

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

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: Chapter 11  
*In re* :  
: Case No. 09-13931 (KJC)  
ADVANTA CORP., *et al.*, :  
: (Jointly Administered)  
Debtors.<sup>1</sup> :  
: **Re: Docket Nos. 788, 789, 792, 793, 794, 795,**  
-----X **798, 809 & 863**

**CERTIFICATION OF COUNSEL REGARDING OMNIBUS ORDER  
APPROVING SECOND INTERIM FEE APPLICATION REQUESTS**

The undersigned counsel on behalf of the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”), hereby certifies as follows:

1. The professionals (the “*Professionals*”) identified on the form of order attached hereto as *Exhibit 1* (the “*Omnibus Order*”) and Warren H. Smith & Associates, P.C., the fee auditor appointed in these chapter 11 cases (the “*Fee Auditor*”), have filed and served interim fee applications (collectively, the “*Interim Applications*”) pursuant to (i) 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], (ii) 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], and/or (iii) the *Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Payment of Compensation and Reimbursement of Expenses of Professionals and Members of Official Committees*

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<sup>1</sup> 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), 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).

*and Consideration of Fee Applications* [Docket No. 249] (the “**Fee Auditor Order**”). By the Interim Applications, the Professionals and the Fee Auditor seek interim allowance of certain held back fees for the periods identified on **Exhibit A** to the Omnibus Order.

2. Additionally, the Fee Auditor has filed a Final Report (as defined in the Fee Auditor Order) with respect to each Interim Application filed by the Professionals. Where applicable, the Professionals have agreed to the reductions requested in the Final Reports as set forth in the Omnibus Order. The Omnibus Order has been circulated to, and is acceptable to, all the Professionals and the Fee Auditor.

WHEREFORE, unless the Court has any questions or concerns regarding the Interim Applications, the Debtors respectfully request that the Court enter the Omnibus Order approving the Interim Applications at the earliest convenience of the Court.

Dated: February 8, 2011  
Wilmington, Delaware

Respectfully submitted,

/s/ Zachary I. Shapiro

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ATTORNEYS FOR THE DEBTORS  
AND DEBTORS IN POSSESSION

**EXHIBIT 1**

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

	X	
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<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
:	:	<b>Re: Docket Nos. 788, 789, 792, 793, 794, 795,</b>
	:	<b>798, 809 &amp; 863</b>
	X	

**OMNIBUS ORDER APPROVING  
SECOND INTERIM FEE APPLICATION REQUESTS**

This matter coming before the Court on the Second Interim Fee Applications (each, an “*Application*”, and collectively, the “*Applications*”) of those professionals listed on *Exhibit A* attached hereto (each an “*Applicant*”, and collectively, the “*Applicants*”), pursuant to sections 330(a) and 331 of title 11 of the United States Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure, for the interim allowance of fees, including all amounts held back, and expenses for the periods covered by the dates referenced in *Exhibit A* attached hereto (the “*Compensation Period*”), filed pursuant to (i) 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 “*Administrative Order*”), (ii) 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*

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<sup>1</sup> 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), 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).

*Professionals* [Docket No. 105] (the “**OCP Order**”), and/or (iii) the *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* [Docket No. 249] (the “**Fee Auditor Order**”); the Court having reviewed the Applications and the Court-appointed fee auditor’s Final Reports (as defined in the Fee Auditor Order) with respect to each Application; and the Court finding that: (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) notice of the Applications was adequate under the circumstances, and (iii) all parties with notice of the Applications have been afforded the opportunity to be heard on the Applications; now therefor

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED to the extent set forth on the attached *Exhibit A*.
2. Each of the Applicants is allowed (i) compensation for services rendered during the Compensation Period and (ii) reimbursement for actual and necessary expenses incurred during the Compensation Period, in the respective amounts set forth as approved on the attached *Exhibit A*, including any and all amounts held back.
3. To the extent not already paid pursuant to the Administrative Order or the OCP Order, as applicable, the above-captioned debtors and debtors in possession are authorized and directed to pay each of the Applicants 100% of the fees and 100% of the expenses listed on *Exhibit A* hereto under “Interim Fees Approved” and “Interim Expenses Approved”,

respectively, for services rendered and expenses incurred during the Compensation Period; provided, however, that all fees and expenses paid as authorized herein remain subject to final allowance by the Court.

Dated February \_\_\_\_\_, 2011  
Wilmington, Delaware

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THE HONORABLE KEVIN J. CAREY  
CHIEF UNITED STATES BANKRUPTCY JUDGE

# **EXHIBIT A**



**In re: Advanta Corp., et al.**  
**Case No. 09-13931 (KJC)**

<b>Applicant</b>	<b>Role</b>	<b>Compensation Period</b>	<b>Fee Amount Requested</b>	<b>Expense Amount Requested</b>	<b>Fee Auditor's Recommended Reductions</b>	<b>Interim Fees Approved</b>	<b>Interim Expenses Approved</b>
Warren H. Smith & Associates, P.C.	Fee Auditor	04/01/10 - 07/31/10	\$29,259.75	\$847.46	N/A	<b>\$29,259.75</b>	<b>\$847.46</b>
KPMG LLP	Auditors, Tax Consultants and Advisors to the Debtors	04/01/10 - 07/31/10	\$169,325.73	\$57,619.94	\$4,806.07 fees \$0.00 exp.	<b>\$164,519.66</b>	<b>\$57,619.94</b>
Alvarez & Marsal North America, LLC	Financial Advisors to the Debtors	04/01/10 - 07/31/10	\$856,060.00	\$18,382.02	\$600.00 fees \$0.00 exp.	<b>\$855,460.00</b>	<b>\$18,382.02</b>
Drinker Biddle & Reath LLP	Counsel to the Official Committee of Unsecured Creditors	04/01/10 - 07/31/10	\$81,986.00	\$1,465.22	\$0.00 fees \$0.00 exp.	<b>\$81,986.00</b>	<b>\$1,465.22</b>
Latham & Watkins LLP	Counsel to the Official Committee of Unsecured Creditors	04/01/10 - 07/31/10	\$1,498,244.50	\$28,566.94	\$1,320.00 fees \$801.17 exp.	<b>\$1,496,924.50</b>	<b>\$27,765.77</b>
FTI Consulting, Inc.	Financial Advisor to the Official Committee of Unsecured Creditors	04/01/10 - 07/31/10	\$455,262.50	\$1,752.82	\$0.00 fees \$37.96 exp.	<b>\$455,262.50</b>	<b>\$1,714.86</b>

<b>Applicant</b>	<b>Role</b>	<b>Compensation Period</b>	<b>Fee Amount Requested</b>	<b>Expense Amount Requested</b>	<b>Fee Auditor's Recommended Reductions</b>	<b>Interim Fees Approved</b>	<b>Interim Expenses Approved</b>
Richards, Layton & Finger, P.A.	Co-Counsel to the Debtors	04/01/10 - 07/31/10	\$194,772.50	\$5,596.80	\$0.00 fees \$0.00 exp.	<b>\$194,772.50</b>	<b>\$5,596.80</b>
Weil, Gotshal & Manges LLP	Counsel to the Debtors	04/01/10 - 07/31/10	\$2,915,289.00	\$46,218.61	\$12,521.60 fees \$300.00 exp.	<b>\$2,902,767.40</b>	<b>\$45,918.61</b>
Cozen O'Connor	Ordinary Course Professional to the Debtor	02/09/10 - 05/08/10	\$192,832.50	\$3,655.90	\$1,087.50 fees \$107.35 exp.	<b>\$191,745.00</b>	<b>\$3,548.55</b>
<b>TOTAL</b>						<b>\$6,372,697.31</b>	<b>\$162,859.23</b>