

**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

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Debtors.)	(Jointly Administered)

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 14th day of January 2011, I caused a true and correct copy of the *Notice of the Third Interim 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 August 1, 2010 Through November 30, 2010* 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.
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767 Fifth Avenue
New York, New York 10153

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

Dated: January 14, 2011

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