

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

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

Objection Deadline: May 5, 2011 at 4:00 p.m.
Hearing Date: September 13, 2011 at 10:00 a.m.

NOTICE OF FILING OF FINAL FEE APPLICATION

PLEASE TAKE NOTICE that Drinker Biddle & Reath LLP has today filed the attached *Final Fee Application of Drinker Biddle & Reath LLP (“DBR”) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From November 23, 2009 Through February 28, 2011* (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “**Bankruptcy Court**”). The Application seeks a final allowance of compensation in the amount of \$403,008.75 and reimbursement for actual and necessary expenses incurred by DBR in the amount of \$6,898.93.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be filed with the Clerk of the Bankruptcy Court, and be served upon and received by: (i) Debtors, 625 W. Ridge Pike Bldg. E, Suite 105, Conshohocken, PA 19428 (Attn: Amy Holderer); the trustee for the trusts established pursuant to the Debtors’ chapter 11 plan of reorganization, FTI Consulting Inc., 3 Times Square, 10th Floor, New York, NY 10036 (Attn: Andrew Scruton); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert L. Lemons, Esq.); (iii) local counsel to the Debtors, Richards Finger & Layton, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Chun I. Jang, Esq.); (iv) counsel to the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10003 (Attn: Mitchell A. Seider, Esq.) and Drinker Biddle & Reath LLP, 1100 N. Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen, Esq.); and (v) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David Klauder, Esq.) **no later than 4:00 p.m. on May 5, 2011.**

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

PLEASE TAKE FURTHER NOTICE that a hearing on the Application (the “*Final Fee Hearing*”) is currently scheduled to be held on **September 13, 2011 at 10:00 a.m.** before the Honorable Kevin J. Carey, Chief Judge, at the Bankruptcy Court, 824 North Market Street 5th Floor, Courtroom 5, Wilmington, Delaware 19801. Only those objections or responses made in writing and timely filed, served and received will be considered by the Bankruptcy Court at the Final Fee Hearing.

IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: April 14, 2011
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801-1254
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

*Counsel for the Official Committee
of Unsecured Creditors*

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

In re:) Chapter 11
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ADVANTA CORP, *et al.*,¹) Case No. 09-13931 (KJC)
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**FINAL FEE APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM NOVEMBER 23, 2009 THROUGH FEBRUARY 28, 2011**

Name of Applicant: Drinker Biddle & Reath LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: *nunc pro tunc* to November 23, 2009

Period for which compensation
and reimbursement are sought: November 23, 2009 through February 28, 2011

Amount of Compensation sought as actual,
reasonable, and necessary: \$403,008.75

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$6,898.93

This is an: ____ interim X final application

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Prior Monthly Applications

		Requested		Approved/Paid	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
05/17/2010	11/23/2009 – 12/31/2009	\$14,738.00	\$ 97.10	\$11,790.40	\$97.10
05/17/2010	01/01/2010 – 01/31/2010	\$13,690.50	\$ 74.75	\$10,952.40	\$74.75
05/17/2010	02/01/2010 – 02/28/2010	\$10,323.00	\$ 53.42	\$10,323.00	\$53.42
05/17/2010	03/01/2010 – 03/31/2010	\$22,868.00	\$117.73	\$18,294.40	\$117.73
05/28/2010	04/01/2010 – 04/30/2010	\$11,866.50	\$238.88	\$9,493.20	\$238.88
06/25/2010	05/01/2010 – 05/31/2010	\$24,573.00	\$172.04	\$19,658.40	\$172.04
07/27/2010	06/01/2010 – 06/30/2010	\$23,226.50	\$656.19	\$18,581.20	\$656.19
08/31/2010	07/01/2010 – 07/31/2010	\$22,320.00	\$398.11	\$17,856.00	\$398.11
10/07/2010	08/01/2010 – 08/31/2010	\$23,604.00	\$191.20	\$18,883.20	\$191.20
11/19/2010	09/01/2010 – 09/30/2010	\$21,234.50	\$642.97	\$16,987.60	\$642.97
01/14/2011	10/1/2010 – 10/31/2010	\$42,534.00	\$1,104.42	\$34,027.20	\$1,104.42
01/14/2011	11/1/2010 – 11/30/2010	\$36,984.00	\$149.56	\$29,587.20	\$149.56
01/14/2011	12/1/2010 – 12/31/2010	\$43,680.75	\$861.14	\$34,944.60	\$861.14
04/14/2011	01/01/2011 - 01/31/2011	\$34,877.75	\$936.25		
04/14/2011	02/01/2011 - 02/28/2011	\$56,488.25	\$1,207.17		

Prior Quarterly Applications

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
5-17-2010	11/23/2009 – 03/31/2010	\$61,619.50	\$343.00	\$61,619.50	\$343.00
9-14-2010	04/01/2010 – 07/31/2010	\$81,986.00	\$1,465.22	\$81,986.00	\$1,465.22
1-14-2011	08/01/2010 – 11/30/2010	\$124,356.50	\$2,088.15		

**SUMMARY OF TIME AND THE HOURLY RATES CHARGED BY THE APPLICANT
FOR ITS ATTORNEY AND PARALEGAL TIME FOR THE PERIOD FROM
NOVEMBER 23, 2009 THROUGH AND INCLUDING FEBRUARY 28, 2011**

Name of Professional Individual	Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
F. Douglas Raymond III	Partner; Admitted to PA bar since 1985	\$690	2	\$1,380.00
Andrew C. Kassner	Partner; Admitted to NY bar since 1984; PA bar since 1985; and DE bar since 2004	625	4.4	\$2,750.00
Andrew C. Kassner	Partner; Admitted to NY bar since 1984; PA bar since 1985; and DE bar since 2004	635 as of 1/1/2010	2.4	\$1,524.00
Robert K. Malone	Partner; Admitted to NJ bar since 1984	615	2.6	\$1,599.00
Robert K. Malone	Partner; Admitted to NJ bar since 1984	625 as of 1/1/2010	213	\$133,125.00
Robert K. Malone	Partner; Admitted to NJ bar since 1984	645 as of 1/1/2011	70.8	\$45,666.00
Howard A. Cohen	Partner; Admitted to DE bar since 2001	435	22.6	\$9,831.00
Howard A. Cohen	Partner; Admitted to DE bar since 2001	495 as of 1/1/2010	279.5	\$138,352.50
Howard A. Cohen	Partner; Admitted to DE bar since 2001	505	81.6	\$41,208.00
David P. Primack	Associate; Admitted to PA bar since 2002; DE bar since 2003	400	1.2	\$480.00
David P. Primack	Associate; Admitted to PA bar since 2002; DE bar since 2003	435	.9	\$391.50
Marita S. Erbeck	Associate; Admitted to NJ bar since 2002 and NY bar since 2003	435	5.1	\$2,218.50

Name of Professional Individual	Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Bree F. Archambault	Associate; Admitted to NJ and PA bars since 2007	370	3.9	\$1,443.00
Joseph N. Argentina	Associate; Admitted to PA and NJ bars since 2009; DE bar since 2010	305	54.8	\$16,714.00
Joseph N. Argentina	Associate; Admitted to PA and NJ bars since 2009; DE bar since 2010	315 as of 1/1/2011	4	\$1,260.00
Brian P. Morgan	Associate; Admitted to the NJ bar since 2008; NY bar since 2009	305	6.6	\$2,013.00
Jane L. Gorman	Paralegal	255	30.0	\$7,650.00
Jane L. Gorman	Paralegal	260 as of 1/1/2011	8.6	\$2,236.00
Amy S. Kinslow	Legal Assistant	130	3.8	\$494.00
Reduction of Travel Time (50%)				(\$7,326.75)
TOTAL (Blended Rate=\$ 505)			797.8	\$403,008.75

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
B100 Asset Analysis and Recovery	7.10	\$3,896.50
B101 Asset Disposition	5.40	\$3,240.00
B102 Business Operations	19.40	\$16,625.00
B103 Case Administration	144.30	\$76,782.50
B104 Claims Administration & Objections	33.80	\$15,980.00
B105 Employee Benefits/Pensions	9.30	\$7,463.50
B106 Fee/Employment Applications	123.40	\$51,174.00
B107 Fee/Employment Objections	5.80	\$2,727.00
B108 Financing	4.10	\$1,711.50
B109 Litigation	114.50	\$59,077.50
B110 Plan and Disclosure Statement	290.80	\$149,611.50
B111 Relief from Stay Proceedings	5.40	\$2,842.00
B112 Tax Issues	4.40	\$2,178.00
B114 Other	6.60	\$2,373.00
B115 Travel	23.50	\$14,653.50
Reduction of 50% of Travel	0.00	(\$7,326.75)
Total	797.80	\$403,008.75

EXPENSE SUMMARY

Expense Category	Total Expenses
Bindery	\$54.75
Court Call Services	\$358.00
Court Reporter Services	\$181.50
Duplicating	\$1,310.20
Duplication (Network Print-over 1000 pages)	\$495.92
Duplication (color)	\$16.00
Express Delivery Services	\$665.50
Filing fees	\$125.00
Federal Express	\$122.97
Pacer Searches	\$437.20
Postage	\$137.24
Non-attorney OT	\$78.00
Research (Lexis)	\$1,584.71
Research (Westlaw)	\$558.17
Telecommunication Services	\$9.50
Telephone Conferencing	\$3.32
Travel Expenses	\$309.20
Working Meals	\$451.75
Total	\$6,898.93

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**FINAL FEE APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM NOVEMBER 23, 2009 THROUGH FEBRUARY 28, 2011**

Drinker Biddle & Reath LLP (“Drinker” or “Applicant”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) in the chapter 11 bankruptcy cases of the above captioned debtors and debtors-in-possession (the “Debtors”), hereby submits its Final Application for Compensation for Services Rendered and for Reimbursement of Expenses as counsel for the Committee for the Period from November 23, 2009 through February 28, 2011 (the “Final Application”), and respectfully represents as follows:

INTRODUCTION

1. Applicant makes this Final Application for payment of professional services rendered and expenses incurred in its representation of the Committee as provided under §§ 330 and 331 of title 11 of the United States Code (“Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”), the applicable local rules of this Court (the “Local Rules”), the Order establishing procedures for interim monthly compensation and

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reimbursement of expenses of professionals (“Interim Compensation Order”) entered December 3, 2009 (Docket No. 102) and the Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code of Reorganization (Docket No. 1007).

2. Applicant, in its Final Application, seeks an award of compensation in the amount of \$403,008.75 for 797.8 hours of professional services rendered from November 23, 2009, through and including February 28, 2011 (the “Compensation Period”); and reimbursement of disbursements in the amount of \$6,898.93 during the Compensation Period.

BACKGROUND

3. On November 8, 2009 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

4. On November 19, 2009, the Committee was formed and on November 24, 2009, the United States Trustee for the District of Delaware filed a Notice of Appointment of the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

5. This Court approved the Committee’s retention of Drinker *nunc pro tunc* to November 23, 2009 by the order dated February 2, 2010 (the “Retention Order”).

6. On May 17, 2010, Drinker filed the First Quarterly Application of Drinker Biddle & Reath LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From November 23, 2009 Through March 31, 2010 requesting legal fees in the amount of \$61,619.50 and \$343.00 in expenses [Docket No. 522] (the “First Quarterly Fee Application”).

7. On October 27, 2010, the Court conducted a hearing on the First Quarterly Application of Drinker Biddle & Reath LLP for Allowance of Compensation for Services

Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From November 23, 2009 Through March 31, 2010 and awarded the sum of \$61,619.50 in legal fees and \$343.00 in expenses as evidenced by that certain Order [Docket No. 879] entered on October 26, 2010. The Order granting the First Quarterly Fee Application is incorporated herein by reference.

8. On September 14, 2010, Drinker filed the Second Quarterly Application of Drinker Biddle & Reath LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From April 1, 2010 Through July 31, 2010 requesting legal fees in the amount of \$81,986.00 and \$1,465.22 in expenses [Docket No. 793] (the “Second Quarterly Fee Application”).

9. On February 10, 2011, the Court conducted a hearing on the Second Quarterly Fee Application and awarded the sum of \$81,986.00 in legal fees and \$1,456.22 in expenses as evidenced by that certain Order [Docket No. 1150] entered on February 8, 2011. The Order granting the Second Quarterly Fee Application is incorporated herein by reference.

10. On January 14, 2011, Drinker filed the Third Quarterly Application of Drinker Biddle & Reath LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From August 1, 2010 Through November 30, 2010 requesting legal fees in the amount of \$124,356.50 and \$2,088.15 in expenses [Docket No. 1109] (the “Third Quarterly Fee Application”).

11. A hearing has not been scheduled for the Third Quarterly Fee Application.

12. On January 25, 2011, Drinker filed the Thirteenth Monthly Application of Drinker Biddle & Reath LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From December 1,

2010 Through December 31, 2010 requested legal fees in the amount of \$43,680.75 and \$861.14 in expenses [Docket No. 1126] (the “December Monthly Fee Application”).

13. On April 14, 2011, Drinker filed the Fourteenth Monthly Application of Drinker Biddle & Reath LLP (“Drinker”) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From January 1, 2011 through January 31, 2011 requested legal fees in the amount of \$34,877.75 and \$936.25 in expenses [Docket No. 1230] (the “January Monthly Fee Application”).

14. On April 14, 2011, Drinker filed the Fifteenth Monthly Application of Drinker Biddle & Reath LLP (“Drinker”) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From February 1, 2011 Through February 28, 2011 requested legal fees in the amount of \$56,488.25 and \$1,207.17 in expenses [Docket No. 1231] (the “February Monthly Fee Application”).

15. Due to the fact this Final Application is being filed without having had an opportunity to schedule a hearing on the Third Quarterly Fee Application and to file a fourth quarterly fee application, Drinker respectfully requests that this Court consider the remaining monthly fee applications at the hearing on the Final Application. For the convenience of the Court and parties-in-interest, attached hereto as Exhibit A, Exhibit B, Exhibit C, and Exhibit D, respectively, are the Third Quarterly Fee Application, December Monthly Fee Application, January Monthly Fee Application, and February Monthly Fee Application.

JURISDICTION

16. This Court has jurisdiction over the Application under 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. 157(b)(2).

17. The statutory basis for the relief herein are sections 105(a), 330 and 331 of the Bankruptcy Code.

TERMS AND CONDITIONS OF COMPENSATION

18. By this Application, Drinker seeks entry for an order granting final approval, and directing payment to the extent not already paid, of (i) compensation in the amount of \$403,008.75 for professional services rendered during the period of November 23, 2009 through February 28, 2011 (the “Retention Period”) as counsel to the Committee in these Chapter 11 Cases, which includes any payment of the twenty percent (20%) holdback provided for in the Interim Compensation Order, and (ii) reimbursement of actual and necessary out-of-pocket disbursements and charges in the amount of \$6,898.93 incurred on behalf of the Committee during the Retention Period.

19. As set forth in the First Quarterly Fee Application approved by the Order entered on October 26, 2010 [Docket No. 879], Drinker was awarded legal fees in the amount of \$61,619.50 and reasonable and necessary expenses in the amount of \$343.00 for the period November 23, 2009 through March 31, 2010.

20. As set forth in the Second Quarterly Fee Application approved by the Order entered on February 8, 2011 [Docket No. 1150], Drinker was awarded legal fees in the amount of \$81,986.00 and reasonable and necessary expenses in the amount of \$1,456.22 for the period April 1, 2010 through July 31, 2010.

21. As set forth in **Exhibit A**, the Third Quarterly Fee Application, Drinker rendered 250.7 hours of professional services for the period from August 1, 2010 through November 30, 2010, resulting in legal fees in the amount of \$124,356.50 and associated reasonable and necessary expenses in the amount of \$2,088.15.

22. As set forth in the December Monthly Fee Application attached hereto as **Exhibit B**, Drinker rendered 83.6 hours of professional services for the period from December 1, 2010 through December 31, 2010, resulting in legal fees in the amount of \$43,680.75 and associated reasonable and necessary expenses in the amount of \$861.14.

23. As set forth in the January Monthly Fee Application attached hereto as **Exhibit C**, Drinker rendered 67.9 hours of professional services for the period from January 1, 2011 through January 31, 2011, resulting in legal fees in the amount of \$34,877.75 and associated reasonable and necessary expenses in the amount of \$936.25.

24. As set forth in the February Monthly Fee Application attached hereto as **Exhibit D**, Drinker rendered 108.1 hours of professional services for the period from February 1, 2011 through February 28, 2011, resulting in legal fees in the amount of \$56,488.25 and associated reasonable and necessary expenses in the amount of \$1,207.17.

25. Applicant is seeking compensation for services rendered during the Retention Period on behalf of the Committee, and not on behalf of any other person.

26. Drinker has received no payment to date and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with this case. There is no agreement or understanding between Drinker Biddle and any other person for the sharing of compensation to be received for services rendered in this case. This is Applicant's final fee application.

SUMMARY OF SERVICES RENDERED

27. During the Retention Period, Applicant provided significant professional services to the Committee in connection with these Chapter 11 Cases. These services included, among other things, assisting and representing the Committee with respect to the following matters:

- (a) advising the Committee with respect to its rights, duties and powers in these Chapter 11 cases;
- (b) assisting and advising the Committee in its discussions and consultations with the Debtors and other parties in interest regarding the administration of these Chapter 11 cases;
- (c) assisting the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure and in negotiating with holders of claims and equity interests;
- (d) assisting the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and of the operation of the Debtors' businesses and affairs;
- (e) assisting the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the assumption or rejection of certain leases of non-residential real property and executory contracts, asset dispositions, financing of other transactions and the terms of one or more plans of reorganization for the Debtors and accompanying disclosure statements and related plan documents;
- (f) assisting and advising the Committee as to its communications to the general creditor body regarding significant matters in these Chapter 11 cases;
- (g) representing the Committee at all hearings to be held before this Court and other proceedings and communicating with the Committee regarding the matters heard and the issues raised as well as the decisions and considerations of this Court;
- (h) reviewing and analyzing all motions, applications, orders, statements of operations and schedules filed with the Court and advise the Committee as to their necessity, propriety and impact upon the interests of unsecured creditors in these cases, and to the extent deemed appropriate by the Committee support, join or object to pleadings or orders on behalf of the Committee;
- (i) assisting with and preparing, on behalf of the Committee, any pleadings, including without limitation, applications, motions, memoranda, proposed orders, complaints, adversary complaints, objections or comments in connection with any of the foregoing, as may be required in support of positions taken by the Committee, including all trial preparation as may be necessary;

- (j) advising and assisting the Committee with respect to any regulatory or governmental activities;
- (k) investigating and analyzing any claims against the Debtors' non-debtor affiliates;
- (l) conferring with the professionals retained by the Debtors and other parties in interest, as well as with such other professionals as may be selected and employed by the Committee; and
- (m) performing such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

28. Applicant also assisted with the Debtors in effectively addressing many of the emergencies and other matters which occur during a chapter 11 case. In addition, Applicant responded to numerous inquiries by vendors, suppliers, employees, creditors and other interested parties.

29. All services for which compensation is requested by Drinker were performed solely for or on behalf of the Committee. As set forth in the Committee's motion seeking authority to retain Drinker, Drinker's services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services. The Retention Order authorized Drinker to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

CALCULATION OF TIME AND FEES

30. The Retention Period covers the period from November 23, 2009 through February 28, 2011. All professional services for which compensation is requested herein, and all reimbursement for expenses incurred, have been for services directly related to these Chapter 11 Cases and were rendered for the benefit of the Committee. No agreement or understanding exists between Applicant and any other person for the sharing of compensation received or to be

received in connection with these cases, other than as disclosed or authorized pursuant to 11 U.S.C. §§ 327, 328, 330 and 331.

31. As described in this Final Application and set forth in the attached exhibits, Drinker's attorneys and paralegals have spent a total of 797.8 hours providing necessary legal services to the Committee. As a result, Applicant requests compensation in the amount of \$403,008.75 for actual, necessary legal services performed. In addition, Drinker has expended the sum of \$6,898.93 for actual, necessary expenses incurred in representing the Committee.

32. In preparing this Application, Applicant has calculated the amount of time spent by each attorney and paralegal in performing actual, necessary legal services for the Committee. The data used came directly from computer printouts which are kept on each of Applicant's clients. The hourly rates charged are the hourly rates charged by Applicant to its non-bankruptcy and bankruptcy clients. Applicant worked to avoid any duplication of efforts between parties, and in instances where more than one attorney billed for a project, there was a need for multiple attorney's involvement. Multiple representation in analogous circumstances has been approved. *See Berberena v. Coler*, 753 F.2d 629 (7th Cir. 1985); *In re; Washington Manufacturing Co.*, 101 B.R. 944 (Bankr. M.D. Tenn. 1989); *In re: N-Ren Corp.*, 71 B.R. 488 (Bankr. S.D. Ohio 1987).

33. It is Applicant's policy to charge its clients in all areas of practice for identifiable non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client.

34. Applicant has worked closely with its co-counsel, Latham & Watkins LLP and the Debtors' other professionals in the case to avoid unnecessary duplication of the services rendered.

NOTICE

35. Notice of this Application has been given to the “Notice Parties” as defined in the Interim Compensation Order.

NO PRIOR REQUEST

36. No prior request for the relief sought in this Final Application has been made to this or any other court.

37. Drinker has received no payment to date and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with this case. There is no agreement or understanding between Drinker and any other person for the sharing of compensation to be received for services rendered in this case.

WHEREFORE, Drinker respectfully requests that the Court enter a final order: (i) approving final compensation in the amount of \$403,008.75 for necessary professional services rendered and final reimbursement of expenses incurred in the amount of \$6,898.93; (ii) authorizing and directing the Debtor to remit to Drinker any portion of the foregoing allowed fees and expenses not previously paid; and (iii) granting Drinker such other and further relief as may be just and proper.

Dated: April 14, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen

Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
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- and -

Robert K. Malone (admitted *pro hac vice*)
500 Campus Drive
Florham Park, NJ 07932-1047
Telephone: (973) 360-1100
Facsimile: (973) 360-9831

*Counsel for the Official Committee
of Unsecured Creditors*

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

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

CERTIFICATION PURSUANT TO 28 U.S.C. § 1746

Howard A. Cohen, Esq., of full age, hereby certifies and states as follows:

1. I am a partner of the law firm of Drinker Biddle & Reath LLP, counsel to the Official Committee of Unsecured Creditors, in the above-captioned matter. I submit this certification in connection with Drinker Biddle & Reath LLP's Final Application for allowance of compensation for services rendered and for reimbursement of expenses for the period of November 23, 2009 through February 28, 2011 (the "Application").

2. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certify to the best of my knowledge and belief that the Application complies with Local Rule 2016-2.

I certify, under penalty of perjury, that the foregoing statements made by me are true to the best of my knowledge, information, and belief.

Dated: April 14, 2011

/s/ Howard A. Cohen
Howard A. Cohen

EXHIBIT A

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

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

Objection Deadline: February 4, 2011 at 4:00 p.m.
Hearing Date: TBD

NOTICE OF THIRD INTERIM FEE APPLICATION

Name of Applicant: Drinker Biddle & Reath LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: November 23, 2009

Period for Which Compensation and
Reimbursement Is Sought: August 1, 2010 to November 30, 2010

Amount of Compensation Requested: \$124,356.50

Amount of Expense Reimbursement
Requested: \$2,088.15

This is (a)n: X interim _____ final application
Summary of fee applications for the compensation period:

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

Date Filed	Period Covered	Requested		Paid		20% Holdback
		Fees	Expenses	Fees	Expenses	Fees
10/07/2010	08/01/2010 – 08/31/2010	\$23,604.00	\$191.20	\$18,883.20	\$191.20	\$4,720.80
11/19/2010	09/01/2010– 09/30/2010	\$21,234.50	\$642.97	0.00	0.00	
1/14/2011	10/1/2010– 10/31/2010	\$42,534.00	\$1,104.42	0.00	0.00	
1/14/2011	11/1/2010– 11/30/2010	\$36,984.00	\$149.56	0.00	0.00	
Totals		\$124,356.50	\$2,088.15			

PLEASE TAKE NOTICE that, pursuant to the Court’s 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, dated 12/03/2009 (Docket No. 102) (the “*Interim Compensation Order*”), objections, if any, to this Third Interim Fee Application² must be filed with the Court and served on the Applicant at the address set forth below and the Notice Parties so as to be received **by or before 4:00 p.m. (S.T.) on February 4, 2011**. If no timely objections are filed to the Third Interim Fee Application, the Court, in accordance with the terms of the Interim Compensation Order, may enter an order granting the Third Interim Fee Application without a hearing.

Dated: January 14, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard C. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

Attorneys for the Official Committee of
Unsecured Creditors

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Interim Compensation Order.
PHTRANS/962885.1

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

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

Objection Deadline: October 28, 2010 at 4:00 p.m.
Hearing Date: Only if objections are filed

**NINTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM AUGUST 1, 2010 THROUGH AUGUST 31, 2010**

Name of Applicant: Drinker Biddle & Reath LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: nunc pro tunc to November 23, 2009

Period for which compensation
and reimbursement are sought: August 1, 2010 through August 31, 2010

Amount of Compensation sought as actual,
reasonable, and necessary: \$18,883.20 (80% of \$23,604.00)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$191.20

This is an: X interim ____ final application

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

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

		Requested		Approved/Paid	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
05/17/2010	11/23/2009 – 12/31/2009	\$14,738.00	\$ 97.10	\$11,790.40	\$97.10
05/17/2010	01/01/2010 – 01/31/2010	\$13,690.50	\$ 74.75	\$10,952.40	\$74.75
05/17/2010	02/01/2010 – 02/28/2010	\$10,323.00	\$ 53.42	\$10,323.00	\$53.42
05/17/2010	03/01/2010 – 03/31/2010	\$22,868.00	\$117.73	\$18,294.40	\$117.73
05/28/2010	04/01/2010 – 04/30/2010	\$11,866.50	\$238.88	\$9,493.20	\$238.88
06/25/2010	05/01/2010 – 05/31/2010	\$24,573.00	\$172.04	\$19,658.40	\$172.04
07/27/2010	06/01/2010 – 06/30/2010	\$23,226.50	\$656.19	\$18,581.20	\$656.19
08/31/2010	07/01/2010 – 07/31/2010	\$22,320.00	\$398.11	\$17,856.00	\$398.11
	TOTAL	\$143,605.50	\$1808.22	\$116,949.00	\$1,808.22

**ATTACHMENT B
TO FEE APPLICATION**

Name of Professional Individual	Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Robert K. Malone	Partner; Admitted to NJ bar since 1984	\$625	18.6	\$11,625.00
Howard A. Cohen	Partner; Admitted to DE bar since 2001	\$495	22.5	\$11,137.50
Jane L. Gorman	Paralegal	\$255	3.3	\$ 841.50
TOTAL			44.4	\$23,604.00
BLENDED RATE		531		

COMPENSATION BY PROJECT CATEGORY
AUGUST 1, 2010 THROUGH AUGUST 31, 2010

Project Category	Total Hours	Total Fees
B100 Asset Analysis and Recovery	.9	\$562.50
B101 Asset Disposition	.1	\$62.50
B103 Case Administration	6.3	\$3,846.50
B104 Claims Administration & Objections	.8	\$409.00
B105 Employee Benefits/Pensions	.2	\$125.00
B106 Fee/Employment Applications	6.0	\$2,315.00
B107 Fee/Employment Objections	.3	\$76.50
B108 Financing	0	0
B109 Litigation	29.8	\$16,207.00
B110 Plan and Disclosure Statement	0	0
B111 Relief from Stay Proceedings	0	0
B114 Other	0	0
TOTAL	44.4	\$23,604.00

EXPENSE SUMMARY
AUGUST 1, 2010 THROUGH AUGUST 31, 2010

Expense Category	Total Expenses
Bindery	\$12.00
Duplicating	\$63.60
Duplicating (color)	\$16.00
Express Delivery Services (Parcels)	\$70.00
Pacer Searches	\$14.16
Postage	\$12.12
Telephone Conferencing	\$3.32
TOTAL	\$191.20

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

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

**NINTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM AUGUST 1, 2010 THROUGH AUGUST 31, 2010**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 102] (the “Interim Compensation Order”), Drinker Biddle & Reath LLP (“Drinker”) hereby files this Ninth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the Period from August 1, 2010 through August 31, 2010 (the “Application”). By this Application, Drinker seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$23,604.00 as compensation and \$191.20 for reimbursement of actual and necessary expenses for a total of \$22,718.11 for the period commencing August 1, 2010 through and including August 31, 2010 (the “Compensation Period”). In support of this Application, Drinker respectfully represents as follows:

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

BACKGROUND

1. On November 8, 2009 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

2. On November 19, 2009, the Committee was formed and on November 24, 2009, the United States Trustee for the District of Delaware filed a Notice of Appointment of the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

3. This Court approved the Committee’s retention of Drinker *nunc pro tunc* to November 23, 2009 by the order dated February 2, 2010 (the “Retention Order”).

BASIS FOR THE MONTHLY FEE APPLICATION

4. By this Application, Drinker seeks compensation for the services rendered and reimbursement of expenses incurred by Drinker as general reorganization and bankruptcy counsel to the Committee during the Compensation Period. The amount of fees sought for services rendered during this period is \$23,604.00, representing 44.4 hours in professional and paraprofessional time for such services. Reimbursement of actual and necessary expenses incurred by Drinker during the Compensation Period in connection with these services is requested in the amount of \$191.20.

5. All services for which compensation is requested by Drinker were performed solely for or on behalf of the Committee. As set forth in the Committee’s motion seeking authority to retain Drinker, Drinker’s services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services. The Retention Order authorized Drinker to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. Drinker has received no payment to date and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with this case. There is no agreement or understanding between Drinker and any other person for the sharing of compensation to be received for services rendered in this case.

FEE STATEMENT

7. The fee statement for the Compensation Period is attached hereto as Exhibit A (the “Billing Detail”). The Billing Detail contains a detailed chronological narrative of the time spent (divided among eight (8) descriptive billing categories), the dates and descriptions of the services rendered, and the identity of the attorneys and other professionals who provided such services on behalf of the Committee during the Compensation Period. Certain of these narratives in the Billing Detail have been redacted for privilege and confidentiality purposes. To the best of Drinker’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

8. A summary of actual and necessary expenses incurred by Drinker during the Compensation Period is included in the attached Billing Detail. Drinker has incurred out-of-pocket expenses in the amount of \$191.20 in connection with its services rendered to the Committee during the Compensation Period. These expenses were incurred for items not included in Drinker’s hourly rates, including (but not limited to) duplicating charges, document delivery and messenger services, telephone and facsimile charges, legal research charges, travel expenses and in-house document production. Drinker submits that all such expenses are

necessary and actual expenses for the performance of its services in this case, and further submits that many of the expenses were necessitated by the time constraints under which Drinker's professionals and staff have operated in this case.

INTERIM NATURE OF COMPENSATION

9. In accordance with the Interim Compensation Order, Drinker requests that, upon expiration of the objection deadline in respect of this Application and Drinker's filing of a certificate of no objection, the Debtor be authorized to pay Drinker an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Drinker respectfully submits that the amounts requested by this Application are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

REVIEW OF APPLICABLE LOCAL RULE

11. The undersigned has reviewed the requirements of Del. Bankr. L.R. 2016-2 and certifies that, to the best of his information, knowledge and belief, this Application complies with Rule 2016-2.

NOTICE

12. No trustee or examiner has been appointed in these Chapter 11 Cases. The Committee has provided notice of this Application to: (a) the Office of the United States Trustee, (b) the Debtors, (c) counsel for the Debtors, (c) local counsel to the Debtors and (d) all parties entitled to notice pursuant to the Interim Compensation Order. In light of the nature of the relief

requested, the Committee submits that no further notice is required or needed under the circumstances.

WHEREFORE, Drinker respectfully requests that the Court (i) approve compensation in the amount of \$23,604.00 for necessary professional services rendered and reimbursement of expenses in the amount of \$191.20, (ii) authorize the Debtor to remit to Drinker, in accordance with the Interim Compensation Order, \$18,883.20 (80% of \$23,604.00) for necessary professional services rendered and \$191.20 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: October 7, 2010

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen

Andrew C. Kassner (DE 4507)

Howard A. Cohen (DE 4082)

1100 N. Market Street, Suite 1000

Wilmington, DE 19801

Telephone: (302) 467-4200

Facsimile: (302) 467-4201

- and -

Robert K. Malone (admitted *pro hac vice*)

500 Campus Drive

Florham Park, NJ 07932-1047

Telephone: (973) 360-1100

Facsimile: (973) 360-9831

Counsel for the Official

Committee of Unsecured Creditors

EXHIBIT A

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

REMITTANCE PAGE

10/06/2010

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice No. 14381697

For services through 31 AUGUST 2010 as follows:

<u>Our File</u>	<u>Matter Name</u>	<u>Amount</u>
446173	Advanta Corp., Chapter 11	
	Current Fees	23,604.00
	Expenses and Charges	<u>191.20</u>
	Total Amount Due This Invoice Per Attached Detail	<u>\$ 23,795.20</u>

SUMMARY OF ACCOUNTS RECEIVABLE

DATE	INV #	AMOUNT	CREDITS	BALANCE
05/14/10	14342397	\$14,835.10	(\$11,887.50)	\$2,947.60
05/17/10	14342762	\$13,765.25	(\$11,027.15)	\$2,738.10
05/17/10	14342775	\$10,376.42	(\$8,311.82)	\$2,064.60
05/17/10	14342786	\$22,985.73	(\$18,412.13)	\$4,573.60
05/27/10	14347041	\$12,417.88	(\$9,732.08)	\$2,685.80
06/21/10	14351861	\$25,057.54	(\$20,080.44)	\$4,977.10
07/21/10	14359850	\$23,882.69	(\$19,237.39)	\$4,645.30
08/30/10	14371918	\$22,718.11	(\$18,254.11)	\$4,464.00

PRIOR BALANCE DUE	<u>\$ 29,096.10</u>
TOTAL BALANCE DUE	<u>\$ 52,891.30</u>

LAW OFFICES



500 Campus Drive
Florham Park, NJ 07932-1047
973-360-1100

Please return this remittance copy with your payment.
Payment for legal services is due within 30 days of invoice date.

Wire Payments should be forwarded to:

Bank: Bank of America
ABA #: 026-009-593
Acct. No.: 4201031226
Acct Name: Drinker Biddle & Reath LLP
NJ Business Depository Account
Reference: 204839/14381697

Checks should be mailed to:

Drinker Biddle & Reath LLP
500 Campus Drive
Florham Park, NJ 07932-1047

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice Number: 14381697
 Invoice Date: 10/06/2010
 Client Number: 204839
 Matter Number: 446173
 Page: 1

RE: Advanta Corp., Chapter 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 31 AUGUST 2010

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B100 Asset Analysis and Recovery			
08/09/10 R MALONE	Review Order Authorizing and Approving the Stipulation between ASSC and Liberty Property Limited Partnership Extending the Time to Assume or Reject the Dresher Property Lease, entered by the Hon. Kevin J. Carey, Aug. 2, 2010.		0.10	62.50
08/31/10 R MALONE	Review Advanta's Motion Seeking Shortened Notice and Option Periods for Motion for an Order Approving the Settlement Agreement between Advanta Corp., The Federal Deposit Insurance Corporation, as Receiver for Advanta Bank Corp., and the Official Committee of Unsecured Creditors (.2); review Motion for an Order Approving the Settlement Agreeent between Advanta Corp., The Federal Deposit Insurance Corporation, as Receiver for Advanta Bank Corp., and the Official Comittee of Unsecured Creditors. (.6)		0.80	500.00
TOTAL B100			0.90	562.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B101 Asset Disposition			
08/04/10 R MALONE	Review Certification of Counsel Regarding Order Authorizing and Approving the Stipulation between ASC and Liberty Property Limited Partnership Extending Time to Assume or Reject the Dresher Property Lease.		0.10	62.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B101	Asset Disposition		
	TOTAL B101		0.10	62.50
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B103	Case Administration		
08/02/10 R MALONE	Prepare for conference call (.4);participate in Creditors' Committee conference call (1.1)		1.50	937.50
08/04/10 R MALONE	Review Certification of Counsel Regarding Scheduling of Omnibus Hearing Date.		0.10	62.50
08/09/10 R MALONE	Review of Expert Reports of Prof. M. Erickson, N. Strauss (Debtor) and Michael Braverman, Duff & Phelps (FDIC) (1.5); prepare for and participate in conference call of Creditors' Committee (.6)		2.10	1,312.50
08/09/10 R MALONE	Review Certification of Counsel Regarding Amended Expedited Discovery and Evidentiary Hearing Scheduling Order.		0.10	62.50
08/09/10 R MALONE	Review Order Scheduling Omnibus Hearing Date on September 23, 2010 at 2:00 p.m. entered by the Hon. Kevin J. Carey, August 2, 2010.		0.10	62.50
08/10/10 R MALONE	Review Notice of Agenda of Matters Scheduled For Hearing on August 12, 2010 at 11:00 a.m.		0.10	62.50
08/10/10 R MALONE	Review Amended Expedited Discovery and Evidentiary Hearing Scheduling Order entered by the Hon. Kevin J. Carey August 5, 2010.		0.10	62.50
08/11/10 R MALONE	Prepare for and participatre in conference call of Creditors' Committee (1.2)		1.20	750.00
08/12/10 R MALONE	Review Notice of Agenda of Matters Scheduled for Evidentiary Hearing on August 16-18, 2010 at 10:00 A.M.		0.10	62.50
08/12/10 HA COHEN	Attend Advanta omnibus hearing before Hon. K. Carey, U.S. Bankruptcy Court regarding claims objections.		0.70	346.50
08/13/10 R MALONE	Review Notice of Amended Agenda of Matters Scheduled for Evidentiary Hearing on August 16-18, 2010 at 10:00 A.M.		0.10	62.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B103 Case Administration			
08/31/10 R MALONE	Review Notice of Motion and Hearing Thereon scheduled for September 8, 2010 at 10:00 a.m. in connection with Motion for an Order Approving the Settlement Agreement between Advanta Corp., the Federal Deposit Insurance Corporation, as Receiver for Advanta Bank Corp., and the Official Committee of Unsecured Creditors.		0.10	62.50
TOTAL B103			6.30	3,846.50
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B104 Claims Administration & Objections			
08/02/10 HA COHEN	Telephone call with M. Patton (investor) re: status of case and claims.		0.30	148.50
08/17/10 R MALONE	Review Order Granting Debtors' First Omnibus Objection to Stockownership /Claims, entered by the Hon. Kevin J. Carey, August 12, 2010.		0.10	62.50
08/26/10 HA COHEN	Telephone call with G. Watson re: case status.		0.40	198.00
TOTAL B104			0.80	409.00
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B105 Employee Benefits/Pensions			
08/18/10 R MALONE	Review Verified Statement of Counsel.		0.20	125.00
TOTAL B105			0.20	125.00
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B106 Fee/Employment Applications			
08/05/10 HA COHEN	Telephone call with N. Gordon at Advanta re: billing matters.		0.20	99.00
08/06/10 HA COHEN	Review 10th monthly fee application of FTI.		1.10	544.50
08/17/10 R MALONE	Review Order Authorizing Advanta Shared Services Corp. to Employ and Retain Christie's Inc. and Approving Sale of Artwork entered by the Hon. Kevin J. Carey, August 10, 2010.		0.10	62.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE		B106 Fee/Employment Applications		
08/17/10	JL GORMAN	Review docket for objections to sixth fee application of Drinker(.1); draft certificate of no objection to sixth fee application of Drinker (.1); file same with Court (.1); draft certificate of no objection to seventh fee application of Drinker (.1).	0.40	102.00
08/23/10	R MALONE	Review Seventh Monthly Fee Application of Alvarez & Marsal North America for the Period June 1 through June 30, 2010.	0.20	125.00
08/24/10	R MALONE	Review Eighth Monthly Fee Application of Richards, Layton & Finger, PA. for the Period from July 1 through July 31, 2010.	0.20	125.00
08/27/10	JL GORMAN	Review Drinker's July fee application.	0.40	102.00
08/30/10	JL GORMAN	Review and revise Drinker's eighth fee application.	1.80	459.00
08/31/10	HA COHEN	Review/coordinate submission of July fee application for FTI.	1.20	594.00
08/31/10	JL GORMAN	Finalize Drinker's 8th fee application (.2); file fee application with Court (.1); serve notice parties (.1).	0.40	102.00
TOTAL B106			6.00	2,315.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE		B107 Fee/Employment Objections		
08/19/10	JL GORMAN	Review docket for objections to Drinker seventh fee application.	0.10	25.50
08/19/10	JL GORMAN	Finalize certificate of no objection to Drinker's seventh fee application.	0.10	25.50
08/19/10	JL GORMAN	File certificate of no objection seventh fee application; same with Court.	0.10	25.50
TOTAL B107			0.30	76.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B109 Litigation		
08/04/10	HA COHEN	Email to J. Casey re: procedures to admit certain trial documents in evidence.	0.20	99.00
08/05/10	R MALONE	Attend deposition of Philip Brown, CFO, Advanta in ABC v. Advanta adversary; confer with co-counsel regarding strategies and issues related to same	7.70	4,812.50
08/10/10	HA COHEN	Telephone call with A. Singer re: evidentiary matters pertaining to FDIC trial.	0.20	99.00
08/11/10	HA COHEN	Research for trial related to various sealing matters.	3.90	1,930.50
08/11/10	HA COHEN	Attend committee call re: FDIC litigation update.	0.90	445.50
08/12/10	R MALONE	Review and revise Pre-trial Brief in ABC v. Advanta (1.0); prepare electronic correspondence to A. Singer, Latham & Watkins, co-counsel regarding proposed revisions (.4)	1.40	875.00
08/12/10	HA COHEN	Multiple calls with co-counsel, debtors' local counsel and clerk re: coordinating use of break out rooms and other logistical matters pertaining to FDIC trial.	1.20	594.00
08/12/10	HA COHEN	Drafting sealing motion (2.1) and related motion to shorten (1.1).	3.30	1,633.50
08/12/10	HA COHEN	Review draft pre-trial brief.	1.20	594.00
08/13/10	R MALONE	Review and respond to electronic correspondence from HA Cohen regarding filing and hearing (.2); participate in conference call of Creditors' Committee regarding settlement strategies and update (1.0)	1.20	750.00
08/13/10	HA COHEN	Revising all pre-trial documents in connection with submission to Court (3.9); Coordinating trial logistics with debtors' counsel and co-counsel (1.3).	5.20	2,574.00
08/13/10	HA COHEN	Multiple conference calls with committee re: FDIC litigation update.	1.40	693.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B109	Litigation		
08/16/10	R MALONE	Attend hearing before Hon. K. Carey, US Bankruptcy Court regarding ABC v Advanta Corp settlement (.9)	0.90	562.50
08/16/10	HA COHEN	Attend hearing before Hon. K, Carey, U.S. Bankruptcy court regarding FDIC settlement.	1.10	544.50
TOTAL B109			29.80	16,207.00
CURRENT FEES				\$23,604.00

TIME AND FEE SUMMARY

TIMEKEEPER	TITLE	RATE	HOURS	FEES
R MALONE	PARTNER	\$625.00	18.60	\$11,625.00
HA COHEN	PARTNER	\$495.00	22.50	\$11,137.50
JL GORMAN	PARALEGAL	\$255.00	3.30	\$841.50
TOTALS			44.40	\$23,604.00

EXPENSES AND CHARGES

08/05/10	Postage KINSLOW 7/27	6.56
08/16/10	Postage Cohen 8/6	5.56
TOTAL:		12.12
08/16/10	Duplicating - Color Copies Amy Kinslow 8-13-20	16.00
TOTAL:		16.00
08/03/10	Duplicating User Diane Meaney made 2 copies on 08/03/2010 at 11:11 hrs	0.20
08/06/10	Duplicating User Amy S Kinslow made 132 copies on 08/06/2010 at 14:53 hrs	13.20
08/13/10	Duplicating User Amy S Kinslow made 200 copies on 08/13/2010 at 16:35 hrs	20.00
08/16/10	Duplicating User Diane Meaney made 4 copies on 08/16/2010 at 16:11 hrs	0.40

08/16/10	Duplicating User Diane Meaney made 4 copies on 08/16/2010 at 17:08 hrs	0.40
08/16/10	Duplicating User Diane Meaney made 6 copies on 08/16/2010 at 16:09 hrs	0.60
08/17/10	Duplicating User Diane Meaney made 26 copies on 08/17/2010 at 10:29 hrs	2.60
08/23/10	Duplicating User Diane Meaney made 54 copies on 08/23/2010 at 11:29 hrs	5.40
08/24/10	Duplicating User Diane Meaney made 74 copies on 08/24/2010 at 10:29 hrs	7.40
08/30/10	Duplicating User Diane Meaney made 56 copies on 08/30/2010 at 11:20 hrs	5.60
08/31/10	Duplicating User Jane L. Gorman made 78 copies on 08/31/2010 at 10:07 hrs	7.80
TOTAL:		<hr/> 63.60
07/09/10	Telephone Conferencing ATT: Emp: Robert K. Malone; 15:01 PM	3.32
TOTAL:		<hr/> 3.32
08/04/10	Express Delivery Services - Parcels, Inc. Delivery,US District Court,844 N King St,Wilmington DE	15.00
08/18/10	Express Delivery Services - Parcels, Inc. Delivery,Multiple Inner City Deliveries,Wilmington DE	10.00
08/18/10	Express Delivery Services - Parcels, Inc. Delivery,Judge Kevin J Carey,824 N Market St,Wilmington DE	7.50
08/25/10	Express Delivery Services - Parcels, Inc. Delivery,Judge Kevin J Carey,824 N Market St,Wilmington DE	7.50
08/25/10	Express Delivery Services - Parcels, Inc. Delivery,Judge Kevin J Carey,824 N Market St,Wilmington DE	7.50
08/25/10	Express Delivery Services - Parcels, Inc. Delivery,Multiple Inner City Deliveries,Wilmington DE	15.00
08/27/10	Express Delivery Services - Parcels, Inc. Pick-Up,Judge Kevin J Carey,824 N Market St Wilmington DE	7.50
TOTAL:		<hr/> 70.00
08/06/10	Pacer Searches	4.40
08/12/10	Pacer Searches	0.72
08/13/10	Pacer Searches	0.24
08/19/10	Pacer Searches	5.28
08/31/10	Pacer Searches	2.80

08/31/10	Pacer Searches	0.72
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	TOTAL:	14.16
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08/16/10	Bindery Amy Kinslow 8-13-20	12.00
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	TOTAL:	12.00
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CURRENT EXPENSES AND CHARGES	\$ 191.20
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TOTAL THIS INVOICE	\$ 23,795.20
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Payment for legal services is due within 30 days of invoice date.

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

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

Objection Deadline: Dec. 10, 2010 at 4:00 p.m.
Hearing Date: Only if objections are filed

**TENTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM SEPTEMBER 1, 2010 THROUGH SEPTEMBER 30, 2010**

Name of Applicant: Drinker Biddle & Reath LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: nunc pro tunc to November 23, 2009

Period for which compensation
and reimbursement are sought: September 1, 2010 through September 30, 2010

Amount of Compensation sought as actual,
reasonable, and necessary: \$16,987.60 (80% of \$21,234.50)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$640.97

This is an: X interim ____ final application

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

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

		Requested		Approved/Paid	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
05/17/2010	11/23/2009 – 12/31/2009	\$14,738.00	\$ 97.10	\$11,790.40	\$97.10
05/17/2010	01/01/2010 – 01/31/2010	\$13,690.50	\$ 74.75	\$10,952.40	\$74.75
05/17/2010	02/01/2010 – 02/28/2010	\$10,323.00	\$ 53.42	\$10,323.00	\$53.42
05/17/2010	03/01/2010 – 03/31/2010	\$22,868.00	\$117.73	\$18,294.40	\$117.73
05/28/2010	04/01/2010 – 04/30/2010	\$11,866.50	\$238.88	\$9,493.20	\$238.88
06/25/2010	05/01/2010 – 05/31/2010	\$24,573.00	\$172.04	\$19,658.40	\$172.04
07/27/2010	06/01/2010 – 06/30/2010	\$23,226.50	\$656.19	\$18,581.20	\$656.19
08/31/2010	07/01/2010 – 07/31/2010	\$22,320.00	\$398.11	\$17,856.00	\$398.11
10/07/2010	08/01/2010 – 08/31/2010	\$23,604.00	\$191.20	\$18,883.20	\$191.20
	TOTAL				

**ATTACHMENT B
TO FEE APPLICATION**

Name of Professional Individual	Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Robert K. Malone	Partner; Admitted to NJ bar since 1984	\$625	13.9	\$8,687.50
Howard A. Cohen	Partner; Admitted to DE bar since 2001	\$495	7.4	\$3,663.00
Joseph Argentina	Associate; Admitted to PA and NJ bars since 2009	\$305	25.7	\$7,838.50
Jane L. Gorman	Paralegal	\$255	4.1	\$1,045.50
TOTAL			51.1	\$21,234.50
BLENDED RATE				

COMPENSATION BY PROJECT CATEGORY
SEPTEMBER 1, 2010 THROUGH SEPTEMBER 30, 2010

Project Category	Total Hours	Total Fees
B100 Asset Analysis and Recovery	.4	\$250.00
B101 Asset Disposition	.3	\$187.50
B103 Case Administration	3.8	\$2,238.00
B104 Claims Administration & Objections	3.0	\$1,576.00
B105 Employee Benefits/Pensions	0	0
B106 Fee/Employment Applications	10.1	\$4,454.50
B107 Fee/Employment Objections	.1	\$25.50
B108 Financing	.4	\$102.00
B109 Litigation	0	0
B110 Plan and Disclosure Statement	32.8	\$12,276.00
B111 Relief from Stay Proceedings	.2	\$125.00
B114 Other	0	0
TOTAL	51.1	\$21,234.50

EXPENSE SUMMARY
SEPTEMBER 1, 2010 THROUGH SEPTEMBER 30, 2010

Expense Category	Total Expenses
Computer Assisted Research (Lexis)	\$419.08
Duplicating	\$52.60
Express Delivery Services (Parcels)	\$37.50
Pacer Searches	\$118.80
Postage	\$12.99
TOTAL	\$642.97

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

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

**TENTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM SEPTEMBER 1, 2010 THROUGH SEPTEMBER 30, 2010**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 102] (the “Interim Compensation Order”), Drinker Biddle & Reath LLP (“Drinker”) hereby files this Tenth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the Period from September 1, 2010 through September 30, 2010 (the “Application”). By this Application, Drinker seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$21,234.50 as compensation and \$640.97 for reimbursement of actual and necessary expenses for a total of \$21,875.47 for the period commencing September 1, 2010 through and including September 30, 2010 (the “Compensation Period”). In support of this Application, Drinker respectfully represents as follows:

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

BACKGROUND

1. On November 8, 2009 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

2. On November 19, 2009, the Committee was formed and on November 24, 2009, the United States Trustee for the District of Delaware filed a Notice of Appointment of the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

3. This Court approved the Committee’s retention of Drinker *nunc pro tunc* to November 23, 2009 by the order dated February 2, 2010 (the “Retention Order”).

BASIS FOR THE MONTHLY FEE APPLICATION

4. By this Application, Drinker seeks compensation for the services rendered and reimbursement of expenses incurred by Drinker as general reorganization and bankruptcy counsel to the Committee during the Compensation Period. The amount of fees sought for services rendered during this period is \$21,234.50, representing 51.1 hours in professional and paraprofessional time for such services. Reimbursement of actual and necessary expenses incurred by Drinker during the Compensation Period in connection with these services is requested in the amount of \$640.97.

5. All services for which compensation is requested by Drinker were performed solely for or on behalf of the Committee. As set forth in the Committee’s motion seeking authority to retain Drinker, Drinker’s services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services. The Retention Order authorized Drinker to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. Drinker has received no payment to date and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with this case. There is no agreement or understanding between Drinker and any other person for the sharing of compensation to be received for services rendered in this case.

FEE STATEMENT

7. The fee statement for the Compensation Period is attached hereto as Exhibit A (the “Billing Detail”). The Billing Detail contains a detailed chronological narrative of the time spent (divided among nine (9) descriptive billing categories), the dates and descriptions of the services rendered, and the identity of the attorneys and other professionals who provided such services on behalf of the Committee during the Compensation Period. Certain of these narratives in the Billing Detail have been redacted for privilege and confidentiality purposes. To the best of Drinker’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

8. A summary of actual and necessary expenses incurred by Drinker during the Compensation Period is included in the attached Billing Detail. Drinker has incurred out-of-pocket expenses in the amount of \$640.97 in connection with its services rendered to the Committee during the Compensation Period. These expenses were incurred for items not included in Drinker’s hourly rates, including (but not limited to) duplicating charges, document delivery and messenger services, telephone and facsimile charges, legal research charges, travel expenses and in-house document production. Drinker submits that all such expenses are

necessary and actual expenses for the performance of its services in this case, and further submits that many of the expenses were necessitated by the time constraints under which Drinker's professionals and staff have operated in this case.

INTERIM NATURE OF COMPENSATION

9. In accordance with the Interim Compensation Order, Drinker requests that, upon expiration of the objection deadline in respect of this Application and Drinker's filing of a certificate of no objection, the Debtor be authorized to pay Drinker an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Drinker respectfully submits that the amounts requested by this Application are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

REVIEW OF APPLICABLE LOCAL RULE

11. The undersigned has reviewed the requirements of Del. Bankr. L.R. 2016-2 and certifies that, to the best of his information, knowledge and belief, this Application complies with Rule 2016-2.

NOTICE

12. No trustee or examiner has been appointed in these Chapter 11 Cases. The Committee has provided notice of this Application to: (a) the Office of the United States Trustee, (b) the Debtors, (c) counsel for the Debtors, (c) local counsel to the Debtors and (d) all parties entitled to notice pursuant to the Interim Compensation Order. In light of the nature of the relief

requested, the Committee submits that no further notice is required or needed under the circumstances.

WHEREFORE, Drinker respectfully requests that the Court (i) approve compensation in the amount of \$21,234.50 for necessary professional services rendered and reimbursement of expenses in the amount of \$640.97, (ii) authorize the Debtor to remit to Drinker, in accordance with the Interim Compensation Order, \$16,987.60 (80% of \$21,234.50) for necessary professional services rendered and \$640.97 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: November 19, 2010

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen

Andrew C. Kassner (DE 4507)

Howard A. Cohen (DE 4082)

1100 N. Market Street, Suite 1000

Wilmington, DE 19801

Telephone: (302) 467-4200

Facsimile: (302) 467-4201

- and -

Robert K. Malone (admitted *pro hac vice*)

500 Campus Drive

Florham Park, NJ 07932-1047

Telephone: (973) 360-1100

Facsimile: (973) 360-9831

Counsel for the Official

Committee of Unsecured Creditors

EXHIBIT A

c/o U.S. Bankruptcy Court
District of Delaware
824 Market Street, 3rd Floor
Wilmington, DE 19801

Invoice Number: 14392614
Invoice Date: 11/16/2010
Client Number: 204839
Matter Number: 446173
Page: 1

RE: Advanta Corp., Chapter 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 30 SEPTEMBER 2010

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B100 Asset Analysis and Recovery		
09/08/10	R MALONE	Review Certification of Counsel and Order regarding Order Authorizing and Approving the Stipulation between ASSC and Liberty Property Limited Partnership Extending Time to Assume or Reject the Dresher Property Lease.	0.20	125.00
09/14/10	R MALONE	Review Certification of Counsel regarding Motion and Order approving the Settlement Agreement between Advanta Corp., the Federal Deposit Insurance Corporation, as Receiver for Advanta Bank Corp., and the Official Committee of Unsecured Creditors.	0.20	125.00
		TOTAL B100	0.40	250.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B101 Asset Disposition		
09/08/10	R MALONE	Review Motion for Authority to Reject Certain Unexpired Mailing System Lease.	0.20	125.00
09/27/10	R MALONE	Review Order Authorizing the Debtors to Reject Certain Unexpired Mailing System Lease entered by the Hon. Kevin J. Carey, September 21, 2010.	0.10	62.50
		TOTAL B101	0.30	187.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE		B103 Case Administration		
09/01/10	JL GORMAN	Conference with H. Cohen re: transmission of invoices and CNO to the Debtor (.1); draft e-mail to Debtor enclosing May and June invoices and CNO(s) (.2).	0.30	76.50
09/03/10	R MALONE	Review Notice of Agenda of matters scheduled for Hearing on September 8, 2010 at 10:00 a.m. regarding Advanta Bank Corp. v. Advanta Corp.	0.10	62.50
09/07/10	R MALONE	Review Notice of Amended Agenda of Matters Scheduled for Hearing on September 8, 2010 - Hearing Cancelled (.1); confer with H.A. /cohen regarding same (0.0).	0.10	62.50
09/07/10	R MALONE	Review Motion Authorizing Dissolution of Non-Debtor Affiliate Advanta Insurance Company (.3); review Advanta's Motion seeking Shortened Notice and Objection Periods for Motion Authorizing Dissolution of Non Debtor Affiliate Advanta Insurance (.2).	0.50	312.50
09/08/10	R MALONE	Review Order Scheduling Omnibus Hearing Date for October 27, 2010 at 3:00 p.m. entered by the Hon. Kevin J. Carey, Chief United States Bankruptcy Judge.	0.10	62.50
09/14/10	R MALONE	Review Order Shortening Notice and Objection Periods for Motion for Order Authorizing Dissolution of Non-Debtor Affiliate Advanta Insurance Company entered by the Hon. Kevin J. Carey, September 7, 2010.	0.10	62.50
09/20/10	HA COHEN	Email A. Singer re: status of Sept. 23 hearing.	0.20	99.00
09/22/10	R MALONE	Review Notice of Amended Agenda of Matters Scheduled for Hearing on September 23, 2010 - Hearing Cancelled.	0.10	62.50
09/27/10	R MALONE	Review Order Authorizing Dissolution of Non-Debtor Affiliate Advanta Insurance Company entered by the Hon. Kevin J. Carey, September 21, 2010.	0.10	62.50
09/30/10	R MALONE	Review information in preparation for meeting of Creditors' Committee on 10/1 (2.2)	2.20	1,375.00
TOTAL B103			3.80	2,238.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B104 Claims Administration & Objections		
09/07/10	R MALONE	Review Second Omnibus Objection to Claims: Stock Ownership Claims (Non-Substantive): (.3); review Third Omnibus Objection to Claims (Reclassified and Recategorized Claims) (.3); telephone conference with A.A. Cohen regarding update (.1).	0.70	437.50
09/07/10	HA COHEN	Telephone call with J. Clause re: status of claims in case.	0.40	198.00
09/08/10	HA COHEN	Telephone call with W. Usuk re: status of claims in case.	0.30	148.50
09/14/10	HA COHEN	Multiple calls with various noteholders re: claims trading offers.	0.90	445.50
09/17/10	HA COHEN	Telephone call with S. Sapsowitz re: status of case and claims in case.	0.30	148.50
09/22/10	HA COHEN	Telephone call with K. Lagerfeld re: status of case and plan process.	0.40	198.00
		TOTAL B104	3.00	1,576.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B106 Fee/Employment Applications		
09/01/10	JL GORMAN	Start to draft 2nd quarterly fee application of Drinker.	0.80	204.00
09/02/10	HA COHEN	Review July Latham fee application.	1.30	643.50
09/03/10	R MALONE	Review Eighth Monthly Fee Statement of Alvarez & Marsal North America, LLC for th Period July 1 through July 31, 2010.	0.30	187.50
09/07/10	HA COHEN	Multiple calls with L. Lazovatsky concerning interim fee applications (.2); emails to J. Gorman re: same (.2).	0.40	198.00
09/07/10	JL GORMAN	Draft and finalize CNO to Latham's 8th fee application (.2); file CNO with Court (.1).	0.30	76.50
09/08/10	JL GORMAN	Revise 2nd quarterly fee application.	2.00	510.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B106	Fee/Employment Applications		
09/13/10 R MALONE		Review Seventh Monthly Fee Application of Weil, Gotshal & Manges LLP for the Period from June 1, 2010 through June 30, 2010.	0.30	187.50
09/13/10 HA COHEN		Revise Second Interim Application for DB&R.	1.30	643.50
09/13/10 JL GORMAN		Revise 2nd quarterly fee application.	0.20	51.00
09/14/10 HA COHEN		Revise Drinker Interim fee application.	0.80	396.00
09/14/10 HA COHEN		Revising Latham interim application (.6); and FTI interim application (.5).	1.10	544.50
09/15/10 R MALONE		Review Notice of Second interim Fee Application of Richards, Layton & Finger, for the period April 1, 2010 through July 31, 2010.	0.10	62.50
09/15/10 R MALONE		Review Notice of Second Interim Fee Application of Alvarez & Marsal North America, LLC for the period April 1, 2010 through July 31, 2010.	0.10	62.50
09/20/10 R MALONE		Review Notice of Second Interim Fee Application of Weil, Gotshal & Manges for the period from April 1, 2010 through July 31, 2010.	0.10	62.50
09/20/10 R MALONE		Review Eighth Monthly Fee Application of Weil, Gotshal & Manges for the period from July 1, 2010 through July 31, 2010.	0.20	125.00
09/21/10 R MALONE		Review Affidavit and Disclosure Statement of Jerome Kurtz (.2); telephone conference with H.A. Cohen regarding Monthly Interim Statements (.1).	0.30	187.50
09/21/10 R MALONE		Review Expense Summary Pursuant to Order Authorizing the Employment and Retention of Great American Group, LLC as the Exclusive Agent for the Sale of Certain Personal Property.	0.10	62.50
09/30/10 R MALONE		Review Ninth Monthly Fee Statement of Alvarez & Marsal North America, LLC, Financial Advisors to Debtors for the period August 1, 2010 through August 31, 2010.	0.20	125.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B106	Fee/Employment Applications		
09/30/10 R MALONE	Review Ninth Monthly Fee Application of Richards, Layton & Finger, P.A. , Co-Counsel to the Debtors for the period from August 1, 2010 through August 31,2010.		0.20	125.00
TOTAL B106			10.10	4,454.50
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B107	Fee/Employment Objections		
09/24/10 JL GORMAN	Prepare and certificate of no objection to Drinkers 8th monthly fee application.		0.10	25.50
TOTAL B107			0.10	25.50
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B108	Financing		
09/15/10 JL GORMAN	Prepare correspondence to fee auditor regarding Drinker's second quarterly invoices to fee auditor.		0.20	51.00
09/23/10 JL GORMAN	Obtain and review docket for objections to 8th fee application of Drinker (.1); draft CNO (.1).		0.20	51.00
TOTAL B108			0.40	102.00
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110	Plan and Disclosure Statement		
09/09/10 R MALONE	Review Motion to Extend Exclusive Periods for Filing Chapter 11 Plan and Solicitation of Acceptance Thereto.		0.20	125.00
09/24/10 J ARGENTINA	Call with H. Cohen re: research regarding releases in DE.		0.20	61.00
09/26/10 J ARGENTINA	Research Delaware law regarding consensual and non-consensual releases in bankruptcy.		6.30	1,921.50
09/27/10 R MALONE	Review Order Further Extending Debtors' Exclusive Periods for Filing a Chapter 11 Plan and Soliciting Acceptances Thereof, entered by the Hon. Kevin J. Carey, September 21, 2010.		0.10	62.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110	Plan and Disclosure Statement		
09/27/10 R MALONE		Review draft of Disclosure Statement and Plan	4.00	2,500.00
09/27/10 J ARGENTINA		Meet w/H. Cohen re: research regarding consensual and non-consensual releases.	0.30	91.50
09/27/10 J ARGENTINA		Research Delaware law regarding consensual and non-consensual releases in bankruptcy.	6.00	1,830.00
09/28/10 R MALONE		Review and revise draft of Memorandum regarding Third Party Releases, pull additional information related to same (2.3); confer with JN Argentina regarding revisions and expansion of memorandum (.3); prepare electronic correspondence to R. Schwartz, Latham & Watkins, co-counsel regarding Memorandum (.2)	2.80	1,750.00
09/28/10 J ARGENTINA		Draft memo to R. Malone re: releases in Delaware Bankruptcy Courts, Judge Carey.	3.30	1,006.50
09/28/10 J ARGENTINA		Review creditor vote ballots from recent Delaware Bankruptcy Court decisions for mechanics of creditor releases.	3.80	1,159.00
09/28/10 J ARGENTINA		Revise memo re: releases in Delaware, as per comments by R. Malone	0.70	213.50
09/29/10 J ARGENTINA		Survey of ballots, trustee objections, responses to objections, releases, plan provisions, and disclosure statement provisions in Judge Carey cases, draft memo with custom exhibits to R. Malone.	5.10	1,555.50
TOTAL B110			32.80	12,276.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B111	Relief from Stay Proceedings		
09/15/10 R MALONE		Review Certification of Counsel Regarding Amended Order Modifying Automatic Stay to Allow Advancement Under Insurance Policies.	0.10	62.50
09/20/10 R MALONE		Review Amended Order Modifying Automatic Stay to Allow Axis to Make Advancement Under Insurance Policies entered by the Hon. Kevin J. Carey, September 14, 2010.	0.10	62.50

TASK CODE	B111 Relief from Stay Proceedings	<u>Hours</u>	<u>Amount</u>
	TOTAL B111	0.20	125.00
CURRENT FEES			\$21,234.50

TIME AND FEE SUMMARY

TIMEKEEPER	TITLE	RATE	HOURS	FEES
R MALONE	PARTNER	\$625.00	13.90	\$8,687.50
HA COHEN	PARTNER	\$495.00	7.40	\$3,663.00
J ARGENTINA	ASSOCIATE	\$305.00	25.70	\$7,838.50
JL GORMAN	PARALEGAL	\$255.00	4.10	\$1,045.50
TOTALS			51.10	\$21,234.50

EXPENSES AND CHARGES

09/16/10	Postage COHEN 8/31	4.17
09/17/10	Postage KINSLOW 9/3	6.72
09/22/10	Postage COHEN 9/14	2.10
TOTAL:		12.99
09/03/10	Duplicating User Amy S Kinslow made 267 copies on 09/03/2010 at 10:54 hrs	26.70
09/07/10	Duplicating User Diane Meaney made 73 copies on 09/07/2010 at 11:22 hrs	7.30
09/08/10	Duplicating User Diane Meaney made 35 copies on 09/08/2010 at 11:10 hrs	3.50
09/09/10	Duplicating User Diane Meaney made 24 copies on 09/09/2010 at 10:04 hrs	2.40
09/14/10	Duplicating User Amy S Kinslow made 33 copies on 09/14/2010 at 16:40 hrs	3.30
09/14/10	Duplicating User Diane Meaney made 48 copies on 09/14/2010 at 10:54 hrs	4.80
09/15/10	Duplicating User Diane Meaney made 20 copies on 09/15/2010 at 11:58 hrs	2.00

09/20/10	Duplicating User Diane Meaney made 8 copies on 09/20/2010 at 14:17 hrs	0.80
09/21/10	Duplicating User Diane Meaney made 6 copies on 09/21/2010 at 10:19 hrs	0.60
09/22/10	Duplicating User Diane Meaney made 6 copies on 09/22/2010 at 11:54 hrs	0.60
09/27/10	Duplicating User Diane Meaney made 6 copies on 09/27/2010 at 10:23 hrs	0.60
TOTAL:		52.60
09/26/10	Computer Assisted Research (Lexis) SERVICE: - , QTY: 0, USER : ARGENTINA, JOSEPH	373.38
09/27/10	Computer Assisted Research (Lexis) SERVICE: - , QTY: 0, USER : ARGENTINA, JOSEPH	45.70
TOTAL:		419.08
09/20/10	Express Delivery Services - Parcels, Inc. Pick-Up,Judge Kevin J Carey,824 N Market St,Wilmington DE	7.50
09/20/10	Express Delivery Services - Parcels, Inc. Delivery,Multiple Inner City Deliveries,Wilmington DE	10.00
09/20/10	Express Delivery Services - Parcels, Inc. Delivery,Multiple Inner City Deliveries,Wilmington DE	10.00
09/21/10	Express Delivery Services - Parcels, Inc. Delivery,Office Of The US Trustee,844 N King St,Wilmington DE	5.00
09/21/10	Express Delivery Services - Parcels, Inc. Delivery,Richards Layton & Finger,920 N King St,Wilmington DE	5.00
TOTAL:		37.50
09/07/10	Pacer Searches	4.16
09/28/10	Pacer Searches	39.76
09/29/10	Pacer Searches	73.92
09/30/10	Pacer Searches	0.96
TOTAL:		118.80

CURRENT EXPENSES AND CHARGES	\$	640.97
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TOTAL THIS INVOICE	\$	21,875.47
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Payment for legal services is due within 30 days of invoice date.

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

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

Objection Deadline: February 4, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed

**ELEVENTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM OCTOBER 1, 2010 THROUGH OCTOBER 31, 2010**

Name of Applicant:	<u>Drinker Biddle & Reath LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>nunc pro tunc to November 23, 2009</u>
Period for which compensation and reimbursement are sought:	<u>October 1, 2010 through October 31, 2010</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$34,027.20 (80% of \$42,534.00)</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$1,104.42</u>
This is an: <u> X </u> interim <u> </u> final application	

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

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

		Requested		Approved/Paid	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
05/17/2010	11/23/2009 – 12/31/2009	\$14,738.00	\$ 97.10	\$11,790.40	\$97.10
05/17/2010	01/01/2010 – 01/31/2010	\$13,690.50	\$ 74.75	\$10,952.40	\$74.75
05/17/2010	02/01/2010 – 02/28/2010	\$10,323.00	\$ 53.42	\$10,323.00	\$53.42
05/17/2010	03/01/2010 – 03/31/2010	\$22,868.00	\$117.73	\$18,294.40	\$117.73
05/28/2010	04/01/2010 – 04/30/2010	\$11,866.50	\$238.88	\$9,493.20	\$238.88
06/25/2010	05/01/2010 – 05/31/2010	\$24,573.00	\$172.04	\$19,658.40	\$172.04
07/27/2010	06/01/2010 – 06/30/2010	\$23,226.50	\$656.19	\$18,581.20	\$656.19
08/31/2010	07/01/2010 – 07/31/2010	\$22,320.00	\$398.11	\$17,856.00	\$398.11
10/07/2010	08/01/2010 – 08/31/2010	\$23,604.00	\$191.20	\$18,883.20	\$191.20
11/19/2010	09/01/2010- 09/30/2010	\$21,234.50	\$642.97		
	TOTAL				

**ATTACHMENT B
TO FEE APPLICATION**

Name of Professional Individual	Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Robert K. Malone	Partner; Admitted to NJ bar since 1984	\$625	35.0	\$21,875.00
Howard A. Cohen	Partner; Admitted to DE bar since 2001	\$495	36.8	\$18,216.00
Joseph Argentina	Associate; Admitted to PA and NJ bars since 2009	\$305	5.7	\$1,738.50
Brian Patrick Morgan	Associate; Member of NJ bar since 2008; Member of NY bar since 2009	\$305	3.9	\$1,189.50
Jane L. Gorman	Paralegal	\$255	3.0	\$765.00
50% Reduction for Travel				(1,250)
TOTAL			84.4	\$42,534.00
BLENDED RATE		504		

COMPENSATION BY PROJECT CATEGORY
OCTOBER 1, 2010 THROUGH OCTOBER 31, 2010

Project Category	Total Hours	Total Fees
B100 Asset Analysis and Recovery	1.5	\$755.50
B101 Asset Disposition	.8	\$448.00
B103 Case Administration	5.4	\$3,375.00
B104 Claims Administration & Objections	.8	\$435.00
B105 Employee Benefits/Pensions	0	0
B106 Fee/Employment Applications	4.7	\$1,632.50
B107 Fee/Employment Objections	0	0
B108 Financing	0	0
B109 Litigation	12.0	\$4,857.00
B110 Plan and Disclosure Statement	55.2	\$29,781.00
B111 Relief from Stay Proceedings	0	0
B114 Other	0	0
B115 Travel	4	\$2,500.00
50% Reduction for Travel		(1,250)
TOTAL	84.4	\$42,534.00

EXPENSE SUMMARY
OCTOBER 1, 2010 THROUGH OCTOBER 31, 2010

Expense Category	Total Expenses
Computer Assisted Research (Lexis)	\$322.90
Computer Assisted Research (Westlaw)	\$558.17
CourtCall Service	\$60.00
Duplicating	\$62.90
Express Delivery Services (Parcels)	\$39.00
Pacer Searches	\$52.80
Postage	\$8.65
TOTAL	\$1,104.42

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

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

**ELEVENTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM OCTOBER 1, 2010 THROUGH OCTOBER 31, 2010**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 102] (the “Interim Compensation Order”), Drinker Biddle & Reath LLP (“Drinker”) hereby files this Eleventh Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the Period from October 1, 2010 through October 31, 2010 (the “Application”). By this Application, Drinker seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$42,534.00 as compensation and \$1,104.42 for reimbursement of actual and necessary expenses for a total of \$43,638.42 for the period commencing October 1, 2010 through and including October 31, 2010 (the “Compensation Period”). In support of this Application, Drinker respectfully represents as follows:

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

BACKGROUND

1. On November 8, 2009 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

2. On November 19, 2009, the Committee was formed and on November 24, 2009, the United States Trustee for the District of Delaware filed a Notice of Appointment of the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

3. This Court approved the Committee’s retention of Drinker *nunc pro tunc* to November 23, 2009 by the order dated February 2, 2010 (the “Retention Order”).

BASIS FOR THE MONTHLY FEE APPLICATION

4. By this Application, Drinker seeks compensation for the services rendered and reimbursement of expenses incurred by Drinker as general reorganization and bankruptcy counsel to the Committee during the Compensation Period. The amount of fees sought for services rendered during this period is \$42,534.00, representing 84.4 hours in professional and paraprofessional time for such services. Reimbursement of actual and necessary expenses incurred by Drinker during the Compensation Period in connection with these services is requested in the amount of \$1,104.42.

5. All services for which compensation is requested by Drinker were performed solely for or on behalf of the Committee. As set forth in the Committee’s motion seeking authority to retain Drinker, Drinker’s services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services. The Retention Order authorized Drinker to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. Drinker has received no payment to date and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with this case. There is no agreement or understanding between Drinker and any other person for the sharing of compensation to be received for services rendered in this case.

FEE STATEMENT

7. The fee statement for the Compensation Period is attached hereto as Exhibit A (the “Billing Detail”). The Billing Detail contains a detailed chronological narrative of the time spent (divided among eight (8) descriptive billing categories), the dates and descriptions of the services rendered, and the identity of the attorneys and other professionals who provided such services on behalf of the Committee during the Compensation Period. Certain of these narratives in the Billing Detail have been redacted for privilege and confidentiality purposes. To the best of Drinker’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

8. A summary of actual and necessary expenses incurred by Drinker during the Compensation Period is included in the attached Billing Detail. Drinker has incurred out-of-pocket expenses in the amount of \$1,104.42 in connection with its services rendered to the Committee during the Compensation Period. These expenses were incurred for items not included in Drinker’s hourly rates, including (but not limited to) duplicating charges, document delivery and messenger services, telephone and facsimile charges, legal research charges, travel expenses and in-house document production. Drinker submits that all such expenses are

necessary and actual expenses for the performance of its services in this case, and further submits that many of the expenses were necessitated by the time constraints under which Drinker's professionals and staff have operated in this case.

INTERIM NATURE OF COMPENSATION

9. In accordance with the Interim Compensation Order, Drinker requests that, upon expiration of the objection deadline in respect of this Application and Drinker's filing of a certificate of no objection, the Debtor be authorized to pay Drinker an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Drinker respectfully submits that the amounts requested by this Application are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

REVIEW OF APPLICABLE LOCAL RULE

11. The undersigned has reviewed the requirements of Del. Bankr. L.R. 2016-2 and certifies that, to the best of his information, knowledge and belief, this Application complies with Rule 2016-2.

NOTICE

12. No trustee or examiner has been appointed in these Chapter 11 Cases. The Committee has provided notice of this Application to: (a) the Office of the United States Trustee, (b) the Debtors, (c) counsel for the Debtors, (c) local counsel to the Debtors and (d) all parties entitled to notice pursuant to the Interim Compensation Order. In light of the nature of the relief

requested, the Committee submits that no further notice is required or needed under the circumstances.

WHEREFORE, Drinker respectfully requests that the Court (i) approve compensation in the amount of \$42,534.00 for necessary professional services rendered and reimbursement of expenses in the amount of \$1,104.42, (ii) authorize the Debtor to remit to Drinker, in accordance with the Interim Compensation Order, \$34,027.20 (80% of \$42,534.00) for necessary professional services rendered and \$1,104.42 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: January 14, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen

Andrew C. Kassner (DE 4507)

Howard A. Cohen (DE 4082)

1100 N. Market Street, Suite 1000

Wilmington, DE 19801

Telephone: (302) 467-4200

Facsimile: (302) 467-4201

- and -

Robert K. Malone (admitted *pro hac vice*)

500 Campus Drive

Florham Park, NJ 07932-1047

Telephone: (973) 360-1100

Facsimile: (973) 360-9831

Counsel for the Official

Committee of Unsecured Creditors

EXHIBIT A

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

REMITTANCE PAGE

01/14/2011

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice No. 14408355

For services through 31 OCTOBER 2010 as follows:

<u>Our File</u>	<u>Matter Name</u>	<u>Amount</u>
446173	Advanta Corp., Chapter 11	
	Current Fees	43,784.00
	Expenses and Charges	<u>1,104.42</u>
	Total Amount Due This Invoice Per Attached Detail	<u>\$ 44,888.42</u>

SUMMARY OF ACCOUNTS RECEIVABLE

DATE	INV #	AMOUNT	CREDITS	BALANCE
05/27/10	14347041	\$12,417.88	(\$9,732.08)	\$2,685.80
06/21/10	14351861	\$25,057.54	(\$20,080.44)	\$4,977.10
07/21/10	14359850	\$23,882.69	(\$19,237.39)	\$4,645.30
08/30/10	14371918	\$22,718.11	(\$18,254.11)	\$4,464.00
10/06/10	14381697	\$23,795.20	(\$19,074.40)	\$4,720.80
11/16/10	14392614	\$21,875.47	\$0.00	\$21,875.47

PRIOR BALANCE DUE \$ 43,368.47

TOTAL BALANCE DUE \$ 88,256.89

LAW OFFICES



500 Campus Drive
Florham Park, NJ 07932-1047
973-360-1100

Please return this remittance copy with your payment.
Payment for legal services is due within 30 days of invoice date.

Wire Payments:

Bank: Bank of America
ABA #: 026-009-593
Acct. No.: 4201031226
Acct Name: Drinker Biddle & Reath LLP
NJ Business Depository Account
Reference: 204839/14408355

Checks:

Drinker Biddle & Reath LLP
500 Campus Drive
Florham Park, NJ 07932-1047

ACH Payments:

Bank: Bank of America
Acct Name: Drinker Biddle & Reath LLP
ABA #: 021-200-339
Acct No.: 004201031226

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice Number: 14408355
 Invoice Date: 01/14/2011
 Client Number: 204839
 Matter Number: 446173
 Page: 1

RE: Advanta Corp., Chapter 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 31 OCTOBER 2010

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B100 Asset Analysis and Recovery		
10/05/10	R MALONE	Review Certification of Counsel Regarding Order Authorizing and Approving the Stipulation between ASSC and Liberty Property Limited Partnership Extending Time to Assume or Reject the Dresher Property Lease.	0.10	62.50
10/19/10	HA COHEN	Research re: rule 2004 related to investigation matters.	1.40	693.00
		TOTAL B100	1.50	755.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B101 Asset Disposition		
10/06/10	HA COHEN	Review Motion to Approve Sale to Sell Stock of Non-Debtor Affiliate Advanta Insurance Company Free and Clear of Liens, Claims and Encumbrances.	0.40	198.00
10/11/10	R MALONE	Review Order Authorizing and Approving the Stipulation between ASSC and Liberty Property Limited Partnership Extending the Time to Assume or Reject the Dresher Property Lease, entered by the Hon. Kevin J. Carey, Oct. 4, 2010.	0.10	62.50
10/13/10	R MALONE	Review Motion for Authority to Sell Stock of Non-Debtor Affiliate Advanta Insurance Company Free and Clear of Liens, Claims and Encumbrances (.3)	0.30	187.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B101 Asset Disposition		
		TOTAL B101	0.80	448.00
TASK CODE			<u>Hours</u>	<u>Amount</u>
		B103 Case Administration		
10/04/10	R MALONE	Reviw Amended Notice of First Interim Fee Hearing.	0.10	62.50
10/05/10	R MALONE	Review Motion for Authorizing to File Under Seal the Partiicipation Agreement (.2); review Motion for Authorization to Enter Into a Participation Agreement (.3).	0.50	312.50
10/19/10	R MALONE	Review Order Scheduling Omnibus Hearing Date - November 24, 2010 at 10:00 AM, entered by the Honorable Kevin J. Carey, October 12, 2010.	0.10	62.50
10/25/10	R MALONE	Review Notice of Agenda of Mattters scheduled for Hearing on October 27, 2010 at 3:00 P.M.	0.10	62.50
10/25/10	R MALONE	Review Order Granting Motion for Authorization to File Under Seal the Participation Agreement, entered by the Hon. Kevin J. Carey, October 18, 2010.	0.10	62.50
10/25/10	R MALONE	Participate in conference call with Creditors' Committee professionals in preparation for Creditors' Committee meeting (.8); attend Committee Meeting at Latham & Watkins, NYC (3.7)	4.50	2,812.50
		TOTAL B103	5.40	3,375.00
TASK CODE			<u>Hours</u>	<u>Amount</u>
		B104 Claims Administration & Objections		
10/01/10	HA COHEN	Telephone call with J. Woods (investor) re: status of case and claims.	0.30	148.50
10/15/10	HA COHEN	Telephone call with L. Matthews (investor) re: status of advanta case and claims.	0.20	99.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B104 Claims Administration & Objections		
10/19/10	R MALONE	Review Notice of Submission of Copies of Proofs of Claim Relating to The Third Omnibus Objection (Substantive) to Claims (Reclassified and Recategorized Claims).	0.10	62.50
10/26/10	R MALONE	Review Fourth Omnibus Objection to Claims: (I) Duplicative Claims, (II) Amended Claims, and (III) Wrong Debtor Claims (Non-Substantive).	0.20	125.00
TOTAL B104			0.80	435.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B106 Fee/Employment Applications		
10/05/10	HA COHEN	Review FTT's 10th monthly fee application.	0.80	396.00
10/05/10	JL GORMAN	Review and revise August fee application.	1.00	255.00
10/06/10	JL GORMAN	Revise August fee application.	1.00	255.00
10/07/10	JL GORMAN	Revise Drinker's August fee application (.7); finalize Drinker's August fee application (.1); file Drinker's August fee application with Court (.1); serve notice parties (.1).	1.00	255.00
10/13/10	HA COHEN	Review Monthly Application for Compensation of Latham & Watkins LLP for the period August 1, 2010 to August 31, 2010.	0.70	346.50
10/18/10	R MALONE	Review Tenth Monthly Fee Statement of Alvarez & Marsal North America, LLC, Financial Advisors to the Debtors and Debtors-in-Possession for the period September 1, 2010 through September 30, 2010.	0.20	125.00
TOTAL B106			4.70	1,632.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B109 Litigation		
10/20/10	HA COHEN	Research re: post confirmation use of Rule 2004.	3.20	1,584.00
10/25/10	J ARGENTINA	Research Delaware J. Carey cases re: termination of exclusivity.	5.70	1,738.50

TASK CODE	B109 Litigation	<u>Hours</u>	<u>Amount</u>
10/26/10 HA COHEN	Research re: rule 2004 (2.9); multiple emails with A. Singer re: same (.2).	3.10	1,534.50
TOTAL B109		12.00	4,857.00

TASK CODE	B110 Plan and Disclosure Statement	<u>Hours</u>	<u>Amount</u>
10/01/10 R MALONE	Attend meeting of Creditors' Committee at Latham & Watkins	5.00	3,125.00
10/04/10 R MALONE	Prepare for meeting regarding Plan of Reorganization (1.8); attend meeting of Creditors' Committee professionals at Latham & Watkins regarding Plan (3.1)	4.90	3,062.50
10/04/10 HA COHEN	Review plan and disclosure statement in anticipation of call with co-counsel to discuss outstanding issues.	4.20	2,079.00
10/05/10 R MALONE	Conference call with Latham & Watkins, co-counsel regarding plan issues.(1.4)	1.50	937.50
10/05/10 R MALONE	Continued review and analysis of outstanding Plan issues and draft of (2.8); participate in conference call with Creditors' Committee professionals regarding comments to Plan (1.5)	3.80	2,375.00
10/05/10 HA COHEN	Finalize review of plan and disclosure statement (1.6); Attend call with co-counsel re: same (1.5).	3.10	1,534.50
10/06/10 HA COHEN	Research re: various plan matters, including, jurisdictional and release issues.	3.80	1,881.00
10/11/10 R MALONE	Telephone conference with A. Goldberg, Latham & Watkins regarding Plan issues (.3)	0.30	187.50
10/12/10 HA COHEN	Review plan markup.	1.40	693.00
10/19/10 R MALONE	Prepare for meeting with Creditors' Committee regarding Plan (1.6) Committee Meeting at Latham & Watkins, New York City(4.7)	6.30	3,937.50
10/24/10 HA COHEN	Research re: exclusivity and exculpation related matters.	2.80	1,386.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110 Plan and Disclosure Statement			
10/25/10 HA COHEN	Research re: exculpation and exclusivity matters (6.4); Multiple calls with committee professionals to discuss plan matters (1.6)l Attend committee call re: plan status (2.3).		10.30	5,098.50
10/25/10 BP MORGAN	Research standard for termination of exclusivity for debtor to propose liquidating plan and impact of change of control on court's analysis.		2.80	854.00
10/25/10 BP MORGAN	Draft memorandum discussing standard for termination of exclusivity for debtor to propose liquidating plan and impact of change of control on court's analysis.		1.10	335.50
10/28/10 R MALONE	Participate in professionals pre-call with Committee professionals (.5); participate in conference call with Creditors' Committee regarding update related to Plan negotiations (.8)		1.30	812.50
10/28/10 HA COHEN	Attend committee call re: status of plan discussions (.8); Review letter from Debtors' counsel concerning status of plan (.3).		1.10	544.50
10/29/10 R MALONE	Review electronic correspondence from A. Singer, Latham & Watkins regarding update (.2)		0.20	125.00
10/31/10 R MALONE	Review electronic correspondence from J. Glasser, Latham & Watkins regarding proposed letter to Debtors' counsel related to Plan (.1); review proposed letter to Weil Gotshal & Manges (.4); prepare electronic correspondence to HA Cohen regarding proposed letter to Weil Gotshal and issues (.3); review response to same (.1); review electronic correspondence from A. Singer, Latham & Watkins regarding update to Committee and revised letter (.2); review revised version of proposed letter to Debtors; counsle related to Plan issues (.2)		1.30	812.50
TOTAL B110			55.20	29,781.00

TASK CODE	B115 Travel	<u>Hours</u>	<u>Amount</u>
10/04/10 R MALONE	Travel to Latham & Watkins regarding Creditors' Committee meeting	2.00	1,250.00
10/19/10 R MALONE	Travel to/from latham & Watkins for Creditors' Committee meeting	2.00	1,250.00
TOTAL B115		4.00	2,500.00

CURRENT FEES

\$43,784.00

TIME AND FEE SUMMARY

TIMEKEEPER	TITLE	RATE	HOURS	FEES
R MALONE	PARTNER	\$625.00	35.00	\$21,875.00
HA COHEN	PARTNER	\$495.00	36.80	\$18,216.00
J ARGENTINA	ASSOCIATE	\$305.00	5.70	\$1,738.50
BP MORGAN	ASSOCIATE	\$305.00	3.90	\$1,189.50
JL GORMAN	PARALEGAL	\$255.00	3.00	\$765.00
TOTALS			84.40	\$43,784.00

EXPENSES AND CHARGES

10/21/10	Postage KINSLOW 10/7	4.17
10/22/10	Postage KINSLOW 10/13	4.48
TOTAL:		8.65
10/27/10	CourtCall Service - MASTERCARD 7/30/10 U. S. Bankruptcy Court DE CCID # 3658477	30.00
10/27/10	CourtCall Service - MASTERCARD 7/30/10 U. S. Bankruptcy Court DE CCID # 3658480 Roger Schwartz	30.00
TOTAL:		60.00
10/04/10	Duplicating User Patricia Ioannou made 2 copies on 10/04/2010 at 09:26 hrs	0.20
10/05/10	Duplicating User Diane Meaney made 38 copies on 10/05/2010 at 11:38 hrs	3.80

10/07/10	Duplicating User Amy S Kinslow made 85 copies on 10/07/2010 at 14:06 hrs	8.50
10/07/10	Duplicating User Jane L. Gorman made 131 copies on 10/07/2010 at 16:10 hrs	13.10
10/11/10	Duplicating User Diane Meaney made 4 copies on 10/11/2010 at 10:28 hrs	0.40
10/13/10	Duplicating User Diane Meaney made 74 copies on 10/13/2010 at 10:45 hrs	7.40
10/13/10	Duplicating User Teresa Coakley made 204 copies on 10/13/2010 at 14:13 hrs	20.40
10/18/10	Duplicating User Diane Meaney made 48 copies on 10/18/2010 at 13:38 hrs	4.80
10/19/10	Duplicating User Diane Meaney made 3 copies on 10/19/2010 at 10:18 hrs	0.30
10/25/10	Duplicating User Diane Meaney made 4 copies on 10/25/2010 at 11:50 hrs	0.40
10/26/10	Duplicating User Diane Meaney made 36 copies on 10/26/2010 at 11:02 hrs	3.60
TOTAL:		62.90
10/25/10	Computer Assisted Research (Lexis) SERVICE: - , QTY: 0, USER : ARGENTINA, JOSEPH	322.90
TOTAL:		322.90
10/25/10	Computer Assisted Research (Westlaw) Westlaw search by: MORGAN,BRIAN; Time: 1:40:00; Database: 1:40:00\$885.62; Printing: \$; Transactions: 0.00; Tax: \$73.05	558.17
TOTAL:		558.17
10/04/10	Express Delivery Services - Parcels, Inc. Delivery,Multiple Inner City Deliveries,Wilmington DE	24.00
10/25/10	Express Delivery Services - Parcels, Inc. Delivery,Multiple Inner City Deliveries,Wilmington DE	15.00
TOTAL:		39.00
10/07/10	Pacer Searches	1.04
10/13/10	Pacer Searches	2.08
10/25/10	Pacer Searches	5.92
10/25/10	Pacer Searches	41.92
10/25/10	Pacer Searches	0.88

10/29/10	Pacer Searches	0.96
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TOTAL:		52.80
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CURRENT EXPENSES AND CHARGES	\$ 1,104.42
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TOTAL THIS INVOICE	\$ 44,888.42
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Payment for legal services is due within 30 days of invoice date.

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

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

Objection Deadline: February 4, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed

**TWELFTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010**

Name of Applicant: Drinker Biddle & Reath LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: nunc pro tunc to November 23, 2009

Period for which compensation
and reimbursement are sought: November 1, 2010 through November 30, 2010

Amount of Compensation sought as actual,
reasonable, and necessary: \$29,587.20 (80% of \$36,984.00)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$149.56

This is an: X interim ____ final application

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

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

		Requested		Approved/Paid	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
05/17/2010	11/23/2009 – 12/31/2009	\$14,738.00	\$ 97.10	\$11,790.40	\$97.10
05/17/2010	01/01/2010 – 01/31/2010	\$13,690.50	\$ 74.75	\$10,952.40	\$74.75
05/17/2010	02/01/2010 – 02/28/2010	\$10,323.00	\$ 53.42	\$10,323.00	\$53.42
05/17/2010	03/01/2010 – 03/31/2010	\$22,868.00	\$117.73	\$18,294.40	\$117.73
05/28/2010	04/01/2010 – 04/30/2010	\$11,866.50	\$238.88	\$9,493.20	\$238.88
06/25/2010	05/01/2010 – 05/31/2010	\$24,573.00	\$172.04	\$19,658.40	\$172.04
07/27/2010	06/01/2010 – 06/30/2010	\$23,226.50	\$656.19	\$18,581.20	\$656.19
08/31/2010	07/01/2010 – 07/31/2010	\$22,320.00	\$398.11	\$17,856.00	\$398.11
10/07/2010	08/01/2010 – 08/31/2010	\$23,604.00	\$191.20	\$18,883.20	\$191.20
11/19/2010	09/01/2010– 09/30/2010	\$21,234.50	\$642.97		
1/14/2011	10/1/2010–10/31/2010	\$42,534.00	\$1,104.42		
	TOTAL				

**ATTACHMENT B
TO FEE APPLICATION**

Name of Professional Individual	Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Robert K. Malone	Partner; Admitted to NJ bar since 1984	\$625	18.6	\$11,625.00
Howard A. Cohen	Partner; Admitted to DE bar since 2001	\$495	50.2	\$24,849.00
Jane L. Gorman	Paralegal	\$255	2.0	\$510.00
TOTAL			70.8	\$36,984.00
BLENDED RATE		522		

COMPENSATION BY PROJECT CATEGORY
NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010

Project Category	Total Hours	Total Fees
B100 Asset Analysis and Recovery	0	0
B101 Asset Disposition	.1	\$62.50
B103 Case Administration	7.9	\$4,885.50
B104 Claims Administration & Objections	1.4	\$745.00
B105 Employee Benefits/Pensions	0	0
B106 Fee/Employment Applications	5.5	\$2,359.50
B107 Fee/Employment Objections	0	0
B108 Financing	0	0
B109 Litigation	30.5	\$15,565.50
B110 Plan and Disclosure Statement	25.4	\$13,366.00
B111 Relief from Stay Proceedings	0	0
B114 Other	0	0
B115 Travel	0	0
TOTAL	70.8	\$36,984.00

EXPENSE SUMMARY
NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010

Expense Category	Total Expenses
Duplicating	91.80
Express Delivery Services (Parcels)	32.50
Pacer Searches	15.04
Postage	10.22
TOTAL	\$149.56

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

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

**TWELFTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 102] (the “Interim Compensation Order”), Drinker Biddle & Reath LLP (“Drinker”) hereby files this Twelfth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the Period from November 1, 2010 through November 30, 2010 (the “Application”). By this Application, Drinker seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$36,984.00 as compensation and \$149.56 for reimbursement of actual and necessary expenses for a total of \$37,133.56 for the period commencing November 1, 2010 through and including November 30, 2010 (the “Compensation Period”). In support of this Application, Drinker respectfully represents as follows:

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

BACKGROUND

1. On November 8, 2009 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

2. On November 19, 2009, the Committee was formed and on November 24, 2009, the United States Trustee for the District of Delaware filed a Notice of Appointment of the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

3. This Court approved the Committee’s retention of Drinker *nunc pro tunc* to November 23, 2009 by the order dated February 2, 2010 (the “Retention Order”).

BASIS FOR THE MONTHLY FEE APPLICATION

4. By this Application, Drinker seeks compensation for the services rendered and reimbursement of expenses incurred by Drinker as general reorganization and bankruptcy counsel to the Committee during the Compensation Period. The amount of fees sought for services rendered during this period is \$36,984.00, representing 84.4 hours in professional and paraprofessional time for such services. Reimbursement of actual and necessary expenses incurred by Drinker during the Compensation Period in connection with these services is requested in the amount of \$149.56.

5. All services for which compensation is requested by Drinker were performed solely for or on behalf of the Committee. As set forth in the Committee’s motion seeking authority to retain Drinker, Drinker’s services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services. The Retention Order authorized Drinker to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. Drinker has received no payment to date and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with this case. There is no agreement or understanding between Drinker and any other person for the sharing of compensation to be received for services rendered in this case.

FEE STATEMENT

7. The fee statement for the Compensation Period is attached hereto as Exhibit A (the “Billing Detail”). The Billing Detail contains a detailed chronological narrative of the time spent (divided among six (6) descriptive billing categories), the dates and descriptions of the services rendered, and the identity of the attorneys and other professionals who provided such services on behalf of the Committee during the Compensation Period. Certain of these narratives in the Billing Detail have been redacted for privilege and confidentiality purposes. To the best of Drinker’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

8. A summary of actual and necessary expenses incurred by Drinker during the Compensation Period is included in the attached Billing Detail. Drinker has incurred out-of-pocket expenses in the amount of \$149.56 in connection with its services rendered to the Committee during the Compensation Period. These expenses were incurred for items not included in Drinker’s hourly rates, including (but not limited to) duplicating charges, document delivery and messenger services, telephone and facsimile charges, legal research charges, travel expenses and in-house document production. Drinker submits that all such expenses are

necessary and actual expenses for the performance of its services in this case, and further submits that many of the expenses were necessitated by the time constraints under which Drinker's professionals and staff have operated in this case.

INTERIM NATURE OF COMPENSATION

9. In accordance with the Interim Compensation Order, Drinker requests that, upon expiration of the objection deadline in respect of this Application and Drinker's filing of a certificate of no objection, the Debtor be authorized to pay Drinker an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Drinker respectfully submits that the amounts requested by this Application are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

REVIEW OF APPLICABLE LOCAL RULE

11. The undersigned has reviewed the requirements of Del. Bankr. L.R. 2016-2 and certifies that, to the best of his information, knowledge and belief, this Application complies with Rule 2016-2.

NOTICE

12. No trustee or examiner has been appointed in these Chapter 11 Cases. The Committee has provided notice of this Application to: (a) the Office of the United States Trustee, (b) the Debtors, (c) counsel for the Debtors, (c) local counsel to the Debtors and (d) all parties entitled to notice pursuant to the Interim Compensation Order. In light of the nature of the relief

requested, the Committee submits that no further notice is required or needed under the circumstances.

WHEREFORE, Drinker respectfully requests that the Court (i) approve compensation in the amount of \$36,984.00 for necessary professional services rendered and reimbursement of expenses in the amount of \$149.56, (ii) authorize the Debtor to remit to Drinker, in accordance with the Interim Compensation Order, \$29,587.20 (80% of \$36,984.00) for necessary professional services rendered and \$149.56 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: January 14, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen

Andrew C. Kassner (DE 4507)

Howard A. Cohen (DE 4082)

1100 N. Market Street, Suite 1000

Wilmington, DE 19801

Telephone: (302) 467-4200

Facsimile: (302) 467-4201

- and -

Robert K. Malone (admitted *pro hac vice*)

500 Campus Drive

Florham Park, NJ 07932-1047

Telephone: (973) 360-1100

Facsimile: (973) 360-9831

Counsel for the Official

Committee of Unsecured Creditors

EXHIBIT A

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

REMITTANCE PAGE

01/14/2011

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice No. 14408393

For services through 30 NOVEMBER 2010 as follows:

<u>Our File</u>	<u>Matter Name</u>	<u>Amount</u>
446173	Advanta Corp., Chapter 11	
	Current Fees	36,984.00
	Expenses and Charges	<u>149.56</u>
	Total Amount Due This Invoice Per Attached Detail	<u>\$ 37,133.56</u>

SUMMARY OF ACCOUNTS RECEIVABLE

DATE	INV #	AMOUNT	CREDITS	BALANCE
05/27/10	14347041	\$12,417.88	(\$9,732.08)	\$2,685.80
06/21/10	14351861	\$25,057.54	(\$20,080.44)	\$4,977.10
07/21/10	14359850	\$23,882.69	(\$19,237.39)	\$4,645.30
08/30/10	14371918	\$22,718.11	(\$18,254.11)	\$4,464.00
10/06/10	14381697	\$23,795.20	(\$19,074.40)	\$4,720.80
11/16/10	14392614	\$21,875.47	\$0.00	\$21,875.47
01/14/11	14408355	\$44,888.42	\$0.00	\$44,888.42

PRIOR BALANCE DUE \$ 88,256.89

TOTAL BALANCE DUE \$ 125,390.45

LAW OFFICES



500 Campus Drive
Florham Park, NJ 07932-1047
973-360-1100

Please return this remittance copy with your payment.
Payment for legal services is due within 30 days of invoice date.

Wire Payments:

Bank: Bank of America
ABA #: 026-009-593
Acct. No.: 4201031226
Acct Name: Drinker Biddle & Reath LLP
NJ Business Depository Account
Reference: 204839/14408393

Checks:

Drinker Biddle & Reath LLP
500 Campus Drive
Florham Park, NJ 07932-1047

ACH Payments:

Bank: Bank of America
Acct Name: Drinker Biddle & Reath LLP
ABA #: 021-200-339
Acct No.: 004201031226

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice Number: 14408393
 Invoice Date: 01/14/2011
 Client Number: 204839
 Matter Number: 446173
 Page: 1

RE: Advanta Corp., Chapter 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 30 NOVEMBER 2010

TASK CODE	B101 Asset Disposition	<u>Hours</u>	<u>Amount</u>
11/01/10 R MALONE	Review Order Authorizing the Sale of Stock of Non-Debtor Affiliate Advanta Insurance Company Free and Clear of Liens, Claims, and Encumbrances, entered by the Hon. Kevin C. Carey, US Bankruptcy Court, Oct. 26, 2010.	0.10	62.50
	TOTAL B101	0.10	62.50

TASK CODE	B103 Case Administration	<u>Hours</u>	<u>Amount</u>
11/01/10 R MALONE	Prepare for and participate in conference call with Latham & Watkins, co-counsel and FTI regarding Rule 2004 investigation and exclusivity meeting.	1.60	1,000.00
11/01/10 R MALONE	Review Order Authorizing Advanta's Entry into the Participation Agreement entered by the Hon. Kevin J. Carey, U.S. Bankruptcy Court, October 25, 2010.	0.10	62.50
11/02/10 R MALONE	Participate in Committee Conference Call (.4)	0.40	250.00
11/04/10 R MALONE	Participate in Committee Conference Call regarding update on discussions with Debtors related to Plan	0.40	250.00
11/09/10 R MALONE	Participate in conference call with Creditors' Committee regarding discovery issues	0.70	437.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B103 Case Administration		
11/09/10	R MALONE	Review Order Scheduling Omnibus Hearing Date December 16, 2010 entered by the Hon. Kevin J. Carey, November 3, 2010 and forward for calendaring purposes	0.10	62.50
11/09/10	R MALONE	Review Motion for Authority to Exercise Ownership Rights Over Certain Insurance Policies.	0.30	187.50
11/12/10	R MALONE	Participate in pre-call with Latham and FTI team regarding preparation for and issues for status conference with Court (.4); participate in status conference telephonic atty before the Hon. Kevin J. Carey, US Bankruptcy Court, District of Delaware regarding Motion for Rule 2004 and Exclusivity Motion (.5); prepare electronic correspondence to R. Schwartz, Latham & Watkins regarding follow up of status conference (.2)	1.10	687.50
11/15/10	R MALONE	Review Notice of Agenda of Matters Scheduled for Hearing on November 17, 2010 at 10:00 a.m. and Notice of Amended Agenda of Matters Scheduled for Hearing on November 17, 2010 at 10:00 a.m. (.1).	0.10	62.50
11/16/10	R MALONE	Review Objection to Expedited Motion of the Official Committee of Unsecured Creditors to Conduct Examination of the Debtors.	0.40	250.00
11/17/10	R MALONE	Attend hearing (via Court Call) Motion by Creditors' Committee for Examination of Debtors pursuant to Fed. R. Bankr. P. 2004	1.10	687.50
11/18/10	R MALONE	Participate in conference call with Committee regarding update.	0.80	500.00
11/19/10	HA COHEN	Draft Certification of Counsel concerning Rule 2004 Order.	0.40	198.00
11/22/10	R MALONE	Review Notice of Amended Agenda of Matters Scheduled for Hearing on November 24, 2010 at 10:00 a.m. - Hearing Cancelled.	0.10	62.50
11/22/10	R MALONE	Review Notice of Agenda of Matters Scheduled for Hearing on November 24, 2010 at 10:00 A.M.; forward for calendar	0.10	62.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B103 Case Administration			
11/24/10 R MALONE	Review Certification of Counsel Regarding Order Authorizing Exercise of Ownership Rights Over Certain Insurance Policies.	0.10	62.50	
11/29/10 R MALONE	Review Order Authorizing Exercise of Ownership Rights Over Certain Insurance Policies entered by the Hon. Kevin J. Carey, United States Bankruptcy Judge, District of Delaware on November 22, 2010.	0.10	62.50	
TOTAL B103		7.90	4,885.50	
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B104 Claims Administration & Objections			
11/01/10 R MALONE	Review Order Granting Thrid Omnibus Objection (Substantive) to Claims (Reclassified and Recategorized Claims) entered by the Hon. Kevin J. Carey, United States Bankruptcy Court, District of Delaware, Oct. 25, 2010.	0.10	62.50	
11/01/10 R MALONE	Review Order Granting Debtors' Second Omnibus Objection to StockOwnership/Claims (Non-Substantaive) entered by the Hon. Kevin J. Carey, Oct. 25, 2010.	0.10	62.50	
11/11/10 HA COHEN	Telephone call with W. Majett re: case status.	0.30	148.50	
11/16/10 HA COHEN	Telephone call with J. Clause re: case status.	0.30	148.50	
11/16/10 HA COHEN	Telephone call with M. Patton re: case status.	0.40	198.00	
11/24/10 R MALONE	Review Certification of Counsel Regarding Revised Order Granting Fourth Omnibus Objection to Claims: (I) Duplicative Claims, (II) Amended Claims, and (III) Wrong Debtor Claims (Non-Substantive).	0.10	62.50	
11/29/10 R MALONE	Review Revised Order Granting Fourth Omnibus Objection to Claims: (I) Duplicative Claims, (II) Amended Claims, and (III) Wrong Debtor Claims (Non-Substantive) entered on November 22, 2010 by the Hon. Kevin J. Carey, United States Bankruptcy Judge, District of Delaware .	0.10	62.50	

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B104 Claims Administration & Objections		
		TOTAL B104	1.40	745.00
TASK CODE			<u>Hours</u>	<u>Amount</u>
		B106 Fee/Employment Applications		
11/01/10	R MALONE	Review Tenth Monthly Fee Application of Richards, Layton & Finger, P.A. Co-Counsel to Debtors and Debtors-in-Possession for the Period from September 1, 2010 through September 30, 2010.	0.20	125.00
11/01/10	R MALONE	Review Ninth Monthly Fee Application of Weil, Gotshal & Manges, Counsel to Debtors and Debtors in Possession for the Period from August 1, 2010 through August 31, 2010.	0.30	187.50
11/01/10	R MALONE	Review Omnibus Order Approving First Interim Fee Application Requests entered by the Hon. Kevin J. Carey, U.S. Bankruptcy Court, District of Delaware on Oct. 26, 2010.	0.10	62.50
11/02/10	JL GORMAN	Obtain and review docket for any objections Drinker ninth fee application (.1); draft certificate of no objection to 9th fee application (.1); file certificate of no objection with Court (.1); forward certificate of no objection and invoice to client (.1).	0.40	102.00
11/04/10	HA COHEN	Review Monthly Application for Compensation of FTI Consulting, Inc. for the period September 1, 2010 to September 30, 2010.	1.20	594.00
11/16/10	JL GORMAN	Prepare, review and revise September fee application of Drinker (1.0); conference with Burwell re: payments received from Advanta to date (.2).	1.20	306.00
11/19/10	R MALONE	Review Tenth Monthly Fee Application of Weil, Gotshal & Manges LLP, Counsel to Debtors and Debtors in Possession for the Period From September 1 through September 30, 2010.	0.30	187.50

TASK CODE	B106 Fee/Employment Applications	<u>Hours</u>	<u>Amount</u>
11/19/10 HA COHEN	Review Monthly Application for Compensation of Drinker Biddle & Reath LLP, counsel to the Creditors' Committee for the period September 1, 2010 to September 30, 2010.	0.70	346.50
11/19/10 JL GORMAN	Finalize September fee application to Drinker (.2); electronically file September fee application of Drinker (.1); serve notice parties the September fee application of Drinker (.1).	0.40	102.00
11/24/10 HA COHEN	Review Monthly Application for Compensation of FTI Consulting, Inc. for the period October 1, 2010 to October 31, 2010.	0.70	346.50
TOTAL B106		5.50	2,359.50

TASK CODE	B109 Litigation	<u>Hours</u>	<u>Amount</u>
11/03/10 HA COHEN	Research re: 2004 discovery issues.	3.60	1,782.00
11/04/10 R MALONE	Review and revise proposed Motion for Examination under Fed. R. Bankr. P. 2004 (1.4); confer with HA Cohen regarding proposed revisions (.3); prepare electronic correspondence to Latham team reagrding issues (.1)	1.80	1,125.00
11/04/10 HA COHEN	Review and revise draft 2004 Motion (3.0); confer with R.K. Malone regarding same (.3).	3.30	1,633.50
11/05/10 R MALONE	Review and revise recent draft of Motion for Examination of Debtors pursuant to Fed. R. Bankr. P. 2004 (1.1); confer with HA Cohen regarding same and issues (.2)	1.30	812.50
11/05/10 HA COHEN	Review and revise further draft of 2004 papers (2.1); confer with R.K. Malone regarding same (.2).	2.30	1,138.50
11/09/10 HA COHEN	Telephone call with committee re: 2004 discovery matters.	0.70	346.50
11/10/10 R MALONE	Conference call with Latham team regarding discovery issues and meet and confer requirements	0.20	125.00

TASK CODE	B109 Litigation	<u>Hours</u>	<u>Amount</u>
11/10/10 HA COHEN	Review and revise 2004 motion and related motion to shorten.	1.90	940.50
11/10/10 HA COHEN	Telephone calls with Latham concerning meet and confer matters.	0.30	148.50
11/12/10 HA COHEN	Research re: Rule 2004 precedent re: J. Carey.	3.70	1,831.50
11/12/10 HA COHEN	Attend pre-call with professionals concerning 2004 motion (.4); Call with Court re: 2004 motion (.5).	0.90	445.50
11/15/10 HA COHEN	Review 2004 objection papers.	0.90	445.50
11/16/10 HA COHEN	Telephone call with committee re: 2004 motion matters (.5); Telephone calls with R. Schwartz re: same (.2).	0.70	346.50
11/17/10 HA COHEN	Prepare for (1.2) and attend hearing on 2004 motion (.9); Meeting with co-counsel to discuss post hearing strategy (1.6).	3.70	1,831.50
11/17/10 HA COHEN	Draft revised 2004 order.	0.80	396.00
11/17/10 HA COHEN	Attend call with professionals concerning 2004 matters.	1.60	792.00
11/18/10 HA COHEN	Attend committee call concerning update on 2004 matters.	0.80	396.00
11/19/10 R MALONE	Confer with HA Cohen regarding issues concerning discovery under Fed. R. Bankr. P. 9014 (.3)	0.30	187.50
11/19/10 HA COHEN	Research re: rule 9014 matters.	1.70	841.50
TOTAL B109		30.50	15,565.50

TASK CODE	B110 Plan and Disclosure Statement	<u>Hours</u>	<u>Amount</u>
11/01/10 HA COHEN	Telephone call with professionals concerning plan filing matters.	1.60	792.00
11/02/10 R MALONE	Confer with HA Cohen regarding solicitation letters under Century Glove standard	0.20	125.00
11/02/10 HA COHEN	Research re: "Century Glove" letters in connection with plan solicitation matters.	2.90	1,435.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B110 Plan and Disclosure Statement		
11/02/10	HA COHEN	Telephone call with Committee concerning case status.	0.40	198.00
11/04/10	HA COHEN	Attend committee call re: plan update.	0.40	198.00
11/05/10	HA COHEN	Telephone call with A. Singer, Latham concerning contested evidentiary matters in connection with exclusivity.	0.10	49.50
11/09/10	R MALONE	Review Notice of Hearing to Consider Approval of Disclosure Statement with Respect to Debtors' Joint Plan under Chapter 11 of the Bankruptcy Code and Approval of Solicitation Procedures.	0.10	62.50
11/09/10	R MALONE	Review Motion to Extend Exclusive Periods for the Filing of a Chapter 11 Plan and Solicitation of Acceptances Thereto.	0.60	375.00
11/11/10	HA COHEN	Telephone call with co-counsel re: exclusivity matters.	0.20	99.00
11/15/10	HA COHEN	Research re: exclusivity precedent in Delaware.	3.40	1,683.00
11/16/10	R MALONE	Conference call with Committee regarding update on Rule 2004 (.5); conference call with R. Schwartz, R. Malioneck, Latham & Watkins regarding Rule 2004 Motion (.2).	0.70	437.50
11/17/10	R MALONE	Participate in conference call with Latham and FTI teams regarding strategies following hearing on Rule 2004 Motion	1.60	1,000.00
11/17/10	HA COHEN	Further research re: Century Glove issues.	2.70	1,336.50
11/18/10	HA COHEN	Research re: plan press release matters (3.4); multiple calls with a singer re: same (.2).	3.60	1,782.00
11/19/10	R MALONE	Review electronic correspondence from K. Rock, Latham & Watkins regarding Century Glove issues and application thereof (.1); review non-published Adelphia decision on Century Glove issue (.6); prepare electronic correspondence to Latham team regarding Century Glove issues and communications (.7)	1.40	875.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110	Plan and Disclosure Statement		
11/22/10 R MALONE		Review information from HA Cohen regarding solicitation and inclusion of Committee materials (.8); confer with HA Cohen regarding issues related to Plan solicitation and Century Glove issues	1.50	937.50
11/22/10 HA COHEN		Research re: solicitation materials and methods of inclusion; confer with R.K. Malone regarding same (.7).	3.80	1,881.00
11/30/10 HA COHEN		Email to K. Rock re: disclosure statement objection.	0.20	99.00
TOTAL B110			25.40	13,366.00
CURRENT FEES				\$36,984.00

TIME AND FEE SUMMARY

TIMEKEEPER	TITLE	RATE	HOURS	FEES
R MALONE	PARTNER	\$625.00	18.60	\$11,625.00
HA COHEN	PARTNER	\$495.00	50.20	\$24,849.00
JL GORMAN	PARALEGAL	\$255.00	2.00	\$510.00
TOTALS			70.80	\$36,984.00

EXPENSES AND CHARGES

11/22/10	Postage KINSLOW 11/5	5.56
11/30/10	Postage Cohen 11/24	4.66
TOTAL:		10.22
11/01/10	Duplicating User Diane Meaney made 182 copies on 11/01/2010 at 12:13 hrs	18.20
11/02/10	Duplicating User Diane Meaney made 3 copies on 11/02/2010 at 13:52 hrs	0.30
11/05/10	Duplicating User Amy S Kinslow made 132 copies on 11/05/2010 at 15:04 hrs	13.20

Ref. No. 446173

11/09/10	Duplicating User Diane Meaney made 135 copies on 11/09/2010 at 13:35 hrs	13.50
11/16/10	Duplicating User Diane Meaney made 40 copies on 11/16/2010 at 11:53 hrs	4.00
11/16/10	Duplicating User Diane Meaney made 12 copies on 11/16/2010 at 15:09 hrs	1.20
11/19/10	Duplicating User Jane L. Gorman made 138 copies on 11/19/2010 at 14:29 hrs	13.80
11/19/10	Duplicating User Diane Meaney made 76 copies on 11/19/2010 at 11:00 hrs	7.60
11/24/10	Duplicating User Amy S Kinslow made 138 copies on 11/24/2010 at 14:15 hrs	13.80
11/29/10	Duplicating User Diane Meaney made 62 copies on 11/29/2010 at 11:22 hrs	6.20
TOTAL:		91.80
11/02/10	Express Delivery Services - Parcels, Inc. Delivery, Office Of US Trustee, 844 N King St, Wilmington DE	5.00
11/10/10	Express Delivery Services - Parcels, Inc. Delivery, Richards Layton & Finger, 920 N King St, Wilmington DE	5.00
11/19/10	Express Delivery Services - Parcels, Inc. Delivery, Multiple Inner City Deliveries, Wilmington DE	15.00
11/19/10	Express Delivery Services - Parcels, Inc. Delivery, Judge Kevin Carey, 824 N Market St, Wilmington DE	7.50
TOTAL:		32.50
11/05/10	Pacer Searches	0.96
11/12/10	Pacer Searches	3.28
11/16/10	Pacer Searches	9.60
11/22/10	Pacer Searches	1.20
TOTAL:		15.04

CURRENT EXPENSES AND CHARGES	\$ 149.56
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TOTAL THIS INVOICE	\$ 37,133.56
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Payment for legal services is due within 30 days of invoice date.

EXHIBIT B

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

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

Objection Deadline: February 15, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed

**THIRTEENTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

Name of Applicant: Drinker Biddle & Reath LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: nunc pro tunc to November 23, 2009

Period for which compensation
and reimbursement are sought: December 1, 2010 through December 31, 2010

Amount of Compensation sought as actual,
reasonable, and necessary: \$34,944.60 (80% of \$43,680.75)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$861.14

This is an: X interim ____ final application

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

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

		Requested		Approved/Paid	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
05/17/2010	11/23/2009 – 12/31/2009	\$14,738.00	\$ 97.10	\$11,790.40	\$97.10
05/17/2010	01/01/2010 – 01/31/2010	\$13,690.50	\$ 74.75	\$10,952.40	\$74.75
05/17/2010	02/01/2010 – 02/28/2010	\$10,323.00	\$ 53.42	\$10,323.00	\$53.42
05/17/2010	03/01/2010 – 03/31/2010	\$22,868.00	\$117.73	\$18,294.40	\$117.73
05/28/2010	04/01/2010 – 04/30/2010	\$11,866.50	\$238.88	\$9,493.20	\$238.88
06/25/2010	05/01/2010 – 05/31/2010	\$24,573.00	\$172.04	\$19,658.40	\$172.04
07/27/2010	06/01/2010 – 06/30/2010	\$23,226.50	\$656.19	\$18,581.20	\$656.19
08/31/2010	07/01/2010 – 07/31/2010	\$22,320.00	\$398.11	\$17,856.00	\$398.11
10/07/2010	08/01/2010 – 08/31/2010	\$23,604.00	\$191.20	\$18,883.20	\$191.20
11/19/2010	09/01/2010 – 09/30/2010	\$21,234.50	\$642.97	\$16,987.60	\$642.97
1/14/2011	10/1/2010 – 10/31/2010	\$42,534.00	\$1,104.42		
1/14/2011	11/1/2010 – 11/30/2010	\$36,984.00	\$149.56		
	TOTAL				

**ATTACHMENT B
TO FEE APPLICATION**

Name of Professional Individual	Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Robert K. Malone	Partner; Admitted to NJ bar since 1984	\$625	28.5	\$17,812.50
Howard A. Cohen	Partner; Admitted to DE bar since 2001	\$495	55.1	\$27,274.50
Reduction of Travel Time (50%)				(\$1,406.25)
TOTAL			83.6	\$43,680.75
BLENDED RATE		522		

COMPENSATION BY PROJECT CATEGORY
DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010

Project Category	Total Hours	Total Fees
B100 Asset Analysis and Recovery	.3	\$187.50
B101 Asset Disposition	0	0
B103 Case Administration	6.5	\$3,750.50
B104 Claims Administration & Objections	10.6	\$5,247.00
B105 Employee Benefits/Pensions	0	0
B106 Fee/Employment Applications	3.0	\$1,576.00
B107 Fee/Employment Objections	0	0
B108 Financing	0	0
B109 Litigation	0	0
B110 Plan and Disclosure Statement	58.7	\$31,513.50
B111 Relief from Stay Proceedings	0	0
B114 Other	0	0
B115 Travel	4.5	\$2,812.50
Reduction of 50% of Travel Time		(\$1,406.25)
TOTAL	83.6	\$43,680.75

EXPENSE SUMMARY
DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010

Expense Category	Total Expenses
Bindery	9.00
CourtCall Service	90.00
Court Reporter Service	181.50
Duplicating	206.20
Duplicating (Network Print –over 1000 pages)	169.76
Express Delivery Services (Parcels)	184.50
Postage	20.18
TOTAL	\$861.14

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

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

**THIRTEENTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 102] (the “Interim Compensation Order”), Drinker Biddle & Reath LLP (“Drinker”) hereby files this Thirteenth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the Period from December 1, 2010 through December 31, 2010 (the “Application”). By this Application, Drinker seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$43,680.75 as compensation and \$861.14 for reimbursement of actual and necessary expenses for a total of \$44,541.89 for the period commencing December 1, 2010 through and including December 31, 2010 (the “Compensation Period”). In support of this Application, Drinker respectfully represents as follows:

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

BACKGROUND

1. On November 8, 2009 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

2. On November 19, 2009, the Committee was formed and on November 24, 2009, the United States Trustee for the District of Delaware filed a Notice of Appointment of the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

3. This Court approved the Committee’s retention of Drinker *nunc pro tunc* to November 23, 2009 by the order dated February 2, 2010 (the “Retention Order”).

BASIS FOR THE MONTHLY FEE APPLICATION

4. By this Application, Drinker seeks compensation for the services rendered and reimbursement of expenses incurred by Drinker as general reorganization and bankruptcy counsel to the Committee during the Compensation Period. The amount of fees sought for services rendered during this period is \$43,680.75, representing 83.6 hours in professional and paraprofessional time for such services. Reimbursement of actual and necessary expenses incurred by Drinker during the Compensation Period in connection with these services is requested in the amount of \$861.14.

5. All services for which compensation is requested by Drinker were performed solely for or on behalf of the Committee. As set forth in the Committee’s motion seeking authority to retain Drinker, Drinker’s services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services. The Retention Order authorized Drinker to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. Drinker has received no payment to date and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with this case. There is no agreement or understanding between Drinker and any other person for the sharing of compensation to be received for services rendered in this case.

FEE STATEMENT

7. The fee statement for the Compensation Period is attached hereto as Exhibit A (the “Billing Detail”). The Billing Detail contains a detailed chronological narrative of the time spent (divided among fourteen (14) descriptive billing categories), the dates and descriptions of the services rendered, and the identity of the attorneys and other professionals who provided such services on behalf of the Committee during the Compensation Period. Certain of these narratives in the Billing Detail have been redacted for privilege and confidentiality purposes. To the best of Drinker’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

8. A summary of actual and necessary expenses incurred by Drinker during the Compensation Period is included in the attached Billing Detail. Drinker has incurred out-of-pocket expenses in the amount of \$861.14 in connection with its services rendered to the Committee during the Compensation Period. These expenses were incurred for items not included in Drinker’s hourly rates, including (but not limited to) duplicating charges, document delivery and messenger services, telephone and facsimile charges, legal research charges, travel expenses and in-house document production. Drinker submits that all such expenses are

necessary and actual expenses for the performance of its services in this case, and further submits that many of the expenses were necessitated by the time constraints under which Drinker's professionals and staff have operated in this case.

INTERIM NATURE OF COMPENSATION

9. In accordance with the Interim Compensation Order, Drinker requests that, upon expiration of the objection deadline in respect of this Application and Drinker's filing of a certificate of no objection, the Debtor be authorized to pay Drinker an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Drinker respectfully submits that the amounts requested by this Application are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

REVIEW OF APPLICABLE LOCAL RULE

11. The undersigned has reviewed the requirements of Del. Bankr. L.R. 2016-2 and certifies that, to the best of his information, knowledge and belief, this Application complies with Rule 2016-2.

NOTICE

12. No trustee or examiner has been appointed in these Chapter 11 Cases. The Committee has provided notice of this Application to: (a) the Office of the United States Trustee, (b) the Debtors, (c) counsel for the Debtors, (c) local counsel to the Debtors and (d) all parties entitled to notice pursuant to the Interim Compensation Order. In light of the nature of the relief

requested, the Committee submits that no further notice is required or needed under the circumstances.

WHEREFORE, Drinker respectfully requests that the Court (i) approve compensation in the amount of \$43,680.75 for necessary professional services rendered and reimbursement of expenses in the amount of \$861.14, (ii) authorize the Debtor to remit to Drinker, in accordance with the Interim Compensation Order, \$34,944.60 (80% of \$43,680.75) for necessary professional services rendered and \$861.14 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: January 25, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen

Andrew C. Kassner (DE 4507)

Howard A. Cohen (DE 4082)

1100 N. Market Street, Suite 1000

Wilmington, DE 19801

Telephone: (302) 467-4200

Facsimile: (302) 467-4201

- and -

Robert K. Malone (admitted *pro hac vice*)

500 Campus Drive

Florham Park, NJ 07932-1047

Telephone: (973) 360-1100

Facsimile: (973) 360-9831

Counsel for the Official

Committee of Unsecured Creditors

EXHIBIT A

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

REMITTANCE PAGE

01/24/2011

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice No. 14411918

For services through 31 DECEMBER 2010 as follows:

<u>Our File</u>	<u>Matter Name</u>	<u>Amount</u>
446173	Advanta Corp., Chapter 11	
	Current Fees	45,087.00
	Expenses and Charges	<u>861.14</u>
	Total Amount Due This Invoice Per Attached Detail	<u>\$ 45,948.14</u>

SUMMARY OF ACCOUNTS RECEIVABLE

DATE	INV #	AMOUNT	CREDITS	BALANCE
05/27/10	14347041	\$12,417.88	(\$9,732.08)	\$2,685.80
06/21/10	14351861	\$25,057.54	(\$20,080.44)	\$4,977.10
07/21/10	14359850	\$23,882.69	(\$19,237.39)	\$4,645.30
08/30/10	14371918	\$22,718.11	(\$18,254.11)	\$4,464.00
10/06/10	14381697	\$23,795.20	(\$19,074.40)	\$4,720.80
11/16/10	14392614	\$21,875.47	(\$17,628.57)	\$4,246.90
01/14/11	14408355	\$44,888.42	\$0.00	\$44,888.42
01/14/11	14408393	\$37,133.56	\$0.00	\$37,133.56

PRIOR BALANCE DUE \$ 107,761.88

TOTAL BALANCE DUE \$ 153,710.02

LAW OFFICES



500 Campus Drive
Florham Park, NJ 07932-1047
973-360-1100

Please return this remittance copy with your payment.
Payment for legal services is due within 30 days of invoice date.

Wire Payments:

Bank: Bank of America
ABA #: 026-009-593
Acct. No.: 4201031226
Acct Name: Drinker Biddle & Reath LLP
NJ Business Depository Account
Reference: 204839/14411918

Checks:

Drinker Biddle & Reath LLP
500 Campus Drive
Florham Park, NJ 07932-1047

ACH Payments:

Bank: Bank of America
Acct Name: Drinker Biddle & Reath LLP
ABA #: 021-200-339
Acct No.: 004201031226

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice Number: 14411918
 Invoice Date: 01/24/2011
 Client Number: 204839
 Matter Number: 446173
 Page: 1

RE: Advanta Corp., Chapter 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 31 DECEMBER 2010

			<u>Hours</u>	<u>Amount</u>
TASK CODE		B100 Asset Analysis and Recovery		
12/17/10	R MALONE	Review Certification of Counsel Regarding Stipulation between the Debtors and The Federal Deposit Insurance Corporation, as Receiver for Advanta Bank Corp., with respect to Repudiation of Certain Agreements.	0.20	125.00
12/20/10	R MALONE	Review Order Approving Stipulation between the Debtors and the Federal Deposit Insurance Corporation, as Receiver for Advanta Bank Corp., with respect to Repudiation of Certain Agreements, entered by the Hon. Kevin J. Carey, December 13, 2010.	0.10	62.50
		TOTAL B100	0.30	187.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE		B103 Case Administration		
12/01/10	R MALONE	Prepare for conference call (.4); participate in conference call with Creditors' Committee regarding update (.5)	0.90	562.50
12/01/10	HA COHEN	Attend telephone call with creditors' committee concerning discovery update and matters pertaining to exclusivity.	0.50	247.50
12/08/10	R MALONE	Prepare for Creditors' Committee conference call (.3); participate in Committee conference call regarding update (.8)	1.10	687.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B103 Case Administration		
12/08/10	HA COHEN	Attend telephonic meeting of creditors' committee to discuss matters pertaining to disclosure statement and termination of exclusivity.	0.60	297.00
12/10/10	R MALONE	Prepare for conference call (.2); participate in conference call with Creditors' Committee regarding update (.5)	0.70	437.50
12/10/10	HA COHEN	Attend creditors' committee telephone call to discuss current status regarding plan and disclosure statement.	0.60	297.00
12/10/10	HA COHEN	Telephone call with Z. Shapiro concerning logistics surrounding upcoming disclosure statement hearing (.1); emails with co-counsel re: same (.1); review emails to and from court re: same (.2).	0.40	198.00
12/14/10	R MALONE	Review Notice of Agenda of Matters Scheduled For Hearing on December 16, 2010 at 2:30 pm (EST).	0.10	62.50
12/16/10	R MALONE	Review Notice of Amended Agenda of Matters Scheduled For Hearing on December 16, 2010 at 2:30 P.M.	0.10	62.50
12/20/10	R MALONE	Review Order Scheduling Omnibus Hearing Date - February 10, 2011, entered by the Hon. Kevin J. Carey, December 14, 2010.	0.10	62.50
12/22/10	R MALONE	Review of materials from co-counsel in preparation for Committee conference call (.5); participate in Committee conference call regarding Liquidating Trusts issues (.6).	1.10	687.50
12/22/10	HA COHEN	Review Debtor-In-Possession Monthly Operating Report for Filing Period November 1, 2010 to November 30, 2010.	0.30	148.50
		TOTAL B103	6.50	3,750.50

TASK CODE	B104 Claims Administration & Objections	<u>Hours</u>	<u>Amount</u>
12/01/10 HA COHEN	Telephone call with H. White concerning status of case and claims in case.	0.30	148.50
12/03/10 HA COHEN	Telephone call with co-counsel regarding claims estimation matters.	0.30	148.50
12/08/10 HA COHEN	Research re: estimation of claims under section 502(c).	5.30	2,623.50
12/09/10 HA COHEN	Finalize research regarding claim estimation matters.	2.80	1,386.00
12/21/10 HA COHEN	Telephone call with J. Clause (investor) concerning status of case.	0.30	148.50
12/27/10 HA COHEN	Telephone call with B. Majett (investor) concerning case status and plan voting matters.	0.40	198.00
12/28/10 HA COHEN	Telephone calls with various investors concerning timing of distributions and plan voting matters.	1.20	594.00
TOTAL B104		10.60	5,247.00

TASK CODE	B106 Fee/Employment Applications	<u>Hours</u>	<u>Amount</u>
12/01/10 R MALONE	Review Eleventh Monthly Fee Application of Richards, Layton & Finger, P.A. , co-counsel to Debtors for the period from October 1 through October 31, 2010.	0.20	125.00
12/01/10 HA COHEN	Review Monthly Application for Compensation of Latham & Watkins LLP for the period September 1, 2010 to September 30, 2010.	1.20	594.00
12/06/10 HA COHEN	Review Monthly Application for Compensation of Latham & Watkins LLP for the period October 1, 2010 to October 31, 2010.	1.10	544.50
12/08/10 R MALONE	Review Eleventh Monthly Fee Statement of Alvarez & Marsal North America, LLC as Financial Advisors to the Debtors for the period October 1 through October 31, 2010.	0.20	125.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B106 Fee/Employment Applications			
12/29/10 R MALONE	Review Twelfth Monthly Fee Application of Richards, Layton & Finger, P.A., Co-Counsel to the Debtors and Debtors-in-Possession for the Period from November 1 through November 30, 2010.		0.30	187.50
TOTAL B106			3.00	1,576.00
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110 Plan and Disclosure Statement			
12/02/10 R MALONE	Review electronic correspondence from A. Singer, Latham regarding solicitation procedures (.7); confer with HA Cohen regarding issues (.2); conference call with Latham and FTI Team regarding Exclusivity and Plan issues (.3)		1.20	750.00
12/02/10 HA COHEN	Review proposed solicitation procedures (1.1); initial call with co-counsel re: same (.3).		1.40	693.00
12/03/10 R MALONE	Review of Debtors' Motion in Support of Disclosure Statement (1.0); prepare electronic correspondence to HA Cohen regarding additional comments (.4)		1.40	875.00
12/03/10 R MALONE	Review and revise draft of proposed Objection to Solicitation Procedures (1.4); confer with HA Cohen regarding comments for incorporation (.3).		1.70	1,062.50
12/03/10 HA COHEN	Drafting objection to solicitation procedures.		6.60	3,267.00
12/06/10 HA COHEN	Telephone call with A. Singer concerning matters pertaining to sealing of exclusivity objection.		0.20	99.00
12/06/10 HA COHEN	Reviewing objections to extension of exclusivity and approval of disclosure statement.		4.30	2,128.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B110 Plan and Disclosure Statement		
12/07/10	R MALONE	Review of pleadings in connection with Objection by Creditors' Committee to Debtors' Motion to Approve Disclosure Statement and Motion to Terminate Exclusivity (2.2); confer with HA Cohen regarding coordination related to filing of same (.4).	2.60	1,625.00

TASK CODE	B110 Plan and Disclosure Statement	<u>Hours</u>	<u>Amount</u>
12/07/10 HA COHEN	<p>Review and finalize Objection to the Debtors' Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan (1.6); Objection to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(D) of the Bankruptcy Code, (A) Terminating the Debtors Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (1.7); Motion to Shorten re: Objection to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (1.1); Expedited Motion to File Under Seal Its Objection to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (1.2); Motion to Shorten Notice With Respect to the Committee's Expedited Motion to File Under Seal Its Objection to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (1.1).</p>	6.70	3,316.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110	Plan and Disclosure Statement		
12/08/10 HA COHEN		Draft Notice of Filing Corrected Exhibit B to D.S. objection.	0.40	198.00
12/10/10 HA COHEN		Reviewing the various objections to the disclosure statement and exclusivity extension motion.	2.90	1,435.50
12/11/10 HA COHEN		Telephone call with R. Schwartz Latham concerning matters pertaining to exculpation.	0.30	148.50
12/12/10 HA COHEN		Telephone call with Latham concerning plan negotiations (.3); review email from R. Schwartz re: same (.2).	0.50	247.50
12/13/10 R MALONE		Review and analyze proposed Term Sheet resolving issues (.5); participate in conference call of Creditors' Committee (.5)	1.00	625.00
12/13/10 R MALONE		Review Marble Arach Investments, LP's (A) Joinder to Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan and (B) Objection to Debtors Motion to Extend Exclusive Periods for the Filing of a Chapter 11 Plan and Solicitation of Acceptances Thereto.	0.30	187.50
12/13/10 HA COHEN		Review revised Plan Term Sheet.	0.60	297.00
12/14/10 R MALONE		Review Disclosure Statement for Debtors' Joint Plan and Debtors' Joint Plan and proposed revisions (1.0).	1.00	625.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110 Plan and Disclosure Statement			
12/14/10 R MALONE	Review Omnibus Reply to Objections to Debtors' Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Plan (); review Notice of Filing of Revised Order (I) Approving the Disclosure Statement, (II) Approving Notice and Objection Procedures For the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan (.9).		1.10	687.50
12/14/10 R MALONE	Review Debtors' Reply to Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion to Extend Exclusivity and Objection to the Committee's Expedited Motion for an Order, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (1.0)		1.00	625.00
12/14/10 HA COHEN	Review Omnibus Reply to Objections to Debtors' Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Plan.		1.30	643.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B110 Plan and Disclosure Statement		
12/14/10	HA COHEN	Review Debtors Reply to Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion to Extend Exclusivity and Objection to the Committees Expedited Motion for an Order, Pursuant to 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan.	1.40	693.00
12/14/10	HA COHEN	Reviewing revised plan and disclosure statement (1.1) and related order approving approving disclosure statement (.6).	1.70	841.50
12/15/10	R MALONE	Prepare for hearing on 12/16 (.6); review and respond to electronic correspondences from R. Schwartz, Latham & Watkins regarding hearing and pre-meeting (.3); telephone conferences with HA Cohen regarding update as to hearing on 12/16 and open objections (.4)	1.30	812.50
12/15/10	HA COHEN	Multiple calls with co-counsel concerning status of plan negotiations (1.4); multiple calls with Z. Shapiro re: same (.3).	1.70	841.50
12/16/10	R MALONE	Attend pre-hearing meeting with H.A. Cohen and Latham Team at Wilmington office (3.7); attend hearing on Disclosure Statement before the Hon. Kevin J. Carey, US Bankruptcy Court, District of Delaware (2.5).	6.20	3,875.00
12/16/10	HA COHEN	Prepare for (5.9) and attend contested hearing regarding approval of Debtors' Disclosure Statement (2.5).	8.40	4,158.00
12/22/10	R MALONE	Review Order Further Extending Debtors' Exclusive Periods for Filing a Chapter 11 Plan and Soliciting Acceptances Thereof, entered by the Hon. Kevin J. Carey, December 16, 2010.	0.10	62.50
12/22/10	HA COHEN	Review Committee update materials in advance of committee telephonic meeting.	0.80	396.00

		<u>Hours</u>	<u>Amount</u>
TASK CODE	B110 Plan and Disclosure Statement		
12/22/10 HA COHEN	Attend telephonic meeting of creditors' committee to discuss matters pertaining to liquidating trusts.	0.60	297.00
TOTAL B110		58.70	31,513.50
		<u>Hours</u>	<u>Amount</u>
TASK CODE	B115 Travel		
12/16/10 R MALONE	Travel to/from Wilmington, Delaware for Omnibus Hearing on approval of Disclosure Statement	4.50	2,812.50
TOTAL B115		4.50	2,812.50
CURRENT FEES			\$45,087.00

TIME AND FEE SUMMARY

TIMEKEEPER	TITLE	RATE	HOURS	FEES
R MALONE	PARTNER	\$625.00	28.50	\$17,812.50
HA COHEN	PARTNER	\$495.00	55.10	\$27,274.50
TOTALS			83.60	\$45,087.00

SUMMARY OF TASK AMOUNTS

TASK	ACTIVITY	HOURS	FEES
B100	Asset Analysis and Recovery	0.30	187.50
	TASK B100 TOTAL	0.30	187.50
B103	Case Administration	6.50	3,750.50
	TASK B103 TOTAL	6.50	3,750.50
B104	Claims Administration & Objections	10.60	5,247.00
	TASK B104 TOTAL	10.60	5,247.00
B106	Fee/Employment Applications	3.00	1,576.00
	TASK B106 TOTAL	3.00	1,576.00
B110	Plan and Disclosure Statement	58.70	31,513.50
	TASK B110 TOTAL	58.70	31,513.50
B115	Travel	4.50	2,812.50
	TASK B115 TOTAL	4.50	2,812.50
TOTALS		83.60	45,087.00

EXPENSES AND CHARGES

12/10/10	Postage Kinslow 12/1	8.96
12/29/10	Postage Kinslow 12/7	11.22
	TOTAL:	20.18
12/03/10	CourtCall Service - MASTERCARD 11/12/10 US Bankruptcy Court DE CCID # 3859069	30.00
12/03/10	CourtCall Service - MASTERCARD 11/24/10 US Bankruptcy Court DE CCID # 3859074 Robert Malioneck	30.00
12/03/10	CourtCall Service - MASTERCARD 11/12/10 US Bankruptcy Court DE CCID # 3859067	30.00
	TOTAL:	90.00

Ref. No. 446173

12/01/10	Duplicating User Diane Meaney made 68 copies on 12/01/2010 at 10:35 hrs	6.80
12/01/10	Duplicating User Amy S Kinslow made 321 copies on 12/01/2010 at 15:58 hrs	32.10
12/07/10	Duplicating User Amy S Kinslow made 414 copies on 12/07/2010 at 14:29 hrs	41.40
12/07/10	Duplicating User Amy S Kinslow made 576 copies on 12/07/2010 at 15:26 hrs	57.60
12/09/10	Duplicating User Diane Meaney made 42 copies on 12/09/2010 at 10:33 hrs	4.20
12/13/10	Duplicating User Diane Meaney made 8 copies on 12/13/2010 at 10:27 hrs	0.80
12/14/10	Duplicating User Diane Meaney made 407 copies on 12/14/2010 at 10:58 hrs	40.70
12/14/10	Duplicating User Diane Meaney made 169 copies on 12/14/2010 at 10:53 hrs	16.90
12/17/10	Duplicating User Diane Meaney made 18 copies on 12/17/2010 at 13:57 hrs	1.80
12/20/10	Duplicating User Diane Meaney made 5 copies on 12/20/2010 at 10:10 hrs	0.50
12/22/10	Duplicating User Diane Meaney made 4 copies on 12/22/2010 at 10:34 hrs	0.40
12/29/10	Duplicating User Diane Meaney made 30 copies on 12/29/2010 at 12:08 hrs	3.00
TOTAL:		<hr/> 206.20
12/08/10	Express Delivery Services - Parcels, Inc. Delivery, Judge Kevin J Carey, 824 N Market St, Wilmington DE	7.50
12/08/10	Express Delivery Services - Parcels, Inc. Delivery, Multiple Inner City Deliveries, Wilmington DE	15.00
12/14/10	Express Delivery Services - Parcels, Inc. Delivery, Multiple Inner City Deliveries, Wilmington DE	15.00
12/22/10	Express Delivery Services - Parcels, Inc. Delivery, Office Of The US Trustee, 844 N King St, Wilmington DE	5.00
12/23/10	Express Delivery Services - Parcels, Inc. Delivery, US District Court, 844 N King St, Wilmington DE	40.00
12/23/10	Express Delivery Services - Parcels, Inc. Delivery, Multiple Inner City Deliveries, Wilmington DE	36.00
12/23/10	Express Delivery Services - Parcels, Inc. Delivery, Judge Kevin Carey, 824 N Market St, Wilmington DE	5.00
12/23/10	Express Delivery Services - Parcels, Inc. Delivery, Richards Layton & Finger, 920 N King St, Wilmington DE	5.00

12/23/10	Express Delivery Services - Parcels, Inc. Pick-Up, Food For Thought, 408 Philadelphia Pike, Wilmington DE	56.00
	TOTAL:	<u>184.50</u>
12/13/10	Court Reporter Service - TRANSCRIPTS PLUS 11/17/10 Electronic Copy Of Transcript Hearing	181.50
	TOTAL:	<u>181.50</u>
12/20/10	Network Print - over 1000 copies Howard Cohen 12-16-10	169.76
	TOTAL:	<u>169.76</u>
12/20/10	Bindery Amy Kinslow 12-7-10	9.00
	TOTAL:	<u>9.00</u>

CURRENT EXPENSES AND CHARGES	\$ <u>861.14</u>
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TOTAL THIS INVOICE	\$ <u>45,948.14</u>
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Payment for legal services is due within 30 days of invoice date.

EXHIBIT C

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

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

Objection Deadline: May 5, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that co-counsel for the Official Committee of Unsecured Creditors ("Committee") has filed the its *Fourteenth Monthly Application of Drinker Biddle & Reath LLP ("Drinker") for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From January 1, 2011 Through January 31, 2011* (the "Application"), which seeks approval of Drinker's request for compensation for the professional services rendered in the amount of \$34,877.75 and reimbursement for the expenses it incurred in the amount of \$936.25 during the period from January 1, 2011 Through January 31, 2011.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed and served so as to actually be received by the undersigned counsel **at or before 4:00 p.m. on May 5, 2011** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response so as to be received on or before the Objection Deadline by the following: (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-0844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert L. Lemons, Esq.); (iii) local counsel to the Debtors, Richards Finger & Layton, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Chun I. Jang, Esq.); (iv) counsel to the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10003 (Attn: Roger Schwartz, Esq.) and Drinker Biddle & Reath LLP, 1100 N. Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen, Esq.); and (v) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David Klauder, Esq.).

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

PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS [DOCKET NO. 102], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

Dated: April 14, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Andrew C. Kassner (DE 4507)
Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

- and -

Robert K. Malone (admitted *pro hac vice*)
500 Campus Drive
Florham Park, NJ 07932-1047
Telephone: (973) 360-1100
Facsimile: (973) 360-9831

*Counsel for the Official
Committee of Unsecured Creditors*

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

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

Objection Deadline: May 5, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed

**FOURTEENTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

Name of Applicant: Drinker Biddle & Reath LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: nunc pro tunc to November 23, 2009

Period for which compensation
and reimbursement are sought: January 1, 2011 through January 31, 2011

Amount of Compensation sought as actual,
reasonable, and necessary: \$27,902.20 (80% of \$34,877.75)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$936.25

This is an: X interim ____ final application

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

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

		Requested		Approved/Paid	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
05/17/2010	11/23/2009 – 12/31/2009	\$14,738.00	\$ 97.10	\$11,790.40	\$97.10
05/17/2010	01/01/2010 – 01/31/2010	\$13,690.50	\$ 74.75	\$10,952.40	\$74.75
05/17/2010	02/01/2010 – 02/28/2010	\$10,323.00	\$ 53.42	\$10,323.00	\$53.42
05/17/2010	03/01/2010 – 03/31/2010	\$22,868.00	\$117.73	\$18,294.40	\$117.73
05/28/2010	04/01/2010 – 04/30/2010	\$11,866.50	\$238.88	\$9,493.20	\$238.88
06/25/2010	05/01/2010 – 05/31/2010	\$24,573.00	\$172.04	\$19,658.40	\$172.04
07/27/2010	06/01/2010 – 06/30/2010	\$23,226.50	\$656.19	\$18,581.20	\$656.19
08/31/2010	07/01/2010 – 07/31/2010	\$22,320.00	\$398.11	\$17,856.00	\$398.11
10/07/2010	08/01/2010 – 08/31/2010	\$23,604.00	\$191.20	\$18,883.20	\$191.20
11/19/2010	09/01/2010 – 09/30/2010	\$21,234.50	\$642.97	\$16,987.60	\$642.97
01/14/2011	10/1/2010 – 10/31/2010	\$42,534.00	\$1,104.42	\$34,027.20	\$1,104.42
01/14/2011	11/1/2010 – 11/30/2010	\$36,984.00	\$149.56	\$29,587.20	\$149.56
01/14/2011	12/1/2010 – 12/31/2010	\$43,680.75	861.14	\$34,944.60	861.14
	TOTAL	\$311,642.75	\$4,757.51	\$251,378.80	\$4,757.51

**ATTACHMENT B
TO FEE APPLICATION**

Name of Professional Individual	Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
F. Douglas Raymond III	Partner; Admitted to PA bar since 1985	\$690	2	\$1,380.00
Robert K. Malone	Partner; Admitted to NJ bar since 1984	\$645	21.9	\$14,125.50
Howard A. Cohen	Partner; Admitted to DE bar since 2001	\$505	32.6	\$16,463.00
Bree F. Archambault	Associate; Admitted to NJ and PA bars since 2007	\$370	3.9	\$1,443.00
Jane L. Gorman	Paralegal	\$260	7.5	\$1,950.00
Reduction of Travel Time (50%)				(483.75)
TOTAL			67.9	\$34,877.75
BLENDED RATE		514		

COMPENSATION BY PROJECT CATEGORY
JANUARY 1, 2011 THROUGH JANUARY 31, 2011

Project Category	Total Hours	Total Fees
B100 Asset Analysis and Recovery	0	0
B101 Asset Disposition	.5	\$322.50
B103 Case Administration	3.2	\$1,854.00
B104 Claims Administration & Objections	5.4	\$2,727.00
B105 Employee Benefits/Pensions	0	0
B106 Fee/Employment Applications	19.6	\$8,592.50
B107 Fee/Employment Objections	0	0
B108 Financing	0	0
B109 Litigation	8.1	\$4,356.50
B110 Plan and Disclosure Statement	29.6	\$16,541.50
B111 Relief from Stay Proceedings	0	0
B114 Other	0	0
B115 Travel	1.5	\$967.50
Reduction of 50% of Travel Time		(483.75)
TOTAL	67.9	\$34,877.75

EXPENSE SUMMARY
JANUARY 1, 2011 THROUGH JANUARY 31, 2011

Expense Category	Total Expenses
CourtCall Service	\$37.00
Duplicating	\$137.70
Express Delivery Services (Parcels)	\$15.00
Pacer Searches	\$10.48
Postage	\$10.32
Travel Expenses	\$274.00
Working Meals	\$451.75
TOTAL	\$936.25

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

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

**FOURTEENTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 102] (the “Interim Compensation Order”), Drinker Biddle & Reath LLP (“Drinker”) hereby files this Fourteenth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the Period from January 1, 2011 through January 31, 2011 (the “Application”). By this Application, Drinker seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$34,877.75 as compensation and \$936.25 for reimbursement of actual and necessary expenses for a total of \$35,814.00 for the period commencing January 1, 2011 through and including January 31, 2011 (the “Compensation Period”). In support of this Application, Drinker respectfully represents as follows:

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

BACKGROUND

1. On November 8, 2009 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

2. On November 19, 2009, the Committee was formed and on November 24, 2009, the United States Trustee for the District of Delaware filed a Notice of Appointment of the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

3. This Court approved the Committee’s retention of Drinker *nunc pro tunc* to November 23, 2009 by the order dated February 2, 2010 (the “Retention Order”).

BASIS FOR THE MONTHLY FEE APPLICATION

4. By this Application, Drinker seeks compensation for the services rendered and reimbursement of expenses incurred by Drinker as general reorganization and bankruptcy counsel to the Committee during the Compensation Period. The amount of fees sought for services rendered during this period is \$34,877.75, representing 67.9 hours in professional and paraprofessional time for such services. Reimbursement of actual and necessary expenses incurred by Drinker during the Compensation Period in connection with these services is requested in the amount of \$936.25.

5. All services for which compensation is requested by Drinker were performed solely for or on behalf of the Committee. As set forth in the Committee’s motion seeking authority to retain Drinker, Drinker’s services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services. The Retention Order authorized Drinker to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. Drinker has received no payment to date and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with this case. There is no agreement or understanding between Drinker and any other person for the sharing of compensation to be received for services rendered in this case.

FEE STATEMENT

7. The fee statement for the Compensation Period is attached hereto as Exhibit A (the “Billing Detail”). The Billing Detail contains a detailed chronological narrative of the time spent (divided among fourteen (14) descriptive billing categories), the dates and descriptions of the services rendered, and the identity of the attorneys and other professionals who provided such services on behalf of the Committee during the Compensation Period. Certain of these narratives in the Billing Detail have been redacted for privilege and confidentiality purposes. To the best of Drinker’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

8. A summary of actual and necessary expenses incurred by Drinker during the Compensation Period is included in the attached Billing Detail. Drinker has incurred out-of-pocket expenses in the amount of \$936.25 in connection with its services rendered to the Committee during the Compensation Period. These expenses were incurred for items not included in Drinker’s hourly rates, including (but not limited to) duplicating charges, document delivery and messenger services, telephone and facsimile charges, legal research charges, travel expenses and in-house document production. Drinker submits that all such expenses are

necessary and actual expenses for the performance of its services in this case, and further submits that many of the expenses were necessitated by the time constraints under which Drinker's professionals and staff have operated in this case.

INTERIM NATURE OF COMPENSATION

9. In accordance with the Interim Compensation Order, Drinker requests that, upon expiration of the objection deadline in respect of this Application and Drinker's filing of a certificate of no objection, the Debtor be authorized to pay Drinker an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Drinker respectfully submits that the amounts requested by this Application are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

REVIEW OF APPLICABLE LOCAL RULE

11. The undersigned has reviewed the requirements of Del. Bankr. L.R. 2016-2 and certifies that, to the best of his information, knowledge and belief, this Application complies with Rule 2016-2.

NOTICE

12. No trustee or examiner has been appointed in these Chapter 11 Cases. The Committee has provided notice of this Application to: (a) the Office of the United States Trustee, (b) the Debtors, (c) counsel for the Debtors, (c) local counsel to the Debtors and (d) all parties entitled to notice pursuant to the Interim Compensation Order. In light of the nature of the relief

requested, the Committee submits that no further notice is required or needed under the circumstances.

WHEREFORE, Drinker respectfully requests that the Court (i) approve compensation in the amount of \$34,877.75 for necessary professional services rendered and reimbursement of expenses in the amount of \$936.25, (ii) authorize the Debtor to remit to Drinker, in accordance with the Interim Compensation Order, \$27,902.20 (80% of \$34,877.75) for necessary professional services rendered and \$936.25 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: April 14, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen

Andrew C. Kassner (DE 4507)

Howard A. Cohen (DE 4082)

1100 N. Market Street, Suite 1000

Wilmington, DE 19801

Telephone: (302) 467-4200

Facsimile: (302) 467-4201

- and -

Robert K. Malone (admitted *pro hac vice*)

500 Campus Drive

Florham Park, NJ 07932-1047

Telephone: (973) 360-1100

Facsimile: (973) 360-9831

Counsel for the Official

Committee of Unsecured Creditors

EXHIBIT A

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

REMITTANCE PAGE

04/13/2011

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice No. 14436429

For services through 31 JANUARY 2011 as follows:

<u>Our File</u>	<u>Matter Name</u>	<u>Amount</u>
446173	Advanta Corp., Chapter 11	
	Current Fees	35,361.50
	Expenses and Charges	<u>936.25</u>
	Total Amount Due This Invoice Per Attached Detail	<u>\$ 36,297.75</u>

SUMMARY OF ACCOUNTS RECEIVABLE

DATE	INV #	AMOUNT	CREDITS	BALANCE
10/06/10	14381697	\$23,795.20	(\$19,074.40)	\$4,720.80
11/16/10	14392614	\$21,875.47	(\$17,628.57)	\$4,246.90
01/14/11	14408355	\$44,888.42	(\$36,131.62)	\$8,756.80
01/14/11	14408393	\$37,133.56	(\$29,736.76)	\$7,396.80
01/24/11	14411918	\$45,948.14	(\$36,930.74)	\$9,017.40

PRIOR BALANCE DUE	<u>\$ 34,138.70</u>
TOTAL BALANCE DUE	<u>\$ 70,436.45</u>

LAW OFFICES



500 Campus Drive
Florham Park, NJ 07932-1047
973-360-1100

Please return this remittance copy with your payment.
Payment for legal services is due within 30 days of invoice date.

Wire Payments:

Bank: Bank of America
ABA #: 026-009-593
Acct. No.: 4201031226
Acct Name: Drinker Biddle & Reath LLP
NJ Business Depository Account
Reference: 204839/14436429

Checks:

Drinker Biddle & Reath LLP
500 Campus Drive
Florham Park, NJ 07932-1047

ACH Payments:

Bank: Bank of America
Acct Name: Drinker Biddle & Reath LLP
ABA #: 021-200-339
Acct No.: 004201031226

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice Number: 14436429
 Invoice Date: 04/13/2011
 Client Number: 204839
 Matter Number: 446173
 Page: 1

RE: Advanta Corp., Chapter 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 31 JANUARY 2011

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B101 Asset Disposition		
01/18/11	R MALONE	Review Notice of Proposed Assumption of Executory Contracts and Unexpired Leases Pursuant to Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code.	0.20	129.00
01/26/11	R MALONE	Review Amended Notice of Proposed Assumption of Executory Contracts and Unexpired Leases pursuant to Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code.	0.30	193.50
		TOTAL B101	0.50	322.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B103 Case Administration		
01/13/11	R MALONE	Prepare for conference call (.2); participate in Committee conference call regarding misc. Plan issues and trust advisory board (1.1)	1.30	838.50
01/13/11	HA COHEN	Attend committee call regarding post confirmation matters.	1.10	555.50
01/25/11	R MALONE	Telephone conference with A. Singer, Latham & Watkins, co-counsel regarding post-confirmation issues (.2); review electronic correspondence regarding update to Committee (.2)	0.40	258.00
01/28/11	HA COHEN	Review Debtors' Monthly Operating Report for Filing Period December 1, 2010 to December 31, 2010.	0.40	202.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B103 Case Administration		
		TOTAL B103	3.20	1,854.00
TASK CODE			<u>Hours</u>	<u>Amount</u>
		B104 Claims Administration & Objections		
01/04/11	HA COHEN	Telephone calls with several Advanta Investors concerning plan voting and recovery matters.	1.10	555.50
01/06/11	HA COHEN	Multiple calls with several Advanta Investors concerning plan voting and distribution matters.	2.30	1,161.50
01/07/11	HA COHEN	Meeting w/ J. Cannon (investor) concerning case status and recoveries.	0.90	454.50
01/11/11	HA COHEN	Multiple calls with several Advanta Investors concerning plan voting and distribution related matters.	1.10	555.50
		TOTAL B104	5.40	2,727.00
TASK CODE			<u>Hours</u>	<u>Amount</u>
		B106 Fee/Employment Applications		
01/06/11	HA COHEN	Review Monthly Application for Compensation of Latham & Watkins LLP for the period November 1, 2010 to November 30, 2010.	1.60	808.00
01/07/11	HA COHEN	Review Monthly Application for Compensation of FTI Consulting, Inc. for the period November 1, 2010 to November 30, 2010.	1.30	656.50
01/10/11	HA COHEN	Review Interim Application for Compensation of Latham & Watkins LLP for the period August 1, 2010 to November 30, 2010.	1.10	555.50
01/12/11	R MALONE	Review Eleventh Monthly Fee Application of Weil, Gotshal & Manges, Counsel to the Debtors, for the Period October 1 through October 31, 2010.	0.30	193.50
01/13/11	R MALONE	Review and revise monthly invoices for October, November and December (1.3); confer with J. Gorman regarding filing of same and Interim Fee Application (.1)	1.40	903.00
01/13/11	JL GORMAN	Prepare October fee application (.5).	0.50	130.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B106 Fee/Employment Applications		
01/14/11	R MALONE	Review and revise Interim Fee Application for Drinker Biddle & Reath.	1.20	774.00
01/14/11	HA COHEN	Review Interim Application for Compensation of FTI Consulting, Inc. for the period August 1, 2010 to November 30, 2010.	1.20	606.00
01/14/11	HA COHEN	Review Monthly Application for Compensation of Drinker Biddle & Reath LLP for the period October 1, 2010 to October 31, 2010 (.9); Monthly Application for Compensation of Drinker Biddle & Reath LLP for the period November 1, 2010 to November 30, 2010 (.7); and Quarterly Application for Compensation of Drinker Biddle & Reath LLP for the period August 1, 2010 to November 30, 2010 (.6).	2.20	1,111.00
01/14/11	JL GORMAN	Draft October fee application (1.5); finalize October fee application (.2); electronically file October fee (.2); coordinate service upon notice parties (.1); prepare November fee application (1.5); finalize November fee application (.2); electronically file November fee application (.2); coordinate service upon notice parties (.1); draft 3rd quarterly fee application (.5); electronically file 3rd quarterly fee application(.1); coordinate service of notice upon service parties (.1); coordinate service of FTIS quarterly upon notice parties (.1); draft certificate of service for service of 3rd quarterly fee applications (.1); electronically file certificate of service (.1).	5.00	1,300.00
01/18/11	R MALONE	Review Notice of Third Interim Fee Application of Richards, Layton & Finger, P.A., Attorneys for Debtors for the period of August 1, 2010 through November 30, 2010.	0.20	129.00
01/18/11	R MALONE	Review Notice of Third Interim Fee Application of Alvarez & Marsal North America, LLC Financial Advisors for Debtors, for the period of August 1, 2010 through November 30, 2010.	0.20	129.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B106 Fee/Employment Applications		
01/18/11	R MALONE	Review Notice of Third Interim Fee Application of Weil, Gotshal & Manges, Counsel to Debtors, for the period from August 1, 2010 through November 30, 2010.	0.20	129.00
01/18/11	R MALONE	Review Twelfth Monthly Fee Application of Weil, Gotshal & Manges, Counsel to Debtors for the period from November 1 through November 30, 2010.	0.30	193.50
01/18/11	JL GORMAN	Draft December fee application.	0.40	104.00
01/25/11	HA COHEN	Review Monthly Application for Compensation of Drinker Biddle & Reath LLP for the period December 1, 2010 to December 31, 2010.	0.90	454.50
01/25/11	JL GORMAN	Draft December fee application of Drinker (1.0); finalize December application of Drinker (.3); electronically file December fee application of Drinker (.2); coordinate service of December fee application upon notice parties (.1).	1.60	416.00
		TOTAL B106	19.60	8,592.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B109 Litigation		
01/05/11	R MALONE	Review electronic correspondence from co-counsel regarding proposed discovery (.1); review proposed discovery requests (1.1); telephone conference with HA Cohen regarding comments for co-counsel (.2).	1.40	903.00
01/05/11	HA COHEN	Review draft of proposed discovery requests and related 2004 Motion concerning executive claims.	2.30	1,161.50
01/20/11	HA COHEN	Multiple communications with Latham litigation team concerning Rule 2004 timing matters.	0.40	202.00
01/21/11	HA COHEN	Research regarding Rule 2004 notice requirements (2.7); confer with R.K. Malone regarding results of research (.2) multiple discussions with Latham Team co-counsel regarding same (.2).	3.10	1,565.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B109	Litigation		
01/23/11 R MALONE	Conference call with R. Schwartz, Latham & Watkins regarding issues related to Rule 2004 examinations (.4); prepare electronic correspondence related to same (.1).		0.50	322.50
01/23/11 HA COHEN	Attend conference call with R. Schwartz and R.K. Malone concerning matters pertaining to timing of 2004 motion.		0.40	202.00
		TOTAL B109	8.10	4,356.50
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110	Plan and Disclosure Statement		
01/03/11 R MALONE	Review Notice of Approval of Proposed Disclosure Statement Establishment of Solicitation and Voting Procedures, Scheduling a Confirmation Hearing and Establishment of Notice and Objection Procedures for Confirmation of the Proposed Plan (.1); confer with H.A. Cohen regarding followup (.1).		0.20	129.00
01/05/11 R MALONE	Review information from Trustee Candidates in preparation for interviews on 1/6		2.40	1,548.00
01/06/11 R MALONE	Attend meeting with counsel for Debtors and co-counsel for Creditors' Committee regarding interviews of candidates for Post-confirmation Liquidation Trustee at Weil, Gotshall & Manges, New York.		4.00	2,580.00
01/07/11 R MALONE	Review electronic correspondence from Latham & Watkins regarding proposed Liquidation Trust Agreement (.1); review and prepare comments to proposed Liquidation Trust Agreement (1.1)		1.20	774.00
01/07/11 R MALONE	Review notes and attend Conference Call regarding Advanta Trustee Interview Follow Up (1.0); telephone conference with S. Manewitz, regarding independent advisory board position (.6)		1.60	1,032.00
01/07/11 HA COHEN	Attend committee call re: selection of liquidation trustee.		0.90	454.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110	Plan and Disclosure Statement		
01/07/11 HA COHEN		Review draft of liquidation trust agreement.	1.60	808.00
01/10/11 HA COHEN		Telephone calls with several Advanta Investors concerning plan voting matters.	1.60	808.00
01/19/11 R MALONE		Review electronic correspondence from Latham & Watkins regarding By-Laws for post-confirmation operations and trusts (.2); confer with HA Cohen regarding review of same under Delaware Law (.2)	0.40	258.00
01/19/11 HA COHEN		Review Advanta amended bylaws and charter concerning matters pertaining to Delaware law (2.1); Multiple discussions with B. Archambault concerning same (.6).	2.70	1,363.50
01/20/11 FD RAYMOND III		Conference with B. Archambault (.3); review Article and Bylaws (1.7).	2.00	1,380.00
01/20/11 HA COHEN		Multiple discussions with B. Archambault concerning Advanta charter and bylaws.	0.30	151.50
01/20/11 BF ARCHAMBAULT		Confer with H.A. Cohen regarding issues to be addressed as to Advanta trust (.3); review and comment on form of articles and bylaws for corporation held by liquidating trust (3.6).	3.90	1,443.00
01/24/11 R MALONE		Review additional Plan Supplements (1.0); confer with HA Cohen regarding same (0.0)	1.00	645.00
01/24/11 HA COHEN		Review plan supplement materials.	1.10	555.50
01/25/11 R MALONE		Review electronic correspondences related to proposed Confidentiality Agreement for proposed Advisory Committee members (.2); review proposed Confidentiality Agreement (.8)	1.00	645.00
01/25/11 HA COHEN		Research concerning Delaware law pertaining to confidentiality agreements (1.3); review and respond to inquiry from Latham & Watkins Team co-counsel concerning TAB confidentiality agreement (1.1).	2.40	1,212.00
01/28/11 R MALONE		Review Plan Supplement in Support of the Debtors' Joint Plan Under Chapter 11.	0.70	451.50
01/31/11 HA COHEN		Review list of Committee changes to plan and plan supplement.	0.60	303.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B110 Plan and Disclosure Statement		
		TOTAL B110	29.60	16,541.50
TASK CODE			<u>Hours</u>	<u>Amount</u>
		B115 Travel		
01/06/11	R MALONE	Travel to/from Weil Gotshal & Manges, NYC for Trustee interviews	1.50	967.50
		TOTAL B115	1.50	967.50
CURRENT FEES				\$35,361.50

TIME AND FEE SUMMARY

TIMEKEEPER	TITLE	RATE	HOURS	FEES
FD RAYMOND III	PARTNER	\$690.00	2.00	\$1,380.00
R MALONE	PARTNER	\$645.00	21.90	\$14,125.50
HA COHEN	PARTNER	\$505.00	32.60	\$16,463.00
BF ARCHAMBAULT	ASSOCIATE	\$370.00	3.90	\$1,443.00
JL GORMAN	PARALEGAL	\$260.00	7.50	\$1,950.00
TOTALS			67.90	\$35,361.50

SUMMARY OF TASK AMOUNTS

TASK	ACTIVITY	HOURS	FEES
B101	Asset Disposition	0.50	322.50
	TASK B101 TOTAL	0.50	322.50
B103	Case Administration	3.20	1,854.00
	TASK B103 TOTAL	3.20	1,854.00
B104	Claims Administration & Objections	5.40	2,727.00
	TASK B104 TOTAL	5.40	2,727.00
B106	Fee/Employment Applications	19.60	8,592.50
	TASK B106 TOTAL	19.60	8,592.50
B109	Litigation	8.10	4,356.50
	TASK B109 TOTAL	8.10	4,356.50
B110	Plan and Disclosure Statement	29.60	16,541.50
	TASK B110 TOTAL	29.60	16,541.50
B115	Travel	1.50	967.50
	TASK B115 TOTAL	1.50	967.50
TOTALS		67.90	35,361.50

EXPENSES AND CHARGES

01/21/11	Postage Cohen 1/7	10.32
	TOTAL:	10.32
01/31/11	CourtCall Service - Diners Club 11/17/10 Court Call CCID # 3866325 US Bankruptcy Court DE 11/17/10 Court Call CCID # 3866325 11/23/10 US Bankruptcy Court DE Aaron Singer	37.00
	TOTAL:	37.00
01/03/11	Duplicating User Diane Meaney made 2 copies on 01/03/2011 at 11:42 hrs	0.20

01/04/11	Duplicating User Robert K. Malone made 255 copies on 01/04/2011 at 09:58 hrs	25.50
01/07/11	Duplicating User Amy S Kinslow made 378 copies on 01/07/2011 at 08:15 hrs	37.80
01/12/11	Duplicating User Diane Meaney made 60 copies on 01/12/2011 at 15:20 hrs	6.00
01/14/11	Duplicating User Diane Meaney made 38 copies on 01/14/2011 at 13:07 hrs	3.80
01/14/11	Duplicating User Jane L. Gorman made 162 copies on 01/14/2011 at 17:14 hrs	16.20
01/18/11	Duplicating User Diane Meaney made 80 copies on 01/18/2011 at 15:21 hrs	8.00
01/25/11	Duplicating User Diane Meaney made 4 copies on 01/25/2011 at 10:53 hrs	0.40
01/25/11	Duplicating User Jane L. Gorman made 150 copies on 01/25/2011 at 16:50 hrs	15.00
01/26/11	Duplicating User Diane Meaney made 16 copies on 01/26/2011 at 11:12 hrs	1.60
01/27/11	Duplicating User Diane Meaney made 3 copies on 01/27/2011 at 12:01 hrs	0.30
01/28/11	Duplicating User Robert K. Malone made 229 copies on 01/28/2011 at 11:34 hrs	22.90
TOTAL:		<hr/> 137.70
01/19/11	Express Delivery Services - Parcels, Inc. Delivery,Richards Layton & Finger,920 N King St,Wilmington DE	7.50
01/19/11	Express Delivery Services - Parcels, Inc. Delivery,Office Of The US Trustee,844 N King St,Wilmington DE	7.50
TOTAL:		<hr/> 15.00
01/28/11	Working Meals/Entertainment - Diners Club 12/16/10 Food for Thought Catering Meeting Lunch for 20; preparation for the disclosure statement hearing.	451.75
TOTAL:		<hr/> 451.75
01/28/11	Travel Expenses - Diners Club 12/16/10 Newark to Wilmington R. Malone	274.00
TOTAL:		<hr/> 274.00
01/19/11	Pacer Searches	8.24
01/26/11	Pacer Searches	1.12

01/31/11 Pacer Searches

1.12

TOTAL:

10.48

CURRENT EXPENSES AND CHARGES

\$ 936.25

TOTAL THIS INVOICE

\$ 36,297.75

Payment for legal services is due within 30 days of invoice date.

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

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

CERTIFICATION PURSUANT TO 28 U.S.C. § 1746

Howard A. Cohen, Esq., of full age, hereby certifies and states as follows:

1. I am a partner of the law firm of Drinker Biddle & Reath LLP, counsel to the Official Committee of Unsecured Creditors, in the above-captioned matter. I submit this certification in connection with Drinker Biddle & Reath LLP's Fourteenth Monthly Application for allowance of compensation for services rendered and for reimbursement of expenses for the period of January 1, 2011 through January 31, 2011 (the "Application").

2. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certify to the best of my knowledge and belief that the Application complies with Local Rule 2016-2.

I certify, under penalty of perjury, that the foregoing statements made by me are true to the best of my knowledge, information, and belief.

Dated: April 14, 2011

/s/ Howard A. Cohen
Howard A. Cohen

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

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

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 14th day of April 2011, I caused a true and correct copy of the *Fourteenth Application of Drinker Biddle & Reath LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From January 1, 2011 Through January 31, 2011* to be served upon the following parties by first class United States mail:

David Klauder, Esq.
Office of the United States Trustee
J. Caleb Boggs Federal Building
844 King Street, Room 2207
Wilmington, DE 19801

Chun I. Jang, Esq.
Richards Finger & Layton, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801

Advanta Corp.
Attn: Philip M. Browne
P.O. Box 844
Spring House, PA 19477-0844

Robert L. Lemons, Esq.
Weil, Gotshal & Manges, LLP
767 Fifth Avenue
New York, New York 10153

Warren H. Smith
325 N. St. Paul Street, Suite 1275
Republic Center
Dallas, Texas 75201

Dated: April 14, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
1100 North Market Street, Suite 1000
Wilmington, DE 19801-1254
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

*Counsel for the Official
Committee of Unsecured Creditors*

EXHIBIT D

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

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

Objection Deadline: May 5, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that co-counsel for the Official Committee of Unsecured Creditors ("Committee") has filed the its *Fifteenth Monthly Application of Drinker Biddle & Reath LLP ("Drinker") for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From February 1, 2011 Through February 28, 2011* (the "Application"), which seeks approval of Drinker's request for compensation for the professional services rendered in the amount of \$56,488.25 and reimbursement for the expenses it incurred in the amount of \$1,207.17 during the period from February 1, 2011 Through February 28, 2011.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed and served so as to actually be received by the undersigned counsel **at or before 4:00 p.m. on May 5, 2011** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response so as to be received on or before the Objection Deadline by the following: (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-0844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert L. Lemons, Esq.); (iii) local counsel to the Debtors, Richards Finger & Layton, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Chun I. Jang, Esq.); (iv) counsel to the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10003 (Attn: Roger Schwartz, Esq.) and Drinker Biddle & Reath LLP, 1100 N. Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen, Esq.); and (v) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David Klauder, Esq.).

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

PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS [DOCKET NO. 102], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

Dated: April 14, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Andrew C. Kassner (DE 4507)
Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
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Telephone: (302) 467-4200
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- and -

Robert K. Malone (admitted *pro hac vice*)
500 Campus Drive
Florham Park, NJ 07932-1047
Telephone: (973) 360-1100
Facsimile: (973) 360-9831

*Counsel for the Official
Committee of Unsecured Creditors*

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

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

Objection Deadline: May 5, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed

**FIFTEENTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011**

Name of Applicant: Drinker Biddle & Reath LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: nunc pro tunc to November 23, 2009

Period for which compensation
and reimbursement are sought: February 1, 2011 through February 28, 2011

Amount of Compensation sought as actual,
reasonable, and necessary: \$45,190.60 (80% of \$56,488.25)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$1,207.17

This is an: X interim ____ final application

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

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

		Requested		Approved/Paid	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
05/17/2010	11/23/2009 – 12/31/2009	\$14,738.00	\$ 97.10	\$11,790.40	\$97.10
05/17/2010	01/01/2010 – 01/31/2010	\$13,690.50	\$ 74.75	\$10,952.40	\$74.75
05/17/2010	02/01/2010 – 02/28/2010	\$10,323.00	\$ 53.42	\$10,323.00	\$53.42
05/17/2010	03/01/2010 – 03/31/2010	\$22,868.00	\$117.73	\$18,294.40	\$117.73
05/28/2010	04/01/2010 – 04/30/2010	\$11,866.50	\$238.88	\$9,493.20	\$238.88
06/25/2010	05/01/2010 – 05/31/2010	\$24,573.00	\$172.04	\$19,658.40	\$172.04
07/27/2010	06/01/2010 – 06/30/2010	\$23,226.50	\$656.19	\$18,581.20	\$656.19
08/31/2010	07/01/2010 – 07/31/2010	\$22,320.00	\$398.11	\$17,856.00	\$398.11
10/07/2010	08/01/2010 – 08/31/2010	\$23,604.00	\$191.20	\$18,883.20	\$191.20
11/19/2010	09/01/2010 – 09/30/2010	\$21,234.50	\$642.97	\$16,987.60	\$642.97
01/14/2011	10/01/2010 – 10/31/2010	\$42,534.00	\$1,104.42	\$34,027.20	\$1,104.42
01/14/2011	11/01/2010 – 11/30/2010	\$36,984.00	\$149.56	\$29,587.20	\$149.56
01/14/2011	12/01/2010 – 12/31/2010	\$43,680.75	\$861.14	\$34,944.60	861.14
04/14/2011	01/01/2011 – 01/31/2011	\$34,877.75	\$936.25		
	TOTAL	\$346,520.50	\$5,693.76	\$251,378.80	\$4,757.51

**ATTACHMENT B
TO FEE APPLICATION**

Name of Professional Individual	Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Robert K. Malone	Partner; Admitted to NJ bar since 1984	\$645	48.9	\$31,540.50
Howard A. Cohen	Partner; Admitted to DE bar since 2001	\$505	49.0	\$24,745.00
Marita S. Erbeck	Associate; Admitted to NJ bar since 2002 and NY bar since 2003	\$435	5.1	\$2,218.50
Joseph N. Argentina	Associate; Admitted to PA and NJ bars since 2009; DE bar since 2010	\$315	4	\$1,260.00
Jane L. Gorman	Paralegal	\$260	1.1	\$286.00
Reduction of Travel Time (50%)				(3,561.75)
TOTAL			108.1	\$56,488.25
BLENDED RATE		522		

COMPENSATION BY PROJECT CATEGORY
FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011

Project Category	Total Hours	Total Fees
B100 Asset Analysis and Recovery	0	0
B101 Asset Disposition	.3	\$94.50
B102 Business Operations	7.6	\$3,135.00
B103 Case Administration	10.3	\$6,405.50
B104 Claims Administration & Objections	7.7	\$3,545.50
B105 Employee Benefits/Pensions	0	0
B106 Fee/Employment Applications	5.5	\$2,620.00
B107 Fee/Employment Objections	.6	\$303.00
B108 Financing	0	0
B109 Litigation	.4	\$202
B110 Plan and Disclosure Statement	62.4	\$35,712.11
B111 Relief from Stay Proceedings	0	0
B114 Other	1.8	\$909.00
B115 Travel	11.5	\$7,123.50
Reduction of 50% of Travel Time		(3,561.75)
TOTAL	108.1	\$56,488.36

EXPENSE SUMMARY
FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011

Expense Category	Total Expenses
Bindery	\$33.75
Computer Assisted Research (Lexis)	\$425.86
Duplicating	\$196.80
Duplicating (Network Print –over 1000 pages)	\$326.16
Express Delivery Services (Parcels)	\$15.00
Federal Express	\$73.76
Pacer Searches	\$81.44
Postage	\$19.20
Travel Expenses	\$35.20
TOTAL	\$1207.17

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

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

**FIFTEENTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 102] (the “Interim Compensation Order”), Drinker Biddle & Reath LLP (“Drinker”) hereby files this Fifteenth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the Period from February 1, 2011 through February 28, 2011 (the “Application”). By this Application, Drinker seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$56,488.25 as compensation and \$1,207.17 for reimbursement of actual and necessary expenses for a total of \$57,695.42 for the period commencing February 1, 2011 through and including February 28, 2011 (the “Compensation Period”). In support of this Application, Drinker respectfully represents as follows:

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

BACKGROUND

1. On November 8, 2009 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

2. On November 19, 2009, the Committee was formed and on November 24, 2009, the United States Trustee for the District of Delaware filed a Notice of Appointment of the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

3. This Court approved the Committee’s retention of Drinker *nunc pro tunc* to November 23, 2009 by the order dated February 2, 2010 (the “Retention Order”).

BASIS FOR THE MONTHLY FEE APPLICATION

4. By this Application, Drinker seeks compensation for the services rendered and reimbursement of expenses incurred by Drinker as general reorganization and bankruptcy counsel to the Committee during the Compensation Period. The amount of fees sought for services rendered during this period is \$56,488.25, representing 108.1 hours in professional and paraprofessional time for such services. Reimbursement of actual and necessary expenses incurred by Drinker during the Compensation Period in connection with these services is requested in the amount of \$1,207.17.

5. All services for which compensation is requested by Drinker were performed solely for or on behalf of the Committee. As set forth in the Committee’s motion seeking authority to retain Drinker, Drinker’s services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services. The Retention Order authorized Drinker to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. Drinker has received no payment to date and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with this case. There is no agreement or understanding between Drinker and any other person for the sharing of compensation to be received for services rendered in this case.

FEE STATEMENT

7. The fee statement for the Compensation Period is attached hereto as Exhibit A (the “Billing Detail”). The Billing Detail contains a detailed chronological narrative of the time spent (divided among fourteen (14) descriptive billing categories), the dates and descriptions of the services rendered, and the identity of the attorneys and other professionals who provided such services on behalf of the Committee during the Compensation Period. Certain of these narratives in the Billing Detail have been redacted for privilege and confidentiality purposes. To the best of Drinker’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

8. A summary of actual and necessary expenses incurred by Drinker during the Compensation Period is included in the attached Billing Detail. Drinker has incurred out-of-pocket expenses in the amount of \$1,207.17 in connection with its services rendered to the Committee during the Compensation Period. These expenses were incurred for items not included in Drinker’s hourly rates, including (but not limited to) duplicating charges, document delivery and messenger services, telephone and facsimile charges, legal research charges, travel expenses and in-house document production. Drinker submits that all such expenses are

necessary and actual expenses for the performance of its services in this case, and further submits that many of the expenses were necessitated by the time constraints under which Drinker's professionals and staff have operated in this case.

INTERIM NATURE OF COMPENSATION

9. In accordance with the Interim Compensation Order, Drinker requests that, upon expiration of the objection deadline in respect of this Application and Drinker's filing of a certificate of no objection, the Debtor be authorized to pay Drinker an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Drinker respectfully submits that the amounts requested by this Application are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

REVIEW OF APPLICABLE LOCAL RULE

11. The undersigned has reviewed the requirements of Del. Bankr. L.R. 2016-2 and certifies that, to the best of his information, knowledge and belief, this Application complies with Rule 2016-2.

NOTICE

12. No trustee or examiner has been appointed in these Chapter 11 Cases. The Committee has provided notice of this Application to: (a) the Office of the United States Trustee, (b) the Debtors, (c) counsel for the Debtors, (c) local counsel to the Debtors and (d) all parties entitled to notice pursuant to the Interim Compensation Order. In light of the nature of the relief

requested, the Committee submits that no further notice is required or needed under the circumstances.

WHEREFORE, Drinker respectfully requests that the Court (i) approve compensation in the amount of \$56,488.25 for necessary professional services rendered and reimbursement of expenses in the amount of \$1,207.17, (ii) authorize the Debtor to remit to Drinker, in accordance with the Interim Compensation Order, \$45,190.60 (80% of \$56,488.25) for necessary professional services rendered and \$1,207.17 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: April 14, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen

Andrew C. Kassner (DE 4507)

Howard A. Cohen (DE 4082)

1100 N. Market Street, Suite 1000

Wilmington, DE 19801

Telephone: (302) 467-4200

Facsimile: (302) 467-4201

- and -

Robert K. Malone (admitted *pro hac vice*)

500 Campus Drive

Florham Park, NJ 07932-1047

Telephone: (973) 360-1100

Facsimile: (973) 360-9831

Counsel for the Official

Committee of Unsecured Creditors

EXHIBIT A

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

REMITTANCE PAGE

04/13/2011

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice No. 14436431

For services through 28 FEBRUARY 2011 as follows:

<u>Our File</u>	<u>Matter Name</u>	<u>Amount</u>
446173	Advanta Corp., Chapter 11	
	Current Fees	60,050.00
	Expenses and Charges	<u>1,207.17</u>
	Total Amount Due This Invoice Per Attached Detail	<u>\$ 61,257.17</u>

SUMMARY OF ACCOUNTS RECEIVABLE

DATE	INV #	AMOUNT	CREDITS	BALANCE
10/06/10	14381697	\$23,795.20	(\$19,074.40)	\$4,720.80
11/16/10	14392614	\$21,875.47	(\$17,628.57)	\$4,246.90
01/14/11	14408355	\$44,888.42	(\$36,131.62)	\$8,756.80
01/14/11	14408393	\$37,133.56	(\$29,736.76)	\$7,396.80
01/24/11	14411918	\$45,948.14	(\$36,930.74)	\$9,017.40
04/13/11	14436429	\$36,297.75	\$0.00	\$36,297.75

PRIOR BALANCE DUE \$ 70,436.45

TOTAL BALANCE DUE \$ 131,693.62

LAW OFFICES



500 Campus Drive
Florham Park, NJ 07932-1047
973-360-1100

Please return this remittance copy with your payment.
Payment for legal services is due within 30 days of invoice date.

Wire Payments:

Bank: Bank of America
ABA #: 026-009-593
Acct. No.: 4201031226
Acct Name: Drinker Biddle & Reath LLP
NJ Business Depository Account
Reference: 204839/14436431

Checks:

Drinker Biddle & Reath LLP
500 Campus Drive
Florham Park, NJ 07932-1047

ACH Payments:

Bank: Bank of America
Acct Name: Drinker Biddle & Reath LLP
ABA #: 021-200-339
Acct No.: 004201031226

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice Number: 14436431
 Invoice Date: 04/13/2011
 Client Number: 204839
 Matter Number: 446173
 Page: 1

RE: Advanta Corp., Chapter 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 28 FEBRUARY 2011

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B101 Asset Disposition			
02/22/11 J ARGENTINA	Review Delaware Statutory Trust law regarding fiduciary standards of trustees in connection with investment by trust.		0.30	94.50
TOTAL B101			0.30	94.50
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B102 Business Operations			
02/02/11 HA COHEN	Research regarding resident trustee requirements for Delaware trusts (.8); Multiple emails and calls with co-counsel/FTI regarding same (.6); Telephone call with Z. Shapiro regarding same (.2).		1.60	808.00
02/07/11 HA COHEN	Review and analyze research regarding trust investment guidelines.		2.30	1,161.50
02/07/11 J ARGENTINA	Review electronic correspondence from H. Cohen regarding legal research as to application of section 545 of the Bankruptcy Code to the liquidating trust's post-effective date investments.		0.10	31.50
02/07/11 J ARGENTINA	Complete research regarding the application of section 545 of the Bankruptcy Code to the liquidating trust's post-effective date investments.		3.60	1,134.00
TOTAL B102			7.60	3,135.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B103 Case Administration		
02/04/11	R MALONE	Participate in conference call with Latham team regarding Insurance.	1.50	967.50
02/04/11	R MALONE	Participate in conference call with Committee regarding update meeting.	0.50	322.50
02/08/11	HA COHEN	Email to co-counsel regarding Notice of Agenda of Matters Scheduled for Hearing Filed by Advanta Corp., et al., Hearing scheduled for 2/10/2011 at 01:00 PM.	0.30	151.50
02/09/11	R MALONE	Review Notice of Amended Agenda of Matters Scheduled for Hearing on February 10, 2011 at 1:00 P.M. (.1); confer with HA Cohen regarding same (.1)	0.20	129.00
02/09/11	R MALONE	Telephone conference with R. Schwartz, Latham & Watkins regarding misc. issues related to post-confirmation trusts (.3)	0.30	193.50
02/09/11	HA COHEN	Email to co-counsel regarding Amended Notice of Agenda of Matters Scheduled for Hearing Filed by Advanta Corp., et al., Hearing scheduled for 2/10/2011 at 01:00 PM.	0.20	101.00
02/11/11	R MALONE	Participate in Conference Call with FTI and Latham Teams regarding post-confirmation issues (.5); confer with H.A. Cohen regarding meetings on 2/14 and 2/15 (.4)	0.90	580.50
02/14/11	R MALONE	Attend meeting with Latham and FTI Team at Weil Gotshal & Manges regarding review of Claims and post-confirmation issues with Weil Gotshal and Alvarez & Marsal Team	4.00	2,580.00
02/14/11	R MALONE	Prepare for and participate in Conference call regarding preparation for meeting on 2/15 with TAB	0.70	451.50
02/15/11	HA COHEN	Telephone call with W. Majette regarding case status (.2); Telephone call with B. Clause regarding same (.2).	0.40	202.00
02/25/11	R MALONE	Review and analyze January MOR filed by Debtors	0.50	322.50

TASK CODE	B103 Case Administration	<u>Hours</u>	<u>Amount</u>
02/25/11 HA COHEN	Review Debtors' Monthly Operating Report for Filing Period January 1, 2011 to January 31, 2011 Filed by Advanta Corp., et al.	0.80	404.00
TOTAL B103		10.30	6,405.50

TASK CODE	B104 Claims Administration & Objections	<u>Hours</u>	<u>Amount</u>
02/08/11 HA COHEN	Email to co-counsel regarding Notice of Withdrawal (Partial) of Motion of Debtors Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (I) Establishing Notification Procedures Regarding Restrictions on Certain Transfers of Claims Against and Equity Interests in the Debtors and (II) Scheduling a Final Hearing).	0.30	151.50
02/11/11 HA COHEN	Review Touch America decisions for impact on D&O claim analysis.	1.90	959.50
02/14/11 MS ERBECK	Review initial update on key issues.	0.40	174.00
02/15/11 R MALONE	Review Notice of Partial Withdrawal of Motion of Debtors Establishing Notification Procedures Regarding Restrictions on Certain Transfers of Claims.	0.10	64.50
02/15/11 MS ERBECK	Review Transition Planning materials.	0.60	261.00
02/16/11 MS ERBECK	Conference with R.K. Malone regarding claims analysis.	0.30	130.50
02/17/11 MS ERBECK	Review Plan and Disclosure Statement.	2.00	870.00
02/17/11 MS ERBECK	Confer with R.K. Malone regarding claims objections.	0.30	130.50
02/18/11 MS ERBECK	Review Plan and Disclosure Statement.	1.50	652.50
02/28/11 HA COHEN	Telephone call with R. Tweed concerning case status.	0.30	151.50
TOTAL B104		7.70	3,545.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B106	Fee/Employment Applications		
02/01/11 R MALONE		Review Thirteenth Monthly Fee Application of Richards, Layton & Finger, P.A. Co-Counsel to Debtors for the period from December 1, 2010 through December 31, 2010.	0.30	193.50
02/02/11 HA COHEN		Review Monthly Application for Compensation of Latham & Watkins LLP for the period December 1, 2010 to December 31, 2010.	1.10	555.50
02/02/11 HA COHEN		Review Monthly Application for Compensation of FTI Consulting, Inc. for the period December 1, 2010 to December 31, 2010.	1.20	606.00
02/08/11 HA COHEN		Review Certification of Counsel Regarding Omnibus Order Approving Second Interim Fee Application Requests (.3); email to Z. Shapiro regarding same (.2).	0.50	252.50
02/08/11 JL GORMAN		Draft certificate of no objection to October fee application (.1); draft certificate of no objection to November fee application (.1); review status regarding objections to October and November fee application (1); finalize certificate of no objection to October and November fee applications (.1); electronically file certificate of no objection to October and November fee applications (.2); conference with H. Cohen regarding status of third quarterly fee application (.1).	0.70	182.00
02/10/11 R MALONE		Review Thirteenth Monthly Fee Statement of Alvarez & Marsal North America, LLC Financial Advisors to Debtors for the period December 1 through December 31, 2010.	0.30	193.50
02/15/11 R MALONE		Review Certification of Counsel Regarding Omnibus Order Approving Second Interim Fee Application Requests.	0.10	64.50
02/16/11 R MALONE		Review Omnibus Order Approving Second Interim Fee Application Requests entered by the Hon. Kevin J. Carey, February 8, 2011.	0.10	64.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
	B106	Fee/Employment Applications		
02/17/11	HA COHEN	Review Supplemental Affidavit (Second) of Mitchell A. Seider, Esq. of Latham & Watkins LLP in Support of the Application for Order Approving the Employment and Retention of Latham & Watkins LLP as Counsel for the Official Committee of Unsecured Creditors.	0.30	151.50
02/17/11	JL GORMAN	Review docket for objection(s) to Drinker fee application (.1); conference with H. Cohen regarding CNO to Drinker's December fee application (.1); draft CNO (.1); electronically file CNO (.1).	0.40	104.00
02/24/11	HA COHEN	Reconcile DBR receipts in Advanta case to conform to fee application matters.	0.50	252.50
TOTAL B106			5.50	2,620.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
	B107	Fee/Employment Objections		
02/16/11	HA COHEN	Review and respond to fee auditor's email concerning matters pertaining to DBR's third interim application.	0.60	303.00
TOTAL B107			0.60	303.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
	B109	Litigation		
02/03/11	HA COHEN	Review draft common interest agreement.	0.40	202.00
TOTAL B109			0.40	202.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
	B110	Plan and Disclosure Statement		
02/01/11	R MALONE	Review proposed from of Confirmation Order (.7)	0.70	451.50
02/01/11	HA COHEN	Review draft of confirmation order.	0.80	404.00

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B110 Plan and Disclosure Statement		
02/01/11	HA COHEN	Review Objection to Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code Filed by Western Pennsylvania Electrical Employees Pension Fund.	0.90	454.50
02/01/11	HA COHEN	Review Objection of Proposed Erisa Class Representatives to Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code Filed by Matthew A. Ragan, Paula Hiatt, Pamela Yates and Joann Claflin.	0.90	454.50
02/02/11	R MALONE	Review Objections from ERISA and PA Pension Funds to confirmation of Plan (1.4); conference calls with FTI and Latham Team regarding requirements under Delaware law as to statutory trusts and options (.6)	2.00	1,290.00
02/02/11	HA COHEN	Email to co-counsel regarding post confirmation reporting requirements.	0.40	202.00
02/03/11	R MALONE	Analyze D&O issues related to confirmation (.8); confer with HA Cohen regarding issue and conference call on 2/4 (.4)	1.20	774.00
02/03/11	HA COHEN	Review D&O matters for committee call concerning plan confirmation matters (1.8); confer with R.K. Malone regarding issues (.4).	2.20	1,111.00
02/07/11	R MALONE	Review Reservation of Rights as to Confirmation by Class Action Plaintiffs	0.50	322.50
02/07/11	R MALONE	Review draft and red-lined version of revised Plan and revised Plan Confirmation Order.	1.10	709.50
02/07/11	HA COHEN	Review Reservation of Rights with Regard to Objections to Confirmation of Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code Filed by Mark Schaller, William E. Underland/Class Action Plaintiffs.	0.70	353.50
02/08/11	R MALONE	Review Notice of Agenda of Matters Scheduled for Hearing on February 10, 2011 at 1:00 P.M. (.1); review of pleadings filed in support of confirmation hearing on 2/10 (4.7)	4.80	3,096.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110	Plan and Disclosure Statement		
02/08/11 HA COHEN		Review Declaration of Jeffrey S. Stein of the Garden City Group, Inc. Certifying the Methodology for the Tabulation of Votes on and Results of Voting with Respect to the Debtors Joint Plan under Chapter 11 of the Bankruptcy Code.	0.80	404.00
02/08/11 HA COHEN		Review Chapter 11 Plan of Reorganization (Blackline) Filed by Advanta Corp., et al.	1.20	606.00
02/08/11 HA COHEN		Review Notice of Filing of Proposed Order Confirming Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code, as Modified.	1.40	707.00
02/08/11 HA COHEN		Review Declaration of William A. Rosoff in Support of Confirmation of the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code, Dated November 2, 2010, as Modified.	0.90	454.50
02/09/11 R MALONE		Continued review of additional pleadings including Memorandum of law in support of confirmation, plan exhibits and objections in preparation for confirmation hearing on 2/10	5.30	3,418.50
02/09/11 R MALONE		Review Declaration of Jeffrey S.Stein of the Garden City Group, Inc. Certifying the Methodology for the Tabulation of Votes on and Results of Voting with Respect to the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code.	0.20	129.00
02/09/11 R MALONE		Review Declaration of William A. Rosoff in Support of Confirmation of the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code, dated November 2, 2010, as Modified (.3); review Declaration of Joseph A. Bondi in Support of Confirmation of the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code, dated November 2, 2010, as Modified (.3).	0.60	387.00
02/09/11 HA COHEN		Review Declaration of Joseph A. Bondi in Support of Confirmation of the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code, Dated November 2, 2010, as Modified.	0.70	353.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B110 Plan and Disclosure Statement		
02/09/11	HA COHEN	Review Memorandum of Law in Support of Confirmation of the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code, as Modified.	1.70	858.50
02/09/11	HA COHEN	Review Plan Supplement (Modified) in Support of the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code.	0.80	404.00
02/10/11	R MALONE	Attend meeting with Latham and FTI Teams in preparation for confirmation hearing.	3.30	2,128.50
02/10/11	R MALONE	Attend hearing before the Hon. Kevin J. Carey, United States Bankruptcy Court for the District of Delaware regarding confirmation.	2.10	1,354.50
02/10/11	HA COHEN	Prepare for (3.3) and attend confirmation hearing (2.1) before Hon. Kevin J. Carey U.S. Bankruptcy Court.	5.40	2,727.00
02/11/11	HA COHEN	Attend professional call concerning transition matters from estate to liquidation trusts.	0.90	454.50
02/14/11	HA COHEN	Prepare for (2.3) and attend meeting at Weil concerning trust transition matters (3.3).	5.60	2,828.00
02/14/11	HA COHEN	Attend professionals call to prepare for TAB meeting.	0.60	303.00
02/15/11	R MALONE	Attend meeting with Trust Advisory Board, FTI and Lathram Team at Latham & Watkins, New York City(6.0).	6.20	3,999.00
02/15/11	HA COHEN	Attend by telephone initial meeting of TAB in Advanta.	5.40	2,727.00
02/27/11	HA COHEN	Review email from A. Singer Latham & Watkins concerning modification to plan language.	0.30	151.50

TASK CODE	B110 Plan and Disclosure Statement	<u>Hours</u>	<u>Amount</u>
02/28/11 R MALONE	Review electronic correspondence from L. Park, FTI regarding closing issues (.1); prepare for conference call (.3); participate in conference call with FTI and Latham Teams regarding closing issues and conference calls with Creditors' Committee and TAB (.5); participate in conference call with Creditors' Committee regarding post-confirmation and effective date issues (.5); conference call with Trust Advisory Board regarding post-effective date matters (.6)	2.00	1,290.00
02/28/11 HA COHEN	Attend telephonic meeting of professionals concerning effective date matters.	0.50	252.50
02/28/11 HA COHEN	Attend final call with committee concerning effective date matters.	0.30	151.50
TOTAL B110		62.40	35,712.00

TASK CODE	B114 Other	<u>Hours</u>	<u>Amount</u>
02/25/11 HA COHEN	Multiple emails with co-counsel concerning declarations of trust (.3); review declarations (.8).	1.10	555.50
02/25/11 HA COHEN	Multiple emails with L. Park concerning trust investments.	0.20	101.00
02/28/11 HA COHEN	Attend telephonic TAB meeting concerning effective date transition update.	0.50	252.50
TOTAL B114		1.80	909.00

TASK CODE	B115 Travel	<u>Hours</u>	<u>Amount</u>
02/10/11 R MALONE	Travel to/from Wilmington, Delaware to attend meeting with co-counsel and hearing before the Hon. Kevin J. Carey, United States Bankruptcy Court for the District of Delaware.	4.00	2,580.00
02/14/11 R MALONE	Travel to/from NYC for meeting at Weil Gotshal regarding Claims matters.	2.40	1,548.00
02/14/11 HA COHEN	Travel from Weil transition meeting.	2.10	1,060.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B115 Travel		
02/15/11	R MALONE	Travel to/from NYC for TAB Meeting at Latham & Watkins	3.00	1,935.00
		TOTAL B115	11.50	7,123.50

CURRENT FEES \$60,050.00

TIME AND FEE SUMMARY

TIMEKEEPER	TITLE	RATE	HOURS	FEES
R MALONE	PARTNER	\$645.00	48.90	\$31,540.50
HA COHEN	PARTNER	\$505.00	49.00	\$24,745.00
MS ERBECK	ASSOCIATE	\$435.00	5.10	\$2,218.50
J ARGENTINA	ASSOCIATE	\$315.00	4.00	\$1,260.00
JL GORMAN	PARALEGAL	\$260.00	1.10	\$286.00
TOTALS			108.10	\$60,050.00

SUMMARY OF TASK AMOUNTS

TASK	ACTIVITY	HOURS	FEES
B101	Asset Disposition	0.30	94.50
	TASK B101 TOTAL	0.30	94.50
B102	Business Operations	7.60	3,135.00
	TASK B102 TOTAL	7.60	3,135.00
B103	Case Administration	10.30	6,405.50
	TASK B103 TOTAL	10.30	6,405.50
B104	Claims Administration & Objections	7.70	3,545.50
	TASK B104 TOTAL	7.70	3,545.50
B106	Fee/Employment Applications	5.50	2,620.00
	TASK B106 TOTAL	5.50	2,620.00
B107	Fee/Employment Objections	0.60	303.00
	TASK B107 TOTAL	0.60	303.00
B109	Litigation	0.40	202.00
	TASK B109 TOTAL	0.40	202.00
B110	Plan and Disclosure Statement	62.40	35,712.00
	TASK B110 TOTAL	62.40	35,712.00
B114	Other	1.80	909.00
	TASK B114 TOTAL	1.80	909.00
B115	Travel	11.50	7,123.50
	TASK B115 TOTAL	11.50	7,123.50
TOTALS		108.10	60,050.00

EXPENSES AND CHARGES

02/10/11 Postage Kinslow 2/2

19.20

TOTAL:		19.20
02/01/11	Duplicating User Diane Meaney made 68 copies on 02/01/2011 at 11:13 hrs	6.80
02/02/11	Duplicating User Amy S Kinslow made 551 copies on 02/02/2011 at 15:36 hrs	55.10
02/07/11	Duplicating User Robert K. Malone made 289 copies on 02/07/2011 at 11:30 hrs	28.90
02/10/11	Duplicating User Diane Meaney made 36 copies on 02/10/2011 at 11:27 hrs	3.60
02/15/11	Duplicating User Diane Meaney made 18 copies on 02/15/2011 at 18:01 hrs	1.80
02/17/11	Duplicating User Barbara J. Mass made 237 copies on 02/17/2011 at 14:58 hrs	23.70
02/18/11	Duplicating User Robert K. Malone made 769 copies on 02/18/2011 at 12:25 hrs	76.90
TOTAL:		196.80
02/07/11	Computer Assisted Research (Lexis) SERVICE: - , QTY: 0, USER : ARGENTINA, JOSEPH	425.86
TOTAL:		425.86
02/14/11	Express Delivery Services - Parcels, Inc. Delivery,Richards Layton & Finger,920 N King St,Wilmington DE	7.50
02/14/11	Express Delivery Services - Parcels, Inc. Delivery,Office Of The US Trustee,844 N King St,Wilmington DE	7.50
TOTAL:		15.00
02/09/11	Federal Express COURIER SHIPMENT #866385807569 TO HOWARD A COTEN, DRINKER BIDDLE REATHY LLP, WILMINGTON, DE, US	73.76
TOTAL:		73.76
02/17/11	Travel Expenses - Howard A. Cohen 2/14/11 NY/Client Mtg	35.20
TOTAL:		35.20
02/14/11	Network Print - over 1000 copies Amy Kinslow 2-10-11	326.16
TOTAL:		326.16
02/02/11	Pacer Searches	4.96

02/08/11	Pacer Searches	2.08
02/09/11	Pacer Searches	59.28
02/09/11	Pacer Searches	1.52
02/09/11	Pacer Searches	5.52
02/10/11	Pacer Searches	2.72
02/24/11	Pacer Searches	2.88
02/28/11	Pacer Searches	2.48
TOTAL:		<hr/> 81.44

02/14/11	Bindery Amy Kinslow 2-10-11	33.75
TOTAL:		<hr/> 33.75

CURRENT EXPENSES AND CHARGES	\$	<hr/> 1,207.17
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TOTAL THIS INVOICE	\$	<hr/> 61,257.17
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Payment for legal services is due within 30 days of invoice date.

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

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

CERTIFICATION PURSUANT TO 28 U.S.C. § 1746

Howard A. Cohen, Esq., of full age, hereby certifies and states as follows:

1. I am a partner of the law firm of Drinker Biddle & Reath LLP, counsel to the Official Committee of Unsecured Creditors, in the above-captioned matter. I submit this certification in connection with Drinker Biddle & Reath LLP's Fifteenth Monthly Application for allowance of compensation for services rendered and for reimbursement of expenses for the period of February 1, 2011 through February 28, 2011 (the "Application").

2. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certify to the best of my knowledge and belief that the Application complies with Local Rule 2016-2.

I certify, under penalty of perjury, that the foregoing statements made by me are true to the best of my knowledge, information, and belief.

Dated: April 14, 2011

/s/ Howard A. Cohen
Howard A. Cohen

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

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

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 14th day of April 2011, I caused a true and correct copy of the *Fifteenth Monthly Application of Drinker Biddle & Reath LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From February 1, 2011 Through February 28, 2011* to be served upon the following parties by first class United States mail:

David Klauder, Esq.
Office of the United States Trustee
J. Caleb Boggs Federal Building
844 King Street, Room 2207
Wilmington, DE 19801

Chun I. Jang, Esq.
Richards Finger & Layton, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801

Advanta Corp.
Attn: Philip M. Browne
P.O. Box 844
Spring House, PA 19477-0844

Robert L. Lemons, Esq.
Weil, Gotshal & Manges, LLP
767 Fifth Avenue
New York, New York 10153

Warren H. Smith
325 N. St. Paul Street, Suite 1275
Republic Center
Dallas, Texas 75201

Dated: April 14, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
1100 North Market Street, Suite 1000
Wilmington, DE 19801-1254
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

*Counsel for the Official
Committee of Unsecured Creditors*