

**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 15, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed

**THIRTEENTH MONTHLY 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 DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

Name of Applicant: Drinker Biddle & Reath LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: nunc pro tunc to November 23, 2009

Period for which compensation
and reimbursement are sought: December 1, 2010 through December 31, 2010

Amount of Compensation sought as actual,
reasonable, and necessary: \$34,944.60 (80% of \$43,680.75)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$861.14

This is an: X interim ____ final application

¹ The Debtors in these cases, along with the last four digits of each Debtors' 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), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

If this is not the first application filed, disclose the following for each prior application:

		Requested		Approved/Paid	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
05/17/2010	11/23/2009 – 12/31/2009	\$14,738.00	\$ 97.10	\$11,790.40	\$97.10
05/17/2010	01/01/2010 – 01/31/2010	\$13,690.50	\$ 74.75	\$10,952.40	\$74.75
05/17/2010	02/01/2010 – 02/28/2010	\$10,323.00	\$ 53.42	\$10,323.00	\$53.42
05/17/2010	03/01/2010 – 03/31/2010	\$22,868.00	\$117.73	\$18,294.40	\$117.73
05/28/2010	04/01/2010 – 04/30/2010	\$11,866.50	\$238.88	\$9,493.20	\$238.88
06/25/2010	05/01/2010 – 05/31/2010	\$24,573.00	\$172.04	\$19,658.40	\$172.04
07/27/2010	06/01/2010 – 06/30/2010	\$23,226.50	\$656.19	\$18,581.20	\$656.19
08/31/2010	07/01/2010 – 07/31/2010	\$22,320.00	\$398.11	\$17,856.00	\$398.11
10/07/2010	08/01/2010 – 08/31/2010	\$23,604.00	\$191.20	\$18,883.20	\$191.20
11/19/2010	09/01/2010 – 09/30/2010	\$21,234.50	\$642.97	\$16,987.60	\$642.97
1/14/2011	10/1/2010 – 10/31/2010	\$42,534.00	\$1,104.42		
1/14/2011	11/1/2010 – 11/30/2010	\$36,984.00	\$149.56		
	TOTAL				

**ATTACHMENT B
TO FEE APPLICATION**

Name of Professional Individual	Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Robert K. Malone	Partner; Admitted to NJ bar since 1984	\$625	28.5	\$17,812.50
Howard A. Cohen	Partner; Admitted to DE bar since 2001	\$495	55.1	\$27,274.50
Reduction of Travel Time (50%)				(\$1,406.25)
TOTAL			83.6	\$43,680.75
BLENDED RATE		522		

COMPENSATION BY PROJECT CATEGORY
DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010

Project Category	Total Hours	Total Fees
B100 Asset Analysis and Recovery	.3	\$187.50
B101 Asset Disposition	0	0
B103 Case Administration	6.5	\$3,750.50
B104 Claims Administration & Objections	10.6	\$5,247.00
B105 Employee Benefits/Pensions	0	0
B106 Fee/Employment Applications	3.0	\$1,576.00
B107 Fee/Employment Objections	0	0
B108 Financing	0	0
B109 Litigation	0	0
B110 Plan and Disclosure Statement	58.7	\$31,513.50
B111 Relief from Stay Proceedings	0	0
B114 Other	0	0
B115 Travel	4.5	\$2,812.50
Reduction of 50% of Travel Time		(\$1,406.25)
TOTAL	83.6	\$43,680.75

EXPENSE SUMMARY
DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010

Expense Category	Total Expenses
Bindery	9.00
CourtCall Service	90.00
Court Reporter Service	181.50
Duplicating	206.20
Duplicating (Network Print –over 1000 pages)	169.76
Express Delivery Services (Parcels)	184.50
Postage	20.18
TOTAL	\$861.14

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ADVANTA CORP, <i>et al.</i> , ¹)	Case No. 09-13931 (KJC)
)	
Debtors.)	(Jointly Administered)

**THIRTEENTH MONTHLY 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 DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 102] (the “Interim Compensation Order”), Drinker Biddle & Reath LLP (“Drinker”) hereby files this Thirteenth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the Period from December 1, 2010 through December 31, 2010 (the “Application”). By this Application, Drinker seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$43,680.75 as compensation and \$861.14 for reimbursement of actual and necessary expenses for a total of \$44,541.89 for the period commencing December 1, 2010 through and including December 31, 2010 (the “Compensation Period”). In support of this Application, Drinker respectfully represents as follows:

¹ The Debtors in these cases, along with the last four digits of each Debtors’ 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), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

BACKGROUND

1. On November 8, 2009 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.

2. On November 19, 2009, the Committee was formed and on November 24, 2009, the United States Trustee for the District of Delaware filed a Notice of Appointment of the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

3. This Court approved the Committee’s retention of Drinker *nunc pro tunc* to November 23, 2009 by the order dated February 2, 2010 (the “Retention Order”).

BASIS FOR THE MONTHLY FEE APPLICATION

4. By this Application, Drinker seeks compensation for the services rendered and reimbursement of expenses incurred by Drinker as general reorganization and bankruptcy counsel to the Committee during the Compensation Period. The amount of fees sought for services rendered during this period is \$43,680.75, representing 83.6 hours in professional and paraprofessional time for such services. Reimbursement of actual and necessary expenses incurred by Drinker during the Compensation Period in connection with these services is requested in the amount of \$861.14.

5. All services for which compensation is requested by Drinker were performed solely for or on behalf of the Committee. As set forth in the Committee’s motion seeking authority to retain Drinker, Drinker’s services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services. The Retention Order authorized Drinker to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. Drinker has received no payment to date and no promises for payment from any source other than the estate for services rendered or to be rendered in any capacity whatsoever in connection with this case. There is no agreement or understanding between Drinker and any other person for the sharing of compensation to be received for services rendered in this case.

FEE STATEMENT

7. The fee statement for the Compensation Period is attached hereto as Exhibit A (the “Billing Detail”). The Billing Detail contains a detailed chronological narrative of the time spent (divided among fourteen (14) descriptive billing categories), the dates and descriptions of the services rendered, and the identity of the attorneys and other professionals who provided such services on behalf of the Committee during the Compensation Period. Certain of these narratives in the Billing Detail have been redacted for privilege and confidentiality purposes. To the best of Drinker’s knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

ACTUAL AND NECESSARY EXPENSES

8. A summary of actual and necessary expenses incurred by Drinker during the Compensation Period is included in the attached Billing Detail. Drinker has incurred out-of-pocket expenses in the amount of \$861.14 in connection with its services rendered to the Committee during the Compensation Period. These expenses were incurred for items not included in Drinker’s hourly rates, including (but not limited to) duplicating charges, document delivery and messenger services, telephone and facsimile charges, legal research charges, travel expenses and in-house document production. Drinker submits that all such expenses are

necessary and actual expenses for the performance of its services in this case, and further submits that many of the expenses were necessitated by the time constraints under which Drinker's professionals and staff have operated in this case.

INTERIM NATURE OF COMPENSATION

9. In accordance with the Interim Compensation Order, Drinker requests that, upon expiration of the objection deadline in respect of this Application and Drinker's filing of a certificate of no objection, the Debtor be authorized to pay Drinker an amount equal to 80 percent of the fees and 100 percent of the expenses requested in this Application.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Drinker respectfully submits that the amounts requested by this Application are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

REVIEW OF APPLICABLE LOCAL RULE

11. The undersigned has reviewed the requirements of Del. Bankr. L.R. 2016-2 and certifies that, to the best of his information, knowledge and belief, this Application complies with Rule 2016-2.

NOTICE

12. No trustee or examiner has been appointed in these Chapter 11 Cases. The Committee has provided notice of this Application to: (a) the Office of the United States Trustee, (b) the Debtors, (c) counsel for the Debtors, (c) local counsel to the Debtors and (d) all parties entitled to notice pursuant to the Interim Compensation Order. In light of the nature of the relief

requested, the Committee submits that no further notice is required or needed under the circumstances.

WHEREFORE, Drinker respectfully requests that the Court (i) approve compensation in the amount of \$43,680.75 for necessary professional services rendered and reimbursement of expenses in the amount of \$861.14, (ii) authorize the Debtor to remit to Drinker, in accordance with the Interim Compensation Order, \$34,944.60 (80% of \$43,680.75) for necessary professional services rendered and \$861.14 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: January 25, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen

Andrew C. Kassner (DE 4507)

Howard A. Cohen (DE 4082)

1100 N. Market Street, Suite 1000

Wilmington, DE 19801

Telephone: (302) 467-4200

Facsimile: (302) 467-4201

- and -

Robert K. Malone (admitted *pro hac vice*)

500 Campus Drive

Florham Park, NJ 07932-1047

Telephone: (973) 360-1100

Facsimile: (973) 360-9831

Counsel for the Official

Committee of Unsecured Creditors

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

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

Objection Deadline: February 15, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that co-counsel for the Official Committee of Unsecured Creditors ("Committee") has filed the its *Thirteenth Monthly Application of Drinker Biddle & Reath LLP ("Drinker") for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From December 1, 2010 Through December 31, 2010* (the "Application"), which seeks approval of Drinker's request for compensation for the professional services rendered in the amount of \$43,680.75 and reimbursement for the expenses it incurred in the amount of \$861.14 during the period from December 1, 2010 Through December 31, 2010.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed and served so as to actually be received by the undersigned counsel **at or before 4:00 p.m. on February 15, 2011** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response so as to be received on or before the Objection Deadline by the following: (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-0844 (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 the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10003 (Attn: Roger Schwartz, Esq.) and Drinker Biddle & Reath LLP, 1100 N. Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen, Esq.); and (v) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David Klauder, Esq.).

¹ The Debtors in these cases, along with the last four digits of each Debtors' 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), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS [DOCKET NO. 102], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

Dated: January 25, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Andrew C. Kassner (DE 4507)
Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

- and -

Robert K. Malone (admitted *pro hac vice*)
500 Campus Drive
Florham Park, NJ 07932-1047
Telephone: (973) 360-1100
Facsimile: (973) 360-9831

*Counsel for the Official
Committee of Unsecured Creditors*

EXHIBIT A

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

REMITTANCE PAGE

01/24/2011

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice No. 14411918

For services through 31 DECEMBER 2010 as follows:

<u>Our File</u>	<u>Matter Name</u>	<u>Amount</u>
446173	Advanta Corp., Chapter 11	
	Current Fees	45,087.00
	Expenses and Charges	<u>861.14</u>
	Total Amount Due This Invoice Per Attached Detail	<u>\$ 45,948.14</u>

SUMMARY OF ACCOUNTS RECEIVABLE

DATE	INV #	AMOUNT	CREDITS	BALANCE
05/27/10	14347041	\$12,417.88	(\$9,732.08)	\$2,685.80
06/21/10	14351861	\$25,057.54	(\$20,080.44)	\$4,977.10
07/21/10	14359850	\$23,882.69	(\$19,237.39)	\$4,645.30
08/30/10	14371918	\$22,718.11	(\$18,254.11)	\$4,464.00
10/06/10	14381697	\$23,795.20	(\$19,074.40)	\$4,720.80
11/16/10	14392614	\$21,875.47	(\$17,628.57)	\$4,246.90
01/14/11	14408355	\$44,888.42	\$0.00	\$44,888.42
01/14/11	14408393	\$37,133.56	\$0.00	\$37,133.56

PRIOR BALANCE DUE \$ 107,761.88

TOTAL BALANCE DUE \$ 153,710.02

LAW OFFICES



500 Campus Drive
Florham Park, NJ 07932-1047
973-360-1100

Please return this remittance copy with your payment.
Payment for legal services is due within 30 days of invoice date.

Wire Payments:

Bank: Bank of America
ABA #: 026-009-593
Acct. No.: 4201031226
Acct Name: Drinker Biddle & Reath LLP
NJ Business Depository Account
Reference: 204839/14411918

Checks:

Drinker Biddle & Reath LLP
500 Campus Drive
Florham Park, NJ 07932-1047

ACH Payments:

Bank: Bank of America
Acct Name: Drinker Biddle & Reath LLP
ABA #: 021-200-339
Acct No.: 004201031226

LAW OFFICES



500 Campus Drive
 Florham Park, NJ 07932-1047
 973-360-1100

c/o U.S. Bankruptcy Court
 District of Delaware
 824 Market Street, 3rd Floor
 Wilmington, DE 19801

Invoice Number: 14411918
 Invoice Date: 01/24/2011
 Client Number: 204839
 Matter Number: 446173
 Page: 1

RE: Advanta Corp., Chapter 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 31 DECEMBER 2010

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B100	Asset Analysis and Recovery		
12/17/10 R MALONE		Review Certification of Counsel Regarding Stipulation between the Debtors and The Federal Deposit Insurance Corporation, as Receiver for Advanta Bank Corp., with respect to Repudiation of Certain Agreements.	0.20	125.00
12/20/10 R MALONE		Review Order Approving Stipulation between the Debtors and the Federal Deposit Insurance Corporation, as Receiver for Advanta Bank Corp., with respect to Repudiation of Certain Agreements, entered by the Hon. Kevin J. Carey, December 13, 2010.	0.10	62.50
		TOTAL B100	0.30	187.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B103	Case Administration		
12/01/10 R MALONE		Prepare for conference call (.4); participate in conference call with Creditors' Committee regarding update (.5)	0.90	562.50
12/01/10 HA COHEN		Attend telephone call with creditors' committee concerning discovery update and matters pertaining to exclusivity.	0.50	247.50
12/08/10 R MALONE		Prepare for Creditors' Committee conference call (.3); participate in Committee conference call regarding update (.8)	1.10	687.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B103 Case Administration		
12/08/10	HA COHEN	Attend telephonic meeting of creditors' committee to discuss matters pertaining to disclosure statement and termination of exclusivity.	0.60	297.00
12/10/10	R MALONE	Prepare for conference call (.2); participate in conference call with Creditors' Committee regarding update (.5)	0.70	437.50
12/10/10	HA COHEN	Attend creditors' committee telephone call to discuss current status regarding plan and disclosure statement.	0.60	297.00
12/10/10	HA COHEN	Telephone call with Z. Shapiro concerning logistics surrounding upcoming disclosure statement hearing (.1); emails with co-counsel re: same (.1); review emails to and from court re: same (.2).	0.40	198.00
12/14/10	R MALONE	Review Notice of Agenda of Matters Scheduled For Hearing on December 16, 2010 at 2:30 pm (EST).	0.10	62.50
12/16/10	R MALONE	Review Notice of Amended Agenda of Matters Scheduled For Hearing on December 16, 2010 at 2:30 P.M.	0.10	62.50
12/20/10	R MALONE	Review Order Scheduling Omnibus Hearing Date - February 10, 2011, entered by the Hon. Kevin J. Carey, December 14, 2010.	0.10	62.50
12/22/10	R MALONE	Review of materials from co-counsel in preparation for Committee conference call (.5); participate in Committee conference call regarding Liquidating Trusts issues (.6).	1.10	687.50
12/22/10	HA COHEN	Review Debtor-In-Possession Monthly Operating Report for Filing Period November 1, 2010 to November 30, 2010.	0.30	148.50
TOTAL B103			6.50	3,750.50

TASK CODE	B104 Claims Administration & Objections	<u>Hours</u>	<u>Amount</u>
12/01/10 HA COHEN	Telephone call with H. White concerning status of case and claims in case.	0.30	148.50
12/03/10 HA COHEN	Telephone call with co-counsel regarding claims estimation matters.	0.30	148.50
12/08/10 HA COHEN	Research re: estimation of claims under section 502(c).	5.30	2,623.50
12/09/10 HA COHEN	Finalize research regarding claim estimation matters.	2.80	1,386.00
12/21/10 HA COHEN	Telephone call with J. Clause (investor) concerning status of case.	0.30	148.50
12/27/10 HA COHEN	Telephone call with B. Majett (investor) concerning case status and plan voting matters.	0.40	198.00
12/28/10 HA COHEN	Telephone calls with various investors concerning timing of distributions and plan voting matters.	1.20	594.00
TOTAL B104		10.60	5,247.00

TASK CODE	B106 Fee/Employment Applications	<u>Hours</u>	<u>Amount</u>
12/01/10 R MALONE	Review Eleventh Monthly Fee Application of Richards, Layton & Finger, P.A. , co-counsel to Debtors for the period from October 1 through October 31, 2010.	0.20	125.00
12/01/10 HA COHEN	Review Monthly Application for Compensation of Latham & Watkins LLP for the period September 1, 2010 to September 30, 2010.	1.20	594.00
12/06/10 HA COHEN	Review Monthly Application for Compensation of Latham & Watkins LLP for the period October 1, 2010 to October 31, 2010.	1.10	544.50
12/08/10 R MALONE	Review Eleventh Monthly Fee Statement of Alvarez & Marsal North America, LLC as Financial Advisors to the Debtors for the period October 1 through October 31, 2010.	0.20	125.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B106 Fee/Employment Applications			
12/29/10 R MALONE	Review Twelfth Monthly Fee Application of Richards, Layton & Finger, P.A., Co-Counsel to the Debtors and Debtors-in-Possession for the Period from November 1 through November 30, 2010.		0.30	187.50
TOTAL B106			3.00	1,576.00
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110 Plan and Disclosure Statement			
12/02/10 R MALONE	Review electronic correspondence from A. Singer, Latham regarding solicitation procedures (.7); confer with HA Cohen regarding issues (.2); conference call with Latham and FTI Team regarding Exclusivity and Plan issues (.3)		1.20	750.00
12/02/10 HA COHEN	Review proposed solicitation procedures (1.1); initial call with co-counsel re: same (.3).		1.40	693.00
12/03/10 R MALONE	Review of Debtors' Motion in Support of Disclosure Statement (1.0); prepare electronic correspondence to HA Cohen regarding additional comments (.4)		1.40	875.00
12/03/10 R MALONE	Review and revise draft of proposed Objection to Solicitation Procedures (1.4); confer with HA Cohen regarding comments for incorporation (.3).		1.70	1,062.50
12/03/10 HA COHEN	Drafting objection to solicitation procedures.		6.60	3,267.00
12/06/10 HA COHEN	Telephone call with A. Singer concerning matters pertaining to sealing of exclusivity objection.		0.20	99.00
12/06/10 HA COHEN	Reviewing objections to extension of exclusivity and approval of disclosure statement.		4.30	2,128.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B110 Plan and Disclosure Statement		
12/07/10	R MALONE	Review of pleadings in connection with Objection by Creditors' Committee to Debtors' Motion to Approve Disclosure Statement and Motion to Terminate Exclusivity (2.2); confer with HA Cohen regarding coordination related to filing of same (.4).	2.60	1,625.00

		<u>Hours</u>	<u>Amount</u>
TASK CODE	B110 Plan and Disclosure Statement		
12/07/10 HA COHEN	Review and finalize Objection to the Debtors' Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan (1.6); Objection to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(D) of the Bankruptcy Code, (A) Terminating the Debtors Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (1.7); Motion to Shorten re: Objection to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (1.1); Expedited Motion to File Under Seal Its Objection to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (1.2); Motion to Shorten Notice With Respect to the Committee's Expedited Motion to File Under Seal Its Objection to the Debtors' Motion to Extend Exclusivity and Expedited Motion for an Order, Pursuant to Section 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (1.1).	6.70	3,316.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110	Plan and Disclosure Statement		
12/08/10 HA COHEN		Draft Notice of Filing Corrected Exhibit B to D.S. objection.	0.40	198.00
12/10/10 HA COHEN		Reviewing the various objections to the disclosure statement and exclusivity extension motion.	2.90	1,435.50
12/11/10 HA COHEN		Telephone call with R. Schwartz Latham concerning matters pertaining to exculpation.	0.30	148.50
12/12/10 HA COHEN		Telephone call with Latham concerning plan negotiations (.3); review email from R. Schwartz re: same (.2).	0.50	247.50
12/13/10 R MALONE		Review and analyze proposed Term Sheet resolving issues (.5); participate in conference call of Creditors' Committee (.5)	1.00	625.00
12/13/10 R MALONE		Review Marble Arach Investments, LP's (A) Joinder to Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan and (B) Objection to Debtors Motion to Extend Exclusive Periods for the Filing of a Chapter 11 Plan and Solicitation of Acceptances Thereto.	0.30	187.50
12/13/10 HA COHEN		Review revised Plan Term Sheet.	0.60	297.00
12/14/10 R MALONE		Review Disclosure Statement for Debtors' Joint Plan and Debtors' Joint Plan and proposed revisions (1.0).	1.00	625.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110 Plan and Disclosure Statement			
12/14/10 R MALONE	Review Omnibus Reply to Objections to Debtors' Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Plan (); review Notice of Filing of Revised Order (I) Approving the Disclosure Statement, (II) Approving Notice and Objection Procedures For the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan (.9).		1.10	687.50
12/14/10 R MALONE	Review Debtors' Reply to Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion to Extend Exclusivity and Objection to the Committee's Expedited Motion for an Order, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan (1.0)		1.00	625.00
12/14/10 HA COHEN	Review Omnibus Reply to Objections to Debtors' Motion for an Order (I) Approving the Proposed Disclosure Statement, (II) Approving Notice and Objection Procedures for the Disclosure Statement Hearing, (III) Establishing Solicitation and Voting Procedures, (IV) Scheduling a Confirmation Hearing, and (V) Establishing Notice and Objection Procedures for Confirmation of the Plan.		1.30	643.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B110 Plan and Disclosure Statement		
12/14/10	HA COHEN	Review Debtors Reply to Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion to Extend Exclusivity and Objection to the Committees Expedited Motion for an Order, Pursuant to 1121(d) of the Bankruptcy Code, (A) Terminating the Debtors' Exclusivity Periods, and (B) Authorizing the Official Committee of Unsecured Creditors to Propose and Solicit Acceptances to a Chapter 11 Plan.	1.40	693.00
12/14/10	HA COHEN	Reviewing revised plan and disclosure statement (1.1) and related order approving approving disclosure statement (.6).	1.70	841.50
12/15/10	R MALONE	Prepare for hearing on 12/16 (.6); review and respond to electronic correspondences from R. Schwartz, Latham & Watkins regarding hearing and pre-meeting (.3); telephone conferences with HA Cohen regarding update as to hearing on 12/16 and open objections (.4)	1.30	812.50
12/15/10	HA COHEN	Multiple calls with co-counsel concerning status of plan negotiations (1.4); multiple calls with Z. Shapiro re: same (.3).	1.70	841.50
12/16/10	R MALONE	Attend pre-hearing meeting with H.A. Cohen and Latham Team at Wilmington office (3.7); attend hearing on Disclosure Statement before the Hon. Kevin J. Carey, US Bankruptcy Court, District of Delaware (2.5).	6.20	3,875.00
12/16/10	HA COHEN	Prepare for (5.9) and attend contested hearing regarding approval of Debtors' Disclosure Statement (2.5).	8.40	4,158.00
12/22/10	R MALONE	Review Order Further Extending Debtors' Exclusive Periods for Filing a Chapter 11 Plan and Soliciting Acceptances Thereof, entered by the Hon. Kevin J. Carey, December 16, 2010.	0.10	62.50
12/22/10	HA COHEN	Review Committee update materials in advance of committee telephonic meeting.	0.80	396.00

		<u>Hours</u>	<u>Amount</u>
TASK CODE	B110 Plan and Disclosure Statement		
12/22/10 HA COHEN	Attend telephonic meeting of creditors' committee to discuss matters pertaining to liquidating trusts.	0.60	297.00
TOTAL B110		58.70	31,513.50
		<u>Hours</u>	<u>Amount</u>
TASK CODE	B115 Travel		
12/16/10 R MALONE	Travel to/from Wilmington, Delaware for Omnibus Hearing on approval of Disclosure Statement	4.50	2,812.50
TOTAL B115		4.50	2,812.50
CURRENT FEES			\$45,087.00

TIME AND FEE SUMMARY

TIMEKEEPER	TITLE	RATE	HOURS	FEES
R MALONE	PARTNER	\$625.00	28.50	\$17,812.50
HA COHEN	PARTNER	\$495.00	55.10	\$27,274.50
TOTALS			83.60	\$45,087.00

SUMMARY OF TASK AMOUNTS

TASK	ACTIVITY	HOURS	FEES
B100	Asset Analysis and Recovery	0.30	187.50
	TASK B100 TOTAL	0.30	187.50
B103	Case Administration	6.50	3,750.50
	TASK B103 TOTAL	6.50	3,750.50
B104	Claims Administration & Objections	10.60	5,247.00
	TASK B104 TOTAL	10.60	5,247.00
B106	Fee/Employment Applications	3.00	1,576.00
	TASK B106 TOTAL	3.00	1,576.00
B110	Plan and Disclosure Statement	58.70	31,513.50
	TASK B110 TOTAL	58.70	31,513.50
B115	Travel	4.50	2,812.50
	TASK B115 TOTAL	4.50	2,812.50
TOTALS		83.60	45,087.00

EXPENSES AND CHARGES

12/10/10	Postage Kinslow 12/1	8.96
12/29/10	Postage Kinslow 12/7	11.22
	TOTAL:	20.18
12/03/10	CourtCall Service - MASTERCARD 11/12/10 US Bankruptcy Court DE CCID # 3859069	30.00
12/03/10	CourtCall Service - MASTERCARD 11/24/10 US Bankruptcy Court DE CCID # 3859074 Robert Malioneck	30.00
12/03/10	CourtCall Service - MASTERCARD 11/12/10 US Bankruptcy Court DE CCID # 3859067	30.00
	TOTAL:	90.00

12/01/10	Duplicating User Diane Meaney made 68 copies on 12/01/2010 at 10:35 hrs	6.80
12/01/10	Duplicating User Amy S Kinslow made 321 copies on 12/01/2010 at 15:58 hrs	32.10
12/07/10	Duplicating User Amy S Kinslow made 414 copies on 12/07/2010 at 14:29 hrs	41.40
12/07/10	Duplicating User Amy S Kinslow made 576 copies on 12/07/2010 at 15:26 hrs	57.60
12/09/10	Duplicating User Diane Meaney made 42 copies on 12/09/2010 at 10:33 hrs	4.20
12/13/10	Duplicating User Diane Meaney made 8 copies on 12/13/2010 at 10:27 hrs	0.80
12/14/10	Duplicating User Diane Meaney made 407 copies on 12/14/2010 at 10:58 hrs	40.70
12/14/10	Duplicating User Diane Meaney made 169 copies on 12/14/2010 at 10:53 hrs	16.90
12/17/10	Duplicating User Diane Meaney made 18 copies on 12/17/2010 at 13:57 hrs	1.80
12/20/10	Duplicating User Diane Meaney made 5 copies on 12/20/2010 at 10:10 hrs	0.50
12/22/10	Duplicating User Diane Meaney made 4 copies on 12/22/2010 at 10:34 hrs	0.40
12/29/10	Duplicating User Diane Meaney made 30 copies on 12/29/2010 at 12:08 hrs	3.00
TOTAL:		<hr/> 206.20
12/08/10	Express Delivery Services - Parcels, Inc. Delivery, Judge Kevin J Carey, 824 N Market St, Wilmington DE	7.50
12/08/10	Express Delivery Services - Parcels, Inc. Delivery, Multiple Inner City Deliveries, Wilmington DE	15.00
12/14/10	Express Delivery Services - Parcels, Inc. Delivery, Multiple Inner City Deliveries, Wilmington DE	15.00
12/22/10	Express Delivery Services - Parcels, Inc. Delivery, Office Of The US Trustee, 844 N King St, Wilmington DE	5.00
12/23/10	Express Delivery Services - Parcels, Inc. Delivery, US District Court, 844 N King St, Wilmington DE	40.00
12/23/10	Express Delivery Services - Parcels, Inc. Delivery, Multiple Inner City Deliveries, Wilmington DE	36.00
12/23/10	Express Delivery Services - Parcels, Inc. Delivery, Judge Kevin Carey, 824 N Market St, Wilmington DE	5.00
12/23/10	Express Delivery Services - Parcels, Inc. Delivery, Richards Layton & Finger, 920 N King St, Wilmington DE	5.00

Ref. No. 446173

12/23/10	Express Delivery Services - Parcels, Inc. Pick-Up, Food For Thought, 408 Philadelphia Pike, Wilmington DE	56.00
	TOTAL:	<u>184.50</u>
12/13/10	Court Reporter Service - TRANSCRIPTS PLUS 11/17/10 Electronic Copy Of Transcript Hearing	181.50
	TOTAL:	<u>181.50</u>
12/20/10	Network Print - over 1000 copies Howard Cohen 12-16-10	169.76
	TOTAL:	<u>169.76</u>
12/20/10	Bindery Amy Kinslow 12-7-10	9.00
	TOTAL:	<u>9.00</u>

CURRENT EXPENSES AND CHARGES	\$ <u>861.14</u>
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TOTAL THIS INVOICE	\$ <u>45,948.14</u>
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Payment for legal services is due within 30 days of invoice date.

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

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

CERTIFICATION PURSUANT TO 28 U.S.C. § 1746

Howard A. Cohen, Esq., of full age, hereby certifies and states as follows:

1. I am a partner of the law firm of Drinker Biddle & Reath LLP, counsel to the Official Committee of Unsecured Creditors, in the above-captioned matter. I submit this certification in connection with Drinker Biddle & Reath LLP's Thirteenth Monthly Application for allowance of compensation for services rendered and for reimbursement of expenses for the period of December 1, 2010 through December 31, 2010 (the "Application").

2. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware and certify to the best of my knowledge and belief that the Application complies with Local Rule 2016-2.

I certify, under penalty of perjury, that the foregoing statements made by me are true to the best of my knowledge, information, and belief.

Dated: January 25, 2011

/s/ Howard A. Cohen
Howard A. Cohen

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

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

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 25th day of January 2011, I caused a true and correct copy of the *Thirteenth Monthly 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 December 1, 2010 Through December 31, 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.
Weil, Gotshal & Manges, LLP
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 25, 2011

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
1100 North Market Street, Suite 1000
Wilmington, DE 19801-1254
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

*Counsel for the Official
Committee of Unsecured Creditors*