

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

**MOTION OF THE DEBTORS TO IMPLEMENT CERTAIN
PROCEDURES FOR THE INTERIM COMPENSATION AND
REIMBURSEMENT OF PROFESSIONALS PURSUANT TO SECTIONS 330
AND 331 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2016**

Advanta Corp. ("**Advanta**") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "**Debtors**") respectfully represent:

Relief Requested

1. By this motion (the "**Motion**"), the Debtors request, pursuant to sections 330 and 331 of the Bankruptcy Code and Rule 2016 of the Bankruptcy Rules, entry of the proposed order substantially in the form attached hereto as Exhibit "A" implementing certain

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 (the "**Bankruptcy Rules**").

procedures (the “**Procedures**”) for the orderly submission, review, and adjudication of applications for (a) the interim compensation of fees and reimbursement of expenses of attorneys and other professionals retained pursuant to sections 327 or 1103 of the Bankruptcy Code (collectively, the “**Professionals**”)² and (b) the interim reimbursement of expenses of members of any statutory committee appointed in these cases.

Retention of Professionals

2. The Debtors intend to file applications to retain (i) Weil, Gotshal & Manges, LLP, as counsel to the Debtors, (ii) Richards, Layton, & Finger, P.A. as local counsel to the Debtors, and (iii) KPMG, as tax advisors to the Debtors. The Debtors anticipate that, as these cases progress, they may need to retain other professionals in connection with the administration of these cases. In addition, a statutory committee of unsecured creditors (the “**Committee**”) may be appointed in these cases and will likely retain counsel and other professionals to assist it in fulfilling its obligations.

Request for Establishment of Interim Compensation and Expense Reimbursement Procedures

3. Section 330 of the Bankruptcy Code provides that “the court may award to a . . . professional employed under section 327 or 1103 – (A) reasonable compensation for actual, necessary services rendered . . . and, (B) reimbursement of actual, necessary expenses.” Bankruptcy Rule 2016(a) provides that any application seeking such compensation or reimbursement shall set forth “a detailed statement of (1) the services rendered, time expended and expenses incurred, and (2) the amounts requested.”

² Excluded from “Professionals” and, accordingly, the proposed Procedures, are certain professionals used in the ordinary course of the Debtors’ operations whose estimated monthly fees and expenses do not exceed \$75,000 per a three month period. Concurrently herewith or shortly hereafter, the Debtors will file a motion to retain such professionals and to implement separate compensation and reimbursement procedures for such professionals.

4. In the Court's review of any such application, section 330 of the Bankruptcy Code provides as follows:

[T]he court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed in a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or has otherwise demonstrated the skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparable skilled practitioners in cases other than the cases under this title.

5. To streamline the professional compensation process and enable the Court and all other parties to more effectively monitor the professional fees incurred in these chapter 11 cases, the Debtors propose the Court implement the following procedures, which substantially conform with the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware:

Monthly Fee Applications

- (a) Each professional may file a monthly application (a “***Monthly Fee Application***”) for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during any preceding month or months.
- (b) In connection with the Monthly Fee Application of any counsel to a statutory committee, each member of any such committee may submit statements of expenses (excluding third-party counsel expenses of

individual committee members) with supporting documentation to the committee's counsel, which, shall, in turn, submit the statements with supporting documentation for reimbursement with its Monthly Fee Application.

- (c) The first Monthly Fee Application shall include at least the period from the Commencement Date to the end of the first full month after the commencement of these chapter 11 cases. Professionals may file a Monthly Fee Application on or before the last day of each month following the month for which compensation is sought, but not before the **15th day** of any such month.
- (d) Each Professional shall serve its Monthly Fee Applications upon each of the following parties:
 - (i) the Debtors, Advanta Corp., Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-844 (Attn: Philip M. Browne);
 - (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert 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 any statutory committee; and
 - (v) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David M. Klauder, Esq.) (collectively, the "***Fee Application Notice Parties***").

No further notice is necessary.

- (e) Any Professional that fails to file a Monthly Fee Application for a particular month or months may subsequently submit a consolidated Monthly Fee Application for a particular month or months subject to paragraph (c) above.
- (f) The deadline to object to any Monthly Fee Application is **4:00 p.m. (Eastern Time)** on the **20th day** (or the next business day if such day is not a business day) following service of the Monthly Fee Application (the "***Objection Deadline***").
- (g) To object to a Professional's Monthly Fee Application, the Fee Application Notice Party must (i) file an objection on or before the

Objection Deadline and (ii) serve the objection upon the affected Professional and the Fee Application Notice Parties such that each party receives the objection on or before the Objection Deadline.

- (h) Upon the expiration of the Objection Deadline, a Professional may file a certificate of no objection (a “**CNO**”) with the Court with respect to any portion of the fees and expenses not subject to objection. After a Professional files a CNO, the Debtors shall pay the Professional 80% of the fees and 100% of the expenses requested in the applicable Monthly Fee Application that are not subject to an objection.
- (i) If a portion of the fees and expenses requested in a Monthly Fee Application is subject to an objection and the parties are unable to reach a consensual resolution, the Professional may (i) request the Court approve of the amounts subject to objection or (ii) forego payment of such amounts until the next hearing to consider interim or final fee applications, at which time the Court will adjudicate any outstanding objections.

Interim Fee Applications

- (j) Periodically, each of the Professionals may file with the Court an application (an “**Interim Fee Application**”) for interim approval and allowance of compensation and reimbursement of expenses sought by such Professional in its Monthly Fee Applications filed during the preceding interim period (the “**Interim Fee Period**”) including any holdbacks. The initial Interim Fee Period shall include the period from the Commencement Date to the end of the first full four months following the commencement of these chapter 11 cases. Thereafter, Interim Fee Periods shall be every four months after the initial Interim Fee Period.
- (k) Professionals shall file their Interim Fee Applications on or before the 45th day following the end of each Interim Fee Period.
- (l) The Interim Fee Application shall substantially conform to Exhibit “B” attached hereto and include a brief description identifying the following:
 - (i) the Monthly Fee Applications that are the subject of the request;
 - (ii) the amount of fees and expenses requested;
 - (iii) the amount of fees and expenses paid to date or subject to an objection;
 - (iv) the deadline for parties other than the Fee Application Notice Parties to file additional objections to the Interim Fee Application; and

- (v) any other information requested by the Court or required by the Local Rules.
- (m) Each Professional shall serve the interim and final fee application upon (a) the Fee Application Notice Parties and (b) all parties that requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002. No further notice is necessary.
- (n) The Debtors will request that the Court schedule a hearing to consider any Interim Fee Applications at least once every six months or at such other intervals as the Court deems appropriate. The Debtors shall serve notice of any such hearing upon (a) the Fee Application Notice Parties and (b) all parties that requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002. No further notice is necessary.
- (o) If no objections are pending, the Court may grant an Interim Fee Application without a hearing.
- (p) A pending objection to compensation or reimbursement of any Professional does not disqualify a Professional from future compensation or reimbursement.
- (q) Any Professional that fails to file a Monthly Fee Application or an Interim Fee Application when due or permitted shall not receive further interim compensation or reimbursement until the Professional submits any outstanding Monthly or Interim Fee Applications. There are no other penalties for failing to file a Monthly or Interim Fee Application.
- (r) Neither (i) the payment of, or the failure to pay, in whole or in part, any interim compensation and reimbursement to a Professional nor (ii) the filing of, or failure to file an objection, will bind any party in interest or the Court with respect to the final allowance of any compensation of fees for services rendered or reimbursement of expenses incurred. All fees and expenses paid to Professionals under these procedures are subject to disgorgement until final allowance by the Court.
- (s) The Debtors will include all payments made to Professionals in accordance with these procedures in their monthly operating report and identify the amount paid to each of the Professionals.

6. The foregoing proposed Procedures will enable the Debtors to closely monitor the costs of administering these chapter 11 cases, maintain a level cash flow, and implement efficient cash management procedures. Moreover, these procedures will also allow

the Court and the key parties in interest to insure the reasonableness and necessity of the compensation and reimbursement sought pursuant to such procedures.

Applicable Authority

7. Section 331 of the Bankruptcy Code provides, in relevant part, as follows:

A trustee, an examiner, a debtor's attorney, or any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title. After notice and a hearing, the court may allow and disburse to such applicant such compensation or reimbursement.

11 U.S.C. § 331. Absent an order of the Bankruptcy Court, section 331 limits Professionals rendering services in these chapter 11 cases to payment of fees and expenses only three times per year.

8. The procedures proposed herein are similar to procedures previously adopted by courts in this District. *See, e.g., In re Aleris International, Inc., et al.*, Case No. 09-10478 (Bankr. D.Del. March 11, 2009); *In re LandSource Communities Development LLC, et al.*, Case No. 08-11111 (KJC) (Bankr D.Del. July, 9, 2008); *In re Buffets Holdings, Inc.*, Case No. 08-10141 (MFW) (Bankr. D. Del. Feb. 12, 2008); *In re Dura Automotive Systems, Inc.*, Case No. 06-11202 (KJC) (Bankr. D. Del. Nov. 21, 2006).

9. Moreover, the implementation of the proposed procedures is justified in these cases. The Debtors' chapter 11 cases present a number of complex issues that, together with the day-to-day administration of these chapter 11 cases, must be addressed by the Debtors' limited staff and resources. In addition, it is anticipated that several Professionals will be involved in these cases. Absent streamlined compensation procedures, the professional fee application and review process could be exceptionally burdensome on the Debtors, the

Professionals, the Court, and other parties. By contrast, under the proposed procedures, the mechanism for payment of Professionals' fees will be simplified and will avoid unnecessary Court involvement. For example, the procedures will avoid the need for the Court to review Monthly Fee Applications before payments can be made to Professionals.

10. In sum, the proposed procedures will (a) substantially reduce the burden imposed on the Court by avoiding the need for the immediate review of Monthly Fee Applications, (b) enable parties in interest to monitor more closely the costs of administering these cases, (c) diminish undue financial burdens on the Professionals and avoid having Professionals fund the costs of the Debtors' reorganization, and (d) permit the Debtors to better predict and manage their monthly cash needs.

Notice


11. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion will be provided to (i) the Office of the United States Trustee for the District of Delaware; (ii) the Debtors' 30 largest unsecured creditors (on a consolidated basis); (iii) Bank of New York Mellon as trustee under the Investment Note Indenture and 8.99% Indenture (both as defined in the Rosoff Declaration); and (iv) those parties that requested notice pursuant to Bankruptcy Rule 2002 (collectively, the "***Notice Parties***"). The Debtors respectfully submit that no further notice of this Motion is required.

No Previous Request

12. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: November 16, 2009
Wilmington, Delaware



Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

- and -

WEIL, GOTSHAL & MANGES LLP
Marcia L. Goldstein
Robert J. Lemons
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

PROPOSED ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	-X	
	:	Chapter 11
<i>In re</i>	:	
	:	Case No. 09-13931 (KJC)
ADVANTA CORP., <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors. ¹	:	
	:	Obj. Deadline: November 27, 2009 at 4:00 p.m. (EST)
	:	Hearing Date: December 4, 2009 at 11:00 a.m. (EST)

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that, on November 16, 2009, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), filed the **Motion of the Debtors to Implement Certain Procedures for the Interim Compensation and Reimbursement of Professionals Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016** (the “Motion”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, filed with the Clerk of the Bankruptcy Court and served upon and received by the undersigned proposed counsel for the Debtors on or before **November 27, 2009 at 4:00 p.m. (Eastern Standard Time)**.

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.

PLEASE TAKE FURTHER NOTICE that if any objections to the Motion are timely-filed, served and received and such objections are not otherwise timely resolved, a hearing to consider such objections and the Motion will be held before The Honorable Kevin J. Carey at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801 on **December 4, 2009 at 11:00 a.m. (Eastern Standard Time)**.

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

Dated: November 16, 2009
Wilmington, Delaware



Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
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- and -

WEIL, GOTSHAL & MANGES LLP
Marcia L. Goldstein
Robert J. Lemons
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

PROPOSED ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

Exhibit A

The Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

	X	
	:	
<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: ____

**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**

Upon the motion dated November 16, 2009 (the “*Motion*”) of Advanta Corp. and its affiliated debtors, as debtors and debtors in possession (collectively, the “*Debtors*”), pursuant to sections 330 and 331 of title 11 of the Bankruptcy Code² and Bankruptcy Rule 2016 to implement certain procedures (the “*Procedures*”) for the orderly submission, review, and adjudication of applications for (a) the interim compensation of fees and reimbursement of expenses of attorneys and other professionals retained pursuant to sections 327 or 1103 of the Bankruptcy Code (collectively, the “*Professionals*”)³ and (b) the interim reimbursement of

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.

² Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

³ Excluded from “Professionals” and, accordingly, the Procedures, are certain professional used in the ordinary course of the Debtors’ operations whose estimated monthly fees and expenses do not exceed \$75,000 per a three month period. The Debtors have filed or will file a motion to retain such professionals and to implement separate compensation and reimbursement procedures for such professionals.

expenses of members of any statutory committee appointed in these cases, as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and the relief requested in the Motion being in the best interests of the Debtors and their respective estates; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court, and upon the record of the hearing on the Motion, and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the following Procedures are approved:

Monthly Fee Applications

- (a) Each professional may file a monthly application (a “**Monthly Fee Application**”) for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during any preceding month or months.
- (b) In connection with the Monthly Fee Application of any counsel to a statutory committee, each member of any such committee may submit statements of expenses (excluding third-party counsel expenses of individual committee members) with supporting documentation to the committee’s counsel, which, shall, in turn, submit the statements with supporting documentation for reimbursement with its Monthly Fee Application.
- (c) The first Monthly Fee Application shall include at least the period from the Commencement Date to the end of the first full month after the commencement of these chapter 11 cases. Professionals may file a Monthly Fee Application on or before the last day of each month following the month for which compensation is sought, but not before the 15 day of any such month.

- (d) Each Professional shall serve its Monthly Fee Applications upon each of the following parties:
- (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-844 (Attn: Philip M. Browne);
 - (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert 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 any statutory committee; and
 - (v) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Dave Klauder, Esq.) (collectively, the “***Fee Application Notice Parties***”).

No further notice is necessary.

- (e) Any Professional that fails to file a Monthly Fee Application for a particular month or months may subsequently submit a consolidated Monthly Fee Application for a particular month or months subject to paragraph (c) above.
- (f) The deadline to object to any Monthly Fee Application is **4:00 p.m. (Eastern Time) on the 20th day** (or the next business day if such day is not a business day) following service of the Monthly Fee Application (the “***Objection Deadline***”).
- (g) To object to a Professional’s Monthly Fee Application, the Fee Application Notice Party must (i) file an objection on or before the Objection Deadline and (ii) serve the objection upon the affected Professional and the Fee Application Notice Parties such that each party receives the objection on or before the Objection Deadline.
- (h) Upon the expiration of the Objection Deadline, a Professional may file a certificate of no objection (a “***CNO***”) with the Court with respect to any portion of the fees and expenses not subject to objection. After a Professional files a CNO, the Debtors shall pay the Professional eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses requested in the applicable Monthly Fee Application that are not subject to a objection.

- (i) If a portion of the fees and expenses requested in a Monthly Fee Application is subject to an objection and the parties are unable to reach a consensual resolution, the Professional may (i) request the Court approve of the amounts subject to objection or (ii) forego payment of such amounts until the next hearing to consider interim or final fee applications, at which time the Court will adjudicate any outstanding objections.

Interim Fee Applications

- (a) Periodically, each of the Professionals may file with the Court an application (an “*Interim Fee Application*”) for interim approval and allowance of compensation and reimbursement of expenses sought by such Professional in its Monthly Fee Applications filed during the preceding interim period (the “*Interim Fee Period*”) including any holdbacks. The initial Interim Fee Period shall include the period from the Commencement Date to the end of the first full four months following the commencement of these chapter 11 cases. Thereafter, Interim Fee Periods shall be every four months after the initial Interim Fee Period.
- (b) Professionals shall file their Interim Fee Applications on or before the **45th day** following the end of each Interim Fee Period.
- (c) The Interim Fee Application shall substantially conform to Exhibit “1” attached hereto and include a brief description identifying the following:
 - (i) the Monthly Fee Applications that are the subject of the request;
 - (ii) the amount of fees and expenses requested;
 - (iii) the amount of fees and expenses paid to date or subject to an objection;
 - (iv) the deadline for parties other than the Fee Application Notice Parties to file additional objections to the Interim Fee Application; and
 - (v) any other information requested by the Court or required by the Local Rules.
- (d) Each Professional shall serve the interim and final fee application upon (a) the Fee Application Notice Parties and (b) all parties that requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002. No further notice is necessary.
- (e) The Debtors will request that the Court schedule a hearing to consider any Interim Fee Applications at least once every six months or at such other intervals as the Court deems appropriate. The Debtors shall serve notice of any such hearing upon (a) the Fee Application Notice Parties and (b) all

parties that requested notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002. No further notice is necessary.

- (f) If no objections are pending, the Court may grant an Interim Fee Application without a hearing.
- (g) A pending objection to compensation or reimbursement of any Professional does not disqualify a Professional from future compensation or reimbursement.
- (h) Any Professional that fails to file a Monthly Fee Application or an Interim Fee Application when due or permitted shall not receive further interim compensation or reimbursement until the Professional submits any outstanding Monthly or Interim Fee Applications. There are no other penalties for failing to file a Monthly or Interim Fee Application.
- (i) Neither (i) the payment of, or the failure to pay, in whole or in part, any interim compensation and reimbursement to a Professional nor (ii) the filing of, or failure to file an objection, will bind any party in interest or the Court with respect to the final allowance of any compensation of fees for services rendered or reimbursement of expenses incurred. All fees and expenses paid to Professionals under these procedures are subject to disgorgement until final allowance by the Court.
- (j) The Debtors will include all payments made to Professionals in accordance with these procedures in their monthly operating report and identify the amount paid to each of the Professionals.

and it is further,

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: December _____, 2009
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

Exhibit 1
Form Interim Fee Application

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

NOTICE OF INTERIM FEE APPLICATION REQUEST

Name of applicant (the "***Applicant***"): _____

Authorized to provide
professional services to: _____

Date of retention: _____

Period for which compensation
and reimbursement is sought: _____

Amount of compensation sought as
actual, reasonable and necessary: \$ _____

Amount of expense reimbursement sought
as actual, reasonable and necessary: \$ _____

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.

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

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses

Summary of any objections to fee applications:

Date of Fee Application	Date of Objection	Total Fees Subject to Objection	Total Expenses Subject to Objection

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 _____ (the "***Interim Compensation Order***"), objections, if any, to this 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 _____. If no timely objections are filed to the Interim Fee Application, the Court, in accordance with the terms of the Interim Compensation Order, may enter an order granting the Interim Fee Application without a hearing.

Dated: [____], 2009

[Name and Address of Applicant]

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

Exhibit B

Form of Interim Fee Application

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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

NOTICE OF INTERIM FEE APPLICATION REQUEST

Name of applicant (the “*Applicant*”): _____

Authorized to provide
professional services to: _____

Date of retention: _____

Period for which compensation and
reimbursement is sought: _____

Amount of compensation sought as
actual, reasonable and necessary: \$ _____

Amount of expense reimbursement sought
as actual, reasonable and necessary: \$ _____

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 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 (the “**Bankruptcy Rules**”).

This is (a)n: _____ interim _____ final application

Summary of fee applications for the compensation period:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses

Summary of any objections to fee applications:

Date of Fee Application	Date of Objection	Total Fees Subject to Objection	Total Expenses Subject to Objection

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 _____ (the "***Interim Compensation Order***"), objections, if any, to this 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 _____. If no timely objections are filed to the Interim Fee Application, the Court, in accordance with the terms of the Interim Compensation Order, may enter an order granting the Interim Fee Application without a hearing.

Dated: [____], 2009

[Name and Address of Applicant]

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