

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

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In re: : Chapter 11
: :
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
: :
Debtors. : (Jointly Administered)
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Re: Dkt. Nos. 102, 249, 1227, 1229, 1232, 1233,
1234, 1235, 1236 & 1237

OMNIBUS ORDER APPROVING FINAL FEE APPLICATIONS

Upon consideration of the final fee applications (each an “*Application*” and collectively, the “*Applications*”) of those professionals (the “*Professionals*”) referenced on Exhibit 1 attached hereto for the fees incurred during the time periods set forth thereon (the “*Compensation Periods*”), pursuant to sections 105(a) and 331 of title 11 of the United States Code (the “*Bankruptcy Code*”), Fed. R. Bankr. P. 2016 and that certain *Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 Implementing Certain Procedures for the Interim Compensation and Reimbursement of Professionals* [Docket No. 102] (the “*Administrative Order*”) and/or (ii) the *Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Payment of Compensation and Reimbursement of Expenses of Professionals and Members of Official Committees and Consideration of Fee Applications* [Docket No. 249] (the “*Fee Auditor Order*”); and it appearing that the Court has jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the

Applications having been given; and it appearing that the relief requested in the Applications is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefore; and upon the Court's careful review of the Applications for compliance with case law and the Court's local rules; it is hereby:

ORDERED that the Applications are approved on a final basis; and it is further

ORDERED that the fees and expenses of the Professionals are allowed on a final basis in the amounts set forth in Exhibit 1; and it is further

ORDERED that the Debtors and/or Liquidating Trustee are authorized to make payment to each of the Professionals in the amount of 100% of any and all fees and 100% of any and all expenses listed in Exhibit 1 that have not yet been paid pursuant to the Fee Order; and it is further

ORDERED that any Professional covered under this Order that is holding a retainer is authorized to draw down on such retainer to satisfy any amounts due and owing under this Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: September 19, 2011

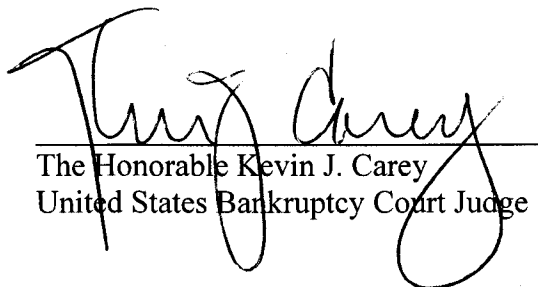

The Honorable Kevin J. Carey
United States Bankruptcy Court Judge

EXHIBIT 1

In re: Advanta Corp., et al.
Case No. 09-13931 (KJC)

Applicant	Role	Compensation Period	Fee Amount ¹ Requested	Expense Amount Requested	Fee Auditor's/Trustee's Recommended Reductions	Final Fees Approved	Final Expenses Approved
KPMG LLP	Auditors, Tax Consultants and Advisors to the Debtors	11/08/09 - 02/28/11	\$859,567.34	\$66,222.70	\$0	\$859,567.34	\$66,222.70
Latham & Watkins LLP	Counsel to the Official Committee of Unsecured Creditors	11/19/09 - 02/28/11	\$6,164,912.25	\$125,196.77	\$30,453.50 fees \$8,226.23 exp.	\$6,134,458.75	\$116,970.54
Warren H. Smith & Associates, P.C.	Fee Auditor	01/29/10 - 02/28/11	\$96,247.25	\$2,828.99	N/A	\$96,247.25	\$2,828.99
FTI Consulting, Inc.	Financial Advisor to the Official Committee of Unsecured Creditors	11/24/09 - 02/28/11	\$2,366,213.50	\$21,315.82	\$ 5,950 fees (per UST) \$ 0 exp.	\$2,360,263.50	\$21,315.82
Weil, Gotshal & Manges LLP	Counsel to the Debtors	11/08/09 - 02/28/11	\$8,045,901.40	\$363,837.87	\$6,154.00 fees \$ 223.45 exp.	\$8,039,747.40	\$363,614.42
Alvarez & Marsal North America, LLC	Financial Advisors to the Debtors	11/08/09 - 02/28/11	\$2,764,580.50	\$56,321.87	\$0	\$2,764,580.50	\$56,321.87

¹ In certain instances, the fees and expenses requested take into account agreed upon reductions from prior fee applications.

Applicant	Role	Compensation Period	Fee Amount ¹ Requested	Expense Amount Requested	Fee Auditor's/US Trustee's Recommended Reductions	Final Fees Approved	Final Expenses Approved
Richards, Layton & Finger, P.A.	Co-Counsel to the Debtors	11/08/09 - 02/28/11	\$672,378.00	\$56,053.49	\$ 97.50 fees \$174.34 exp.	\$672,280.50	\$55,879.15
Drinker Biddle & Reath LLP	Co-Counsel to the Official Committee of Unsecured Creditors	11/23/09 - 02/28/11	\$403,008.75	\$6,898.93	\$0	\$403,008.75	\$6,898.93