

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

-----X  
:   
*In re* : Chapter 11  
:   
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)  
:   
Debtors.<sup>1</sup> : (Jointly Administered)  
:   
: **Objection Deadline: 2/3/11 at 4:00 p.m. (EST)**  
:   
-----X

**NOTICE OF THIRD INTERIM FEE APPLICATION**

Name of Applicant (the “*Applicant*”) Richards, Layton & Finger, P.A.

Authorized to Provide Professional Services to: the above-captioned debtors and debtors-in-possession

Date of Retention: December 3, 2009, *nunc pro tunc* to  
November 8, 2009

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

Amount of Compensation sought as actual, reasonable, and necessary: \$ 163,835.50

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$ 17,876.29

This is a(n): \_\_\_ monthly  X  interim \_\_\_ final application

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

Summary of Monthly Fee Applications for Compensation Period:

Date Filed Docket No.	Period Covered	Requested		Approved		Holdback Fees Requested
		Fees	Expenses	Fees (80%)	Expenses (100%)	Fees (20%)
Date Filed: 9/29/10 Docket No. 831	8/1/10 - 8/31/10	\$77,448.50	\$12,540.08	\$61,958.80	\$12,540.08	\$15,489.70
Date Filed: 10/29/10 Docket No. 890	9/1/10 - 9/30/10	\$25,994.50	\$295.45	\$20,795.60	\$295.45	\$5,198.90
Date Filed: 11/30/10 Docket No. 963	10/1/10 - 10/31/10	\$32,298.00	\$4,066.19	\$25,838.40	\$4,066.19	\$6,459.60
Date Filed: 12/28/10 Docket No. 1078	11/1/10 - 11/30/10	\$28,094.50	\$974.57	Pending Obj. Deadline 1/18/11 \$22,475.60	Pending Obj. Deadline 1/18/11 \$974.57	\$5,618.90
<b>TOTALS:</b>		\$163,835.50	\$17,876.29	\$131,068.40 <sup>2</sup>	\$17,876.29 <sup>3</sup>	\$32,767.10

PLEASE TAKE NOTICE that, pursuant to 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*, dated December 3, 2009 [Docket No. 102] (the “*Interim Compensation Order*”), objections, if any, to the Interim Fee Application must be filed with the Bankruptcy Court and served on the Applicant at the address set forth below and the Notice Parties (as such term is defined in the Interim Compensation Order) so as to be received by **February 3, 2011 at 4:00 p.m. (Eastern Standard Time)**.

<sup>2</sup> The total amount reflected in this column includes amounts pending approval.

<sup>3</sup> The total amount reflected in this column includes amounts pending approval.

Dated: January 14, 2011  
Wilmington, Delaware

Respectfully submitted,

/s/ Zachary I. Shapiro

---

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  
(302) 651-7700 (Telephone)  
(302) 651-7701 (Facsimile)

- 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

ATTORNEYS FOR THE DEBTORS  
AND DEBTORS IN POSSESSION