for claims call.
Doug Lewandowski	9/28/2010	0.2	Correspond with GCG regarding docketing errors.
Andrew Sagat	9/29/2010	0.8	Prepare for and participate in claims review call.
Doug Lewandowski	9/29/2010	0.3	Follow-up with Tax Department regarding certain tax claim questions.
Doug Lewandowski	9/29/2010	0.9	Weekly claims call with A. Sagat (AM), M. Eisenberg (AM), Weil, and Advanta.
Doug Lewandowski	9/29/2010	1.1	Update Omni 4 objection exhibits with comments from Weil.
Doug Lewandowski	9/29/2010	0.4	Add newly filed tax amendments to Omni 4.
Michael Eisenberg	9/29/2010	0.8	Prepare for and participate in claims review call.
Doug Lewandowski	9/30/2010	0.8	Review outstanding claims for possible objection.
Doug Lewandowski	9/30/2010	2.3	Update Omni 4 objection exhibits with comments from Weil.

#### Claims

Professional	Date	Hours	Activity
Subtotal		36.8	

#### **Coordination & Communication with Stakeholders**

Professional	Date	Hours	Activity
Andrew Sagat	9/2/2010	0.7	Compile and distribute Cardworks and related legal documents to FTI and Latham.
Andrew Sagat	9/8/2010	0.5	Coordination of diligence requests by FTI.
Andrew Sagat	9/8/2010	0.6	Prepare for and participate in call with L. Park (FTI) re: Plan and other updates.
Andrew Sagat	9/14/2010	0.6	Prepare for and participate in meeting with FTI, Latham and Advanta re: Cardworks servicing.
Andrew Sagat	9/16/2010	0.4	Prepare for and participate in call with L. Park (FTI) re: diligence list follow up.
Andrew Sagat	9/17/2010	1.8	Prepare for and participate in call with FTI re: disclosure statement models.
Michael Eisenberg	9/17/2010	1.8	Prepare for and participate in call with FTI re: disclosure statement models.
Andrew Sagat	9/20/2010	0.6	Prepare for and participate in claims review call with FTI.
Michael Eisenberg	9/20/2010	0.6	Prepare for and participate in claims review call with FTI.
Andrew Sagat	9/21/2010	0.5	Participate in call with L. Park (FTI) re: claims diligence for disclosure statement.
Michael Eisenberg	9/21/2010	0.5	Participate in call with L. Park (FTI) re: claims diligence for disclosure statement.
Andrew Sagat	9/27/2010	1.0	Prepare for and participate in call with Advanta and FTI re: intercompany balances.
Michael Eisenberg	9/27/2010	1.0	Prepare for and participate in call with Advanta and FTI re: intercompany balances.
Andrew Sagat	9/29/2010	0.8	Prepare for and participate in call with L. Park (FTI) re: possible disclosure statement and model updates.
Andrew Sagat	9/30/2010	1.3	Prepare for and participate in call with L. Park (FTI) re: intercompany balances, cost reserve and model updates.
Michael Eisenberg	9/30/2010	1.3	Prepare for and participate in call with L. Park (FTI) re: intercompany balances, cost reserve and model updates.

Subtotal 14.0

## **Fee Applications**

Professional	Date	Hours	Activity
Joseph Bondi	9/1/2010	0.5	Review draft of A&M Eighth Fee Application.
Joseph Bondi	9/2/2010	0.5	Preparation of time entry descriptions for fee application.
Mary Napoliello	9/2/2010	0.4	Finalize July statement and forward to Zachary Shapiro for filing.
Mary Napoliello	9/7/2010	0.3	Call with M. Eisenberg regarding logistics on upcoming filings and interim application.
Mary Napoliello	9/10/2010	1.4	Prepare draft of 2nd interim and forward to M. Eisenberg for review.
Joseph Bondi	9/13/2010	0.6	Review draft Notice of Second Fee Application.
Mary Napoliello	9/14/2010	0.3	Finalize second interim and forward to counsel for filing.
Mary Napoliello	9/21/2010	1.8	Work on reviewing August data; send email to staff requesting data; work on reconciliation.
Mary Napoliello	9/21/2010	0.6	Prepare May and June fee data in excel format and forward to Warren Smith - fee examiner.
Mary Napoliello	9/22/2010	0.3	Review case docket for cno data.
Mary Napoliello	9/22/2010	0.3	Review case docket for cno data.
Mary Napoliello	9/22/2010	3.1	Prepare August draft application, cover sheet, exhibits and send to M. Eisenberg.
Andrew Sagat	9/23/2010	2.5	Review of A&M fee statement for August.
Michael Eisenberg	9/23/2010	2.8	Prepare A&M fee statement for August.
Mary Napoliello	9/24/2010	0.8	Work on edits to August statement.
Mary Napoliello	9/27/2010	0.5	Update August cover sheet/app and send new version to M. Eisenberg.
Mary Napoliello	9/27/2010	0.3	Review case docket for cno data.
Mary Napoliello	9/27/2010	0.4	Incorporate additional edits to August statement.
Michael Eisenberg	9/27/2010	1.2	Revise August Fee statement.
Joseph Bondi	9/28/2010	0.7	Review Alvarez & Marsal Ninth Monthly fee Application draft.
Mary Napoliello	9/28/2010	0.4	Incorporate additional edits and resend to M. Eisenberg.
Subtotal		19.7	

## **Restructuring Actions**

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#### **Restructuring Actions**

Professional	Date	Hours	Activity
Andrew Sagat	9/1/2010	0.4	Prepare response to diligence question on HR policy.
Andrew Sagat	9/15/2010	0.9	Review of sale options for Babylon facility fixed assets and related discussions.
Andrew Sagat	9/15/2010	0.5	Prepare for and participate in weekly asset realization meeting.
Michael Eisenberg	9/15/2010	0.5	Prepare for and participate in weekly asset realization meeting.
Andrew Sagat	9/16/2010	0.3	Review of updated tax calculation for relocation agreement.
Andrew Sagat	9/20/2010	0.8	Prepare for and participate in call with R. Vara (VGFA) re: reserves and other art sale topics.
Andrew Sagat	9/21/2010	0.3	Review of reserves for interiors art sale and rationale.
Andrew Sagat	9/21/2010	0.4	Review of diligence questions on Babylon assets sales.
Andrew Sagat	9/22/2010	0.3	Prepare for and participate in asset realization meeting.
Michael Eisenberg	9/22/2010	0.3	Prepare for and participate in asset realization meeting.
Andrew Sagat	9/23/2010	0.5	Prepare for and participate in various calls with FTI and Advanta re: sale of AIC.
Andrew Sagat	9/23/2010	0.9	Prepare for and participate in various calls with E. Stoner (Advanta) re: sale of AIC.
Andrew Sagat	9/24/2010	0.6	Prepare for and participate in call with FTI and Advanta re: sale of AIC.
Andrew Sagat	9/27/2010	0.2	Prepare for and participate in call with J. Plavner (Advanta) re: COLI policy update.
Andrew Sagat	9/29/2010	1.1	Review of email regarding Paris Christie's sale and related discussions with R. Vara (VGFA).
Andrew Sagat	9/29/2010	0.4	Prepare for and participate in weekly asset update meeting.
Michael Eisenberg	9/29/2010	0.4	Prepare for and participate in weekly asset update meeting.
Andrew Sagat	9/30/2010	1.1	Correspondence with R. Vara (VGFA) re: art sale update and auction results.
Subtotal		9.9	

#### **Travel Time**

Professional	Date	Hours	Activity
Andrew Sagat	9/2/2010	2.3	Non-working round-trip travel from New York to Advanta at 50%.
Michael Eisenberg	9/2/2010	2.3	Non-working round-trip travel from New York to Advanta at 50%.

## **Travel Time**

Professional	Date	Hours	Activity
Andrew Sagat	9/7/2010	2.2	Non-working roundtrip travel from New York to Advanta at 50%.
Michael Eisenberg	9/7/2010	2.2	Non-working roundtrip travel from New York to Advanta at 50%.
Andrew Sagat	9/10/2010	2.2	Non-working round-trip travel from New York to Advanta at 50%.
Michael Eisenberg	9/10/2010	2.2	Non-working round-trip travel from New York to Advanta at 50%.
Andrew Sagat	9/13/2010	1.1	Non-working travel from New York to Advanta at 50%.
Michael Eisenberg	9/13/2010	1.1	Non-working travel from New York to Advanta at 50%.
Andrew Sagat	9/15/2010	1.2	Non-working travel from Advanta to New York at 50%.
Michael Eisenberg	9/15/2010	1.2	Non-working travel from Advanta to New York at 50%.
Andrew Sagat	9/21/2010	1.2	Non-working travel from New York to Advanta at 50%.
Michael Eisenberg	9/21/2010	1.2	Non-working travel from New York to Advanta at 50%.
Andrew Sagat	9/22/2010	1.2	Non-working travel from Advanta to New York at 50%.
Michael Eisenberg	9/22/2010	1.2	Non-working travel from Advanta to New York at 50%.
Michael Eisenberg	9/28/2010	1.3	Non-working travel from New York to Advanta at 50%.
Andrew Sagat	9/29/2010	1.2	Non-working travel from New York to Advanta at 50%.
Andrew Sagat	9/30/2010	1.1	Non-working travel from Advanta to New York at 50%.
Michael Eisenberg	9/30/2010	1.1	Non-working travel from Advanta to New York at 50%.
Subtotal		27.5	
Grand Total		369.6	

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## Advanta Corp., et al., Summary of Expense Detail by Category September 1, 2010 through September 30, 2010

Expense Category	Sum of Ex	cpenses
Lodging	\$2	2,052.82
Meals	9	\$151.46
Miscellaneous		\$58.64
Transportation	\$2	,062.10
	Total \$4	,325.02

# Advanta Corp., et al., Expense Detail by Category September 1, 2010 through September 30, 2010

# Lodging

Professional/Service	Date	Expense	Expense Description	
Andrew Sagat	9/15/2010	\$453.05	Hotel in Conshohocken, PA - 2 nights.	
Andrew Sagat	9/22/2010	\$248.12	Hotel in Conshohocken, PA - 1 night.	
Andrew Sagat	9/30/2010	\$202.39	Hotel in Conshohocken, PA - 1 night.	
Michael Eisenberg	9/13/2010	\$453.05	Hotel in Conshohocken, PA - 2 nights.	
Michael Eisenberg	9/21/2010	\$246.91	Hotel in Conshohocken, PA - 1 night.	
Michael Eisenberg	9/30/2010	\$449.30	Hotel in Conshohocken, PA - 2 nights.	
Expense Category	Γotal	\$2,052.82		

#### Meals

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	9/13/2010	\$11.93	Out of town breakfast (Sagat, Eisenberg).
Andrew Sagat	9/13/2010	\$73.82	Out of town dinner (Sagat, Eisenberg).
Michael Eisenberg	9/2/2010	\$11.13	Out of town dinner - Eisenberg.
Michael Eisenberg	9/7/2010	\$13.00	Out of town dinner - Eisenberg.
Michael Eisenberg	9/10/2010	\$12.98	Out of town dinner - Eisenberg.
Michael Eisenberg	9/15/2010	\$10.59	Out of town dinner - Eisenberg.
Michael Eisenberg	9/21/2010	\$13.06	Out of town dinner - Eisenberg.
Michael Eisenberg	9/28/2010	\$4.95	Out of town dinner - Eisenberg.
Expense Category	Γotal	\$151.46	

#### Miscellaneous

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	9/15/2010	\$3.00	Tips at hotel.
Andrew Sagat	9/22/2010	\$3.00	Tips at hotel.
Andrew Sagat	9/30/2010	\$24.60	Wireless charges (8/23/10 - 9/23/10).
Andrew Sagat	9/30/2010	\$3.00	Tips at hotel.
Doug Lewandowski	9/30/2010	\$6.95	Wireless charges (8/23/10 - 9/23/10).

# Advanta Corp., et al., Expense Detail by Category September 1, 2010 through September 30, 2010

#### Miscellaneous

Professional/Service	Date	Expense	Expense Description
Joseph Bondi	9/30/2010	\$2.17	Wireless charges (8/23/10 - 9/23/10).
Julie Hertzberg	9/30/2010	\$0.92	Wireless charges (7/18/10 - 8/17/10).
Michael Eisenberg	9/13/2010	\$5.00	Housekeeping tips at hotel.
Michael Eisenberg	9/21/2010	\$5.00	Housekeeping tips at hotel.
Michael Eisenberg	9/30/2010	\$5.00	Housekeeping tips at hotel.
Expense Category	<b>Fotal</b>	\$58.64	

## **Transportation**

Professional/Service	Date	Expense	Expense Description
Andrew Sagat	9/2/2010	\$30.90	Platepass charge (Hertz).
Andrew Sagat	9/2/2010	\$180.22	Rental car - 1 day.
Andrew Sagat	9/7/2010	\$30.00	Platepass charge (Hertz).
Andrew Sagat	9/7/2010	\$143.35	Rental car - 1 day.
Andrew Sagat	9/10/2010	\$10.00	Taxi from home to Hertz.
Andrew Sagat	9/10/2010	\$13.00	Taxi from Hertz to home.
Andrew Sagat	9/13/2010	\$13.00	Taxi from home to Hertz.
Andrew Sagat	9/15/2010	\$14.00	Taxi from Hertz to home.
Andrew Sagat	9/21/2010	\$11.00	Taxi from home to Hertz.
Andrew Sagat	9/22/2010	\$15.00	Taxi from Hertz to home.
Andrew Sagat	9/30/2010	\$17.68	Fuel for (9/30 trip) from New York to Advanta.
Andrew Sagat	9/30/2010	\$145.19	Rental car - 1 day.
Andrew Sagat	9/30/2010	\$11.00	Taxi from Hertz to home.
Michael Eisenberg	9/2/2010	\$11.50	Taxi from Hertz to home.
Michael Eisenberg	9/2/2010	\$10.00	Taxi from home to Hertz.
Michael Eisenberg	9/3/2010	\$3.25	Tolls from Manhattan - Conshohocken, PA
Michael Eisenberg	9/3/2010	\$38.40	Tolls from Manhattan to Conshohocken, PA
Michael Eisenberg	9/11/2010	\$33.15	Tolls from Manhattan to Conshohocken, PA
Michael Eisenberg	9/11/2010	\$132.77	Rental car from Manhattan to Conshohocken, PA.

# Advanta Corp., et al., Expense Detail by Category September 1, 2010 through September 30, 2010

# **Transportation**

Professional/Service	Date	Expense	Expense Description
Michael Eisenberg	9/13/2010	\$448.24	Rental car from Manhattan to Conshohocken, PA.
Michael Eisenberg	9/15/2010	\$7.00	Taxi from Hertz office to home.
Michael Eisenberg	9/17/2010	\$30.80	Tolls from Manhattan to Conshohocken, PA.
Michael Eisenberg	9/20/2010	\$32.40	Tolls from Manhattan to Conshohocken, PA.
Michael Eisenberg	9/21/2010	\$255.07	Rental from Manhattan to Conshohocken, PA.
Michael Eisenberg	9/27/2010	\$11.70	Tolls from Manhattan to Conshohocken, PA
Michael Eisenberg	9/30/2010	\$406.88	Rental car from Manhattan to Conshohocken, PA.
Michael Eisenberg	9/30/2010	\$6.60	Taxi from Hertz office to home.
<b>Expense Category</b>	Гotal	\$2,062.10	
Grand Total	<u>-</u>	\$4,325.02	