

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. ¹	:	Jointly Administered
	:	
-----X	:	Re: Docket No. 39 and 102

CERTIFICATION OF COUNSEL

The undersigned counsel states as follows:

1. On November 8, 2009, each of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), in the United States Bankruptcy Court for the District of Delaware (the “Court”), thereby initiating the above-captioned chapter 11 cases (the “Chapter 11 Cases”). No trustee or examiner has been appointed in the Chapter 11 Cases. On November 24, 2009, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed a statutory committee of unsecured creditors (the “Creditors’ Committee”).

¹The debtors and debtors in possession (each, a “Debtor” and collectively, the “Debtors”) in these jointly administered chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5, Las Vegas, Nevada 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.


2. The Court has indicated that a fee auditor should be appointed in these Chapter 11 cases.

3. The Debtors and the Creditors' Committee have agreed to the appointment of Warren H. Smith & Associates, P.C. as fee auditor (the "Fee Auditor") in the Chapter 11 Cases.

4. Attached hereto as Exhibit A is a proposed form of order (the "Proposed Order") appointing the Fee Auditor and establishing procedures for the allowance and payment of compensation and reimbursement of expenses of professionals and members of official committees. The Proposed Order has been circulated to and approved by (i) the U.S. Trustee, (ii) counsel to the Creditors' Committee, and (iii) the Fee Auditor.

WHEREFORE, the Debtors respectfully request that the Court enter the order substantially in the form attached hereto as Exhibit A, at its earliest convenience.

Dated: February 3, 2010
Wilmington, Delaware



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EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X
:
In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : Jointly Administered
:
-----X **Re: Docket No. 39 and 102**

**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**

The Court having entered the *Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 Implementing Certain Procedures for the Interim Compensation and Reimbursement of Professionals* [Docket No. 102] (the “*Compensation Order*”); and the Court having determined that the size and complexity of these cases will result in numerous written applications for payment of professional fees and reimbursement of expenses; and it further appearing that the appointment of a fee auditor pursuant to Rule 9017 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), Rule 706 of the Federal Rules of Evidence, and Rule 2016-2(i) of the Local Rules of Bankruptcy Practice and Procedure

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of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”) and the procedures of this Court is in the best interests of the above-captioned debtors’ and debtors in possession’s (the “*Debtors*”) estates, their creditors, and all parties in interest; and it further appearing that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Debtors and the Official Committee of Unsecured Creditors (the “*Committee*”) having conferred and reached agreement with respect to this Order; and the Court having determined that sufficient cause exists to appoint a fee auditor;

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. Employment of Auditor

Warren H. Smith & Associates, P.C. is hereby employed as the fee auditor (the “*Auditor*”), effective *nunc pro tunc* as of January 29, 2010, to act as special consultant to the Court for professional fee and expense review and analysis, as described in this Order.

2. Scope of Order

This Order applies to: (i) all professionals in these cases employed or to be employed pursuant to sections 327, 328, 1103 or 1106 of title 11 of the United States Code (the “*Bankruptcy Code*”), including, but not limited to, professionals retained by the Debtors, the Committee, and any other official committees appointed in these chapter 11 cases; (ii) all members of official committees (the “*Committee Members*”) appointed in these cases; and (iii) any claims for reimbursement of professional fees and expenses under section 503(b) of the Bankruptcy Code to the extent permitted by the Court. This Order does **not** apply: (a) to fees earned by professionals that represent a percentage of a specified transaction, (b) to ordinary course professionals employed by the Debtors in accordance with the *Order Pursuant to Sections*

105(a), 327, 328, and 330 of the Bankruptcy Code Implementing Certain Procedures to Retain, Compensate, and Reimburse Ordinary Course Professionals [Docket No. 105] (the “**Ordinary Course Professionals Order**”); provided, however, to the extent that the fees of any professional employed pursuant to the Ordinary Course Professionals Order exceed the Quarterly Cap Fee Cap Average set forth therein, such fees and expenses shall be reviewed by the Auditor as set forth herein, and (c) as otherwise ordered by the Court. The parties subject to the terms of this Order are hereinafter referred to as “**Applicants.**”

3. Purpose of Order

The Court has determined that, in conjunction with the appointment of a fee auditor, it is necessary to establish uniform procedures for the review, allowance, and payment of fees and expenses of Applications to ensure compliance with section 330 of the Bankruptcy Code and other applicable rules and guidelines.² The procedures to be followed are detailed below.

4. Effect on Interim Compensation Procedures

The terms of the Compensation Order shall not be modified by this Order, except that: at the time of filing each Monthly Fee Application and each Interim Fee Application (as defined in the Compensation Order), the Applicant filing such application shall also send to the Auditor the application or request, including the fee and expense detail containing the time and expense entries (the “**Fee and Expense Detail**”), in hardcopy format via First Class U.S. Mail, and also via e-mail in an electronic format from which the Auditor can copy and paste, such as Excel, Microsoft Word, or WordPerfect, but not Adobe Acrobat. An Applicant need not send the electronic formatted Fee and Expense Detail for a particular Interim Fee Application to the

² Such applicable rules and guidelines include the Local Rules and the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, effective January 30, 1996 (the “**Guidelines**”).

Auditor if such Applicant has previously submitted all of such electronic formatted Fee and Expense Detail relevant to such fee request to the Auditor, whether in conjunction with the relevant Monthly Fee Applications or otherwise. If any Applicant cannot reasonably convert its Fee and Expense Detail to one of the accepted aforementioned electronic formats, the Auditor will work with such Applicant to find an appropriate electronic format. With respect to any Interim Fee Applications filed prior to the entry of this Order, each of the Applicants shall provide the Fee and Expense Detail to the Auditor within fifteen (15) days of entry of this Order.

5. Duties of Auditor and Related Procedures

The Auditor shall review in detail all Interim Fee Applications and final fee applications (each a “*Fee Application*”) filed with the Court by Applicants in these cases pursuant to sections 330 and 331 of the Bankruptcy Code. To the extent reasonably practicable, the Auditor shall avoid duplicative review when reviewing final fee applications comprised of Interim Fee Application Requests that have already been reviewed by the Auditor.

During the course of its review, the Auditor may review any filed documents in these cases and shall be responsible for general familiarity with the docket in these chapter 11 cases. The Auditor shall be deemed to have filed a request for notice of papers filed in these cases under Bankruptcy Rule 2002. The Auditor shall be served with all such papers.

a. Review of Interim Fee Applications

If the Auditor has any questions, issues, or disputes regarding an Interim Fee Application, the Auditor shall communicate such questions, issues, or disputes in writing and by e-mail (the “*Initial Report*”) to the Applicant within thirty (30) days after the latter of (i) the due date of an Interim Fee Application or (ii) service upon the Auditor of an Interim Fee Application.

Any Applicant who has received an Initial Report may respond to such questions, issues, or disputes raised in such Initial Report by, within twenty (20) days after the date of the

Initial Report, serving upon the Auditor via e-mail a response, which response can be contained in the e-mail itself, or, if it is contained in an attachment to the e-mail, must be in an electronic format from which the Auditor can copy and paste, such as Microsoft Word, WordPerfect, or Excel, but not Adobe Acrobat.

The Auditor shall file with the Court a final report with respect to each Interim Fee Application (the “*Final Report*”) within the latter of: (i) thirty (30) days after the date of the Initial Report or (ii) twenty (20) days after the receipt of a response to the Initial Report.

Any of the periods set forth above in this paragraph may be extended by the mutual consent of the Auditor and the Applicant.

The Auditor shall serve each Final Report upon the affected Applicant and the Fee Application Notice Parties (as defined in the Compensation Order). The Final Report shall be in a format designed to opine whether the requested fees of the applicable Applicant meet the applicable standards of section 330 of the Bankruptcy Code.

Within twenty (20) days after the date of the Final Report, the subject Applicant may file with the Court a response to such Final Report. Such response shall be served upon the Fee Application Notice Parties.

b. Review of Final Fee Applications

If the Auditor has any questions, issues, or disputes regarding a Final Fee Application, the Auditor shall send an Initial Report to the Applicant within forty-five (45) days after the latter of (i) the due date of the Final Fee Application or (ii) service upon the Auditor of the Final Fee Application.

Any applicant who has received an Initial Report concerning its Final Fee Application shall have thirty (30) days after receipt of same in which to respond in writing to the

Auditor, and said response shall be in an electronic format from which the Auditor can copy and paste.

The Auditor shall file with the Court a final report with respect to each Final Fee Application within the latter of: (i) sixty (60) days after the date of the Initial Report concerning said Final Fee Application, or thirty (30) days after the receipt of a response to the Initial Report.

Within twenty (20) days after receipt of the Final Report, the subject Applicant may file with the Court a response to such Final Report.

Any of the periods set forth above in this paragraph may be extended by the mutual consent of the Auditor and the Applicant.

The Auditor shall serve each Final Report for each Final Fee Application upon the affected Applicant and the Fee Application Notice Parties (as defined in the Compensation Order), and such Final Reports shall be in a format designed to opine whether the requested fees of the applicable Applicant meet the applicable standards of section 330 of the Bankruptcy Code.

c. Fee Hearings

Neither Debtors' counsel nor any Applicant shall schedule a fee hearing or submit to the Court an omnibus hearing schedule designating fee hearings without first consulting with the Auditor.

d. Extensions

Should an Applicant fail to meet one or more deadlines set forth herein for the review of a Interim Fee Application Request, and, in the sole discretion of the Auditor, the Applicant's failure to meet these deadlines does not allow sufficient time for the review process to be completed, such Interim Fee Application shall be heard at a subsequent hearing date.

e. Examination of Auditor

The Auditor shall be available for deposition and cross-examination by the Debtors, the Committee, the United States Trustee and other interested parties consistent with Rule 7006 of the Federal Rules of Evidence.

6. Fees and Expenses of the Auditor

The fees and expenses of the Auditor shall be subject to application and review pursuant to Federal Rule of Evidence 706(b), and shall be paid from the Debtors' estates as an administrative expense under section 503(b)(2) of the Bankruptcy Code. The total fees paid to the Auditor for its services in accordance with this Order shall be charged at the ordinary hourly rate of the Auditor for services of this nature.

7. Statutory Rights and Obligations of Interested Parties Unaffected

This Order does not limit the statutory rights and obligations of interested parties in these cases, including, but not limited to, the rights of parties-in-interest to object to Monthly Fee Applications, Interim Fee Applications, and/or final fee applications.

8. Service of this Order

Counsel for the Debtors shall promptly serve a copy of this Order on the Fee Application Notice Parties and each of the Applicants retained in these cases and shall file a certificate of service upon completion of such service.

9. Effect of this Order

This Order shall be effective immediately as of the date hereof and shall remain in effect unless and until the Court orders otherwise.

10. Power of the Court

The Court shall retain authority to modify this Order upon notice to the parties. Notwithstanding any of the other provisions in this Order, the Court shall retain the authority and responsibility to determine whether fees and expenses requested are reasonable and necessary fees and expenses under section 330 of the Bankruptcy Code.

Dated: _____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE