

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

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	:
<i>In re</i>	:
	:
ADVANTA CORP., <i>et al.</i> ,	:
	:
Debtors. <sup>1</sup>	:
	:
	:
	:
	:
-----X	

Chapter 11

Case No. 09-13931 (KJC)

(Jointly Administered)

Objection Deadline: 3/21/11 at 4:00 p.m. (EDT)

**FOURTEENTH MONTHLY APPLICATION OF RICHARDS, LAYTON & FINGER, P.A.  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE  
DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD  
FROM JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

Name of Applicant:	<u>Richards, Layton &amp; Finger, P.A.</u>
Authorized to Provide Professional Services to:	<u>the above-captioned debtors and debtors-in-possession</u>
Date of Retention:	<u>December 3, 2009, <i>nunc pro tunc</i> to November 8, 2009</u>
Period for which compensation and reimbursement are sought:	<u>January 1, 2011 through January 31, 2011</u>
Amount of Compensation sought as actual, reasonable, and necessary:	<u>\$16,228.40 (80% of \$20,285.50)</u>
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	<u>\$1,196.93</u>
This is a(n): <u>X</u> monthly <u>    </u> interim <u>    </u> 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).

Prior Applications Filed:

<b>Date Filed</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>
1/28/10	11/8/09 - 12/31/09	\$97,773.00	\$11,758.14
2/25/10	1/1/10 - 1/31/10	\$22,001.00	\$217.44
3/30/10	2/1/10 - 2/28/10	\$31,485.00	\$1,326.03
4/27/10	3/1/10 - 3/31/10	\$43,138.00	\$2,208.74
5/26/10	4/1/10 - 4/30/10	\$43,325.50	\$866.90
6/29/10	5/1/10 - 5/31/10	\$51,426.50	\$1,647.24
7/27/10	6/1/10 - 6/30/10	\$40,515.50	\$1,674.66
8/23/10	7/1/10 - 7/31/10	\$59,455.00	\$1,408.00
9/29/10	8/1/10 - 8/31/10	\$77,448.50	\$12,540.08
10/29/10	9/1/10 - 9/30/10	\$25,994.50	\$295.45
11/30/10	10/1/10 - 10/31/10	\$32,298.00	\$4,066.19
12/28/10	11/1/10 - 11/30/10	\$28,094.50	\$974.57
1/31/11	12/1/10 - 12/31/10	\$57,991.50	\$5,416.14

**COMPENSATION BY PROFESSIONAL  
JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Paul N. Heath	Joined firm as associate in 1999. Director in 2007. Member of DE Bar since 1998.	\$550	5.3	\$2,915.00
Jason M. Madron	Joined firm as associate in 2003. Member of DE Bar since 2003.	\$420	0.1	\$42.00
Chun I. Jang	Joined firm as associate in 2005. Member of DE Bar since 2006.	\$365	0.9	\$328.50
Lee E. Kaufman	Joined firm as associate in 2006. Member of DE Bar since 2006.	\$340	1.0	\$340.00
Zachary I. Shapiro	Joined firm as associate in 2007. Member of DE Bar since 2008.	\$315	31.6	\$9,954.00
Andrew C. Irgens	Joined firm as associate in 2008. Member of DE Bar since 2009.	\$280	0.4	\$112.00
Julie A. Finocchiaro	Joined firm as associate in 2009. Member of DE Bar since 2009.	\$255	0.2	\$51.00
Ann Jerominski	Paralegal since 1995. Joined firm in 2000.	\$200	0.7	\$140.00
Jamie E. Schairer	Paralegal since 2009. Joined firm in 2009.	\$200	30.2	\$6,040.00
Janel Gates	Paralegal since 2007. Joined firm in 2007.	\$200	0.2	\$40.00
Robyn K. Sinclair	Paralegal since 2010. Joined firm in 2010.	\$200	1.0	\$200.00
Cathy M. Greer	Paralegal since 1995. Joined firm in 2000.	\$200	0.3	\$60.00

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Brenda D. Tobin	Case Management Assistant.	\$105	0.2	\$21.00
Amy B. Anderson	Case Management Assistant.	\$105	0.4	\$42.00
<b>TOTAL</b>			<b>72.5</b>	<b>\$20,285.50</b>

Grand Total	\$20,285.50
Attorney Compensation	\$13,742.50
Total Attorney Hours	39.5
Blended Rate	\$347.91

Dated: February 28, 2011  
Wilmington, Delaware

**COMPENSATION BY PROJECT CATEGORY**  
**JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration (A)	3.1	\$781.50
Creditor Inquiries (B)	2.9	\$703.50
Meetings (C)	0.0	\$0.00
Executory Contracts/Unexpired Leases (D)	6.9	\$2,138.00
Automatic Stay/Adequate Protection (E)	0.0	\$0.00
Plan of Re-Organization/Disclosure Statement (F)	17.3	\$5,792.50
Use, Sale, Lease of Assets (G)	0.0	\$0.00
Cash Collateral/DIP Financing (H)	0.0	\$0.00
Claims Administration (I)	0.7	\$175.00
Court Hearings (J)	13.2	\$2,873.00
General Corporate/Real Estate (K)	0.0	\$0.00
Schedules/SOFA/U.S. Trustee Reports (L)	5.8	\$1,946.00
Employee Issues (M)	0.0	\$0.00
Environmental (N)	0.0	\$0.00
Tax Issues (O)	0.0	\$0.00
Litigation/Adversary Proceedings (P)	0.0	\$0.00
RL&F Retention (Q-1)	0.0	\$0.00
Retention of Others (Q-2)	0.0	\$0.00
RL&F Fee Applications (R-1)	7.7	\$2,009.50
Fee Applications of Others (R-2)	14.9	\$3,866.50
Vendor/Supplies (S)	0.0	\$0.00
Non-Working Travel (T)	0.0	\$0.00
Utilities (U)	0.0	\$0.00
Insurance (V)	0.0	\$0.00
<b>TOTAL</b>	<b>72.5</b>	<b>\$20,285.50</b>

**EXPENSE SUMMARY**  
**JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Facsimile		\$0.00
Long Distance Telephone		\$41.70
In-House Reproduction (Duplication/Printing)	Copies - 1,820 @ \$.10/pg. Printing - 2,240 @ \$.10/pg.	\$406.00
Outside Reproduction		\$0.00
Legal Research	Westlaw	\$241.13
Filing/Court Fees	American Express	\$260.00
Court Reporting		\$0.00
Travel Expenses		\$0.00
Inside Courier & Expense Carriers		\$0.00
Outside Courier & Expense Carriers	Blue Marble	\$3.20
Postage		\$0.00
Binding		\$60.00
Business Meals	<i>See attached chart</i>	\$56.10
Document Retrieval	Pacer	\$128.80
Record Retrieval		\$0.00
Room Rental		\$0.00
Professional Services		\$0.00
Overtime		\$0.00
<b>TOTAL</b>		<b>\$1,196.93</b>

<b>BUSINESS MEAL DETAIL</b>				
<b>Date Posted</b>	<b>Provider</b>	<b>Meal &amp; # of people</b>	<b>Description</b>	<b>Amount</b>
1/11/2011	Grotto's	Dinner for 1	Efile notice re: assumption of executory contracts and WGM's fee application	\$8.89
1/25/2011	Grotto's	Dinner for 1	Prepare to file second amended notice of assumption of contracts	\$10.63
1/27/2011	Mikimotos	Dinner for 1	Finalize and prepare for filing amended schedule 8.1	\$36.58
<b>TOTAL</b>				<b>\$56.10</b>

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

	-X	
	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
	:	Objection Deadline: 3/21/11 at 4:00 p.m. (EDT)
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**FOURTEENTH MONTHLY APPLICATION OF RICHARDS, LAYTON & FINGER, P.A.  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE  
DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD  
FROM JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

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 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 “*Interim Compensation Order*”), Richards, Layton & Finger, P.A. (“*RL&F*”) hereby files this Fourteenth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from January 1, 2011 through January 31, 2011 (the “*Application*”). By this Application, RL&F seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$20,285.50 as

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<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).



compensation and \$1,196.93 for reimbursement of actual and necessary expenses for a total of \$21,482.43 for the period January 1, 2011 through and including January 31, 2011 (the “*Compensation Period*”). In support of this Application, RL&F respectfully represents as follows:

### **Background**

1. On November 8, 2009 (the “*First Filed Date*”), the majority of the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. On November 20, 2009 (together with the First Filed Date, the “*Petition Date*”), the remainder of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. RL&F was retained effective as of the Petition Date by this Court’s Order dated December 3, 2009 (the “*Retention Order*”). The Retention Order authorized RL&F to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

### **Compensation Paid and Its Source**

3. All services for which compensation is requested by RL&F were performed for or on behalf of the Debtors.

4. Except to the extent of the retainer paid to RL&F as described in the application seeking approval of RL&F’s employment by the Debtors during the period covered by this Application, RL&F has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between RL&F

and any other person other than the directors of RL&F for the sharing of compensation to be received for services rendered in these cases.

### **Fee Statements**

5. The fee statement for the Compensation Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of RL&F'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**

6. A summary of actual and necessary expenses and daily logs of expenses incurred by RL&F during the Compensation Period is attached hereto as Exhibit B. RL&F charges all of its bankruptcy clients \$0.10 per page for photocopying expenses and \$0.10 per page for printing jobs of ten pages or larger. RL&F also charges all of its clients \$0.25 per page for out-going facsimile transmissions. Actual long-distance carrier charges for outgoing facsimile transmissions are reflected in the long-distance telephone charges.

7. Regarding providers of on-line legal research (e.g., LEXIS and WESTLAW), RL&F charges all of its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal RL&F's actual cost. RL&F currently is under contract to pay these providers a flat fee every month. Charging its clients the on-line providers' standard usage rates allows RL&F to cover adequately the monthly flat fees it must pay to these types of providers.

8. RL&F believes the foregoing rates are the market rates that the majority of law firms charges clients for such services. In addition, RL&F believes that such charges are in accordance with the American Bar Association's ("**ABA**") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

#### **Summary of Services Rendered**

9. The directors and associates of RL&F who have rendered professional services in these cases are as follows: Paul N. Heath, Jason M. Madron, Chun I. Jang, Lee E. Kaufman, Zachary I. Shapiro, Andrew C. Irgens and Julie A. Finocchiaro. The paraprofessionals of RL&F who have provided service to these attorneys in these cases are as follows: Ann Jerominski, Jamie E. Schairer, Janel Gates, Robyn K. Sinclair, Cathy M. Greer, Brenda D. Tobin and Amy B. Anderson.

10. RL&F, by and through the above-named persons, has prepared and/or assisted in the preparation of various applications and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with these cases, and has performed all necessary professional services which are described and narrated in detail hereinafter.

#### **Summary of Services By Project**

11. The services rendered by RL&F during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation

sought for each category, in Exhibit A attached hereto.

A. Case Administration/Miscellaneous Matters

Fees: \$781.50: Total Hours: 3.1

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars, communications with the U.S. Trustee, review of work in process reports, review of notices of appearance and maintaining service lists.

B. Creditor Inquiries

Fees: \$703.50: Total Hours: 2.9

This category includes all matters related to responding to creditor inquiries.

C. Meetings

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to preparing for and attending meetings with Debtors, the creditors' committees, individual creditors, the U.S. Trustee and co-counsel.

D. Executory Contracts/Unexpired Leases

Fees: \$2,138.00: Total Hours: 6.9

This category includes all matters related to contract and lease analysis and matters related to assumption, assignment or rejection of executory contracts and unexpired leases.

E. Automatic Stay/Adequate Protection

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to and including all motions to modify the automatic stay, issues related to the effect of the automatic stay or pending matters, and all other types of actions where adequate protection is the central issue.

F. Plan of Reorganization/Disclosure Statement

Fees: \$5,792.50: Total Hours: 17.3

This category includes all matters related to review, formulation, negotiation, preparation and promulgation of plans of reorganization, disclosure statements, and related corporate documentation and research relating thereto.

G. Use, Sale, Lease of Assets

Fees: \$0.00: Total Hours: 0.0

This category includes all matters relating to acquisitions, dispositions and other postpetition uses of property of the estate.

H. Cash Collateral/DIP Financing

Fees: \$0.00: Total Hours: 0.0

This category includes all matters relating to negotiation and documentation of debtor in possession financing and post-confirmation financing, all cash collateral issues and related pleadings.

I. Claims Administration

Fees: \$175.00: Total Hours: 0.7

This category includes all matters related to and including claims administration matters and bar date matters, including claims objections and related contested matters.

J. Court Hearings

Fees: \$2,873.00: Total Hours: 13.2

This category includes all matters relating to preparation for and attendance at court hearings.

K. General Corporate/Real Estate

Fees: \$0.00: Total Hours: 0.0

This category includes all matters relating to transactional, corporate governance and related matters involving the debtors' business operations that are not part of a plan of reorganization or disclosure statement.

L. Schedules/SOFA/U.S. Trustee Reports

Fees: \$1,946.00: Total Hours: 5.8

This category includes preparation of schedules and amendments, statements of financial affairs and amendments, operating reports and other reports required by the U.S. Trustee or Bankruptcy Court.

M. Employee Issues

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to employee wages, benefits, collective bargaining issues, other employee relations matters, ERISA, and retirement benefits.

N. Environmental

Fees: \$0.00: Total Hours: 0.0

This category includes all environmental matters, other than environmental aspects of plan of reorganization.

O. Tax Issues

Fees: \$0.00: Total Hours: 0.0

This category includes all federal and state income, property, employment, excise and other tax matters, other than the tax aspects of plan of reorganization.

P. Litigation/Adversary Proceedings

Fees: \$0.00: Total Hours: 0.0

This category includes all matters relating to litigation and adversary proceedings.

Q-1. RL&F Applications

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to preparing applications to retain RL&F and supplements thereto.

Q-2. Retention of Others

Fees: \$0.00: Total Hours: 0.0

This category includes time spent reviewing applications for retention by other professionals, objecting to the retention of other professionals and assisting other professionals with preparing and filing retention applications.

R-1. RL&F Fee Application

Fees: \$2,009.50: Total Hours: 7.7

This category includes all time spent preparing, reviewing, filing, circulating and/or relating to monthly invoices and fee applications for RL&F.

R-2. Fee Application of Others

Fees: \$3,866.50: Total Hours: 14.9

This category includes time spent reviewing invoices or applications of other professionals, objecting to fees of other professionals and assisting other professionals with filing and circulating monthly invoices and applications.

S.     Vendor/Supplies

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to vendors and suppliers, including reclamation issues.

T.     Non-Working Travel

Fees: \$0.00: Total Hours: 0.0

This category includes all travel time not otherwise chargeable.

U.     Utilities

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to utility issues.

V.     Insurance

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to insurance policies or coverage.

**Valuation of Services**

12.     Attorneys and paraprofessionals of RL&F have expended a total of 72.5 hours in connection with this matter during the Compensation Period, as follows:

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Paul N. Heath	5.3	\$550
Jason M. Madron	0.1	\$420
Chun I. Jang	0.9	\$365
Lee E. Kaufman	1.0	\$340
Zachary I. Shapiro	31.6	\$315
Andrew C. Irgens	0.4	\$280
Julie A. Finocchiaro	0.2	\$255



<u>PARAPROFESSIONALS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Ann Jerominski	0.7	\$200
Jamie E. Schairer	30.2	\$200
Janel Gates	0.2	\$200
Robyn K. Sinclair	1.0	\$200
Cathy M. Greer	0.3	\$200
Brenda D. Tobin	0.2	\$105
Amy B. Anderson	0.4	\$105


The nature of the work performed by these persons is fully set forth in Exhibit A attached hereto. These are RL&F's normal hourly rates for work of this character. The reasonable value of the services rendered by RL&F to the Debtors during the Compensation Period is \$20,285.50.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by RL&F is fair and reasonable given (a) the complexity of these cases, (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 this title. Moreover, RL&F has reviewed the requirements of Del. Bankr. L.R. 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, RL&F respectfully requests that the Court authorize that for the period January 1, 2011 through January 31, 2011, an allowance be made to RL&F pursuant to the terms of the Interim Compensation Order, with respect to the sum of \$20,285.50 as compensation for necessary professional services rendered (80% of which equals \$16,228.40), and the sum of \$1,196.93 as 100% reimbursement of actual necessary costs and expenses, for a total of \$21,482.43 and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: February 28, 2011  
Wilmington, Delaware

Respectfully submitted,

  
\_\_\_\_\_  
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 DEBTORS  
AND DEBTORS IN POSSESSION

**VERIFICATION**

STATE OF DELAWARE                    )  
                                                  ) SS:  
COUNTY OF NEW CASTLE            )

Zachary I. Shapiro, after being duly sworn according to law, deposes and says:


a)       I am an associate with the applicant firm, Richards, Layton & Finger, P.A.  
and have been admitted to appear before this Court.

b)       I am familiar with the work performed on behalf of the Debtors by the  
lawyers in the firm.

c)       I have reviewed the foregoing Application and the facts set forth therein  
are true and correct to the best of my knowledge, information and belief. Moreover, I have  
reviewed Del. Bankr. L.R. 2016-2, and submit that the Application substantially complies with  
such order.

  
\_\_\_\_\_  
Zachary I. Shapiro (No. 5103)

SWORN AND SUBSCRIBED before me  
this 28th day of February, 2011.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 2/14/12

ANN JEROMINSKI  
Notary Public - State of Delaware  
My Comm. Expires Feb. 14, 2012

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

	-X	
	:	
<i>In re</i>	:	Chapter 11
	:	
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
	:	Objection Deadline: 3/21/11 at 4:00 p.m. (EDT)
	-X	

**NOTICE OF FEE APPLICATION**

PLEASE TAKE NOTICE that Richards, Layton & Finger, P.A. (the “*Applicant*”) has today filed the attached **Fourteenth Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from January 1, 2011 through January 31, 2011** (the “*Application*”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801 (the “*Bankruptcy Court*”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with 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 “*Interim Compensation Order*”) and must be filed with the Clerk of the Bankruptcy Court, and be served

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<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).

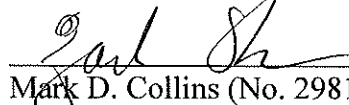
upon and received by (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons); (iii) local counsel to the Debtors, Richards Finger & Layton, P.A. One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Chun I. Jang); (iv) counsel to Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4834 (Attn: Roger G. Schwartz); (v) local counsel to the Official Committee of Unsecured Creditors, Drinker Biddle & Reath LLP, 1100 North Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen); and (vi) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Dave Klauder) by no later than **4:00 p.m. (Eastern Daylight Time) on March 21, 2011.**

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received in accordance with this notice and the Interim Compensation Order, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the Interim Compensation Order and the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Compensation Order, the Applicant may be paid an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of expenses requested in the Application or (ii) 80 percent of the fees and 100 percent of the expenses not subject to a timely-filed objection without the need for further order of the Bankruptcy Court.

Dated: February 28, 2011  
Wilmington, Delaware

Respectfully submitted,



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

## **Exhibit A**

Jay A. Dubow, Esq.  
Advanta Corp.  
Plymouth Corporate Center  
625 W. Ridge Pike, Bldg. E,  
Suite 100  
Conshohocken PA 19428

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For services through January 31, 2011  
relating to Case Administration

01/04/11	Correspondence with P. Tatum re: case status			
Associate	Zachary I. Shapiro	0.40 hrs.	315.00	\$126.00
01/05/11	Maintain original pleadings			
Paralegal	Brenda D. Tobin	0.20 hrs.	105.00	\$21.00
01/06/11	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.10 hrs.	105.00	\$10.50
01/12/11	Correspondence with D. Zabaha re: AOS re: docket no. 1095 and 1096 (.2); Review and approve same for filing (.1); Review critical dates calendar (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	315.00	\$126.00
01/13/11	Update critical dates calendar			
Paralegal	Jamie E. Schairer	0.60 hrs.	200.00	\$120.00
01/13/11	Review and revise critical dates calendar in light of confirmation hearing (.6); Correspondence with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.70 hrs.	315.00	\$220.50
01/14/11	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.10 hrs.	105.00	\$10.50
01/14/11	Correspondence with D. Zabaha re: AOS re: docket no. 1099 (.1); Review and approve same for filing (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	315.00	\$63.00
01/18/11	Correspondence with D. Zeiser re: affidavit of service re: docket nos. 1102-05 (.1); Review and approve same for filing (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	315.00	\$63.00



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01/24/11	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.10 hrs.	105.00	\$10.50
01/28/11	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.10 hrs.	105.00	\$10.50

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Total Fees for Professional Services	\$781.50
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TOTAL DUE FOR THIS INVOICE	<hr/> <b>\$781.50</b>
BALANCE BROUGHT FORWARD	<hr/> \$1,826.40
<b>TOTAL DUE FOR THIS MATTER</b>	<hr/> <b>\$2,607.90</b>

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For services through January 31, 2011  
relating to Creditor Inquiries

01/02/11	Review voicemail re: creditor inquiry and forward to Z. Shapiro			
Associate	Julie A. Finocchiaro	0.10 hrs.	255.00	\$25.50
01/03/11	Attend to voicemails from multiple creditors			
Paralegal	Jamie E. Schairer	0.50 hrs.	200.00	\$100.00
01/04/11	Review voicemails from multiple creditors and return telephone calls			
Paralegal	Jamie E. Schairer	0.40 hrs.	200.00	\$80.00
01/05/11	Return telephone call and leave message for C. Johnson re: inquiry (.1); Return telephone call and leave message for B. O'Donnell re: inquiry (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	200.00	\$40.00
01/05/11	Review voicemail from creditor and forward to Z. Shapiro			
Associate	Julie A. Finocchiaro	0.10 hrs.	255.00	\$25.50
01/06/11	Attend to voicemails from creditors			
Paralegal	Jamie E. Schairer	0.40 hrs.	200.00	\$80.00
01/11/11	Correspondence with A. Singer re: creditor call re: solicitation package (.2); Call with V. Vron re: same (.2)			
Associate	Zachary I. Shapiro	0.40 hrs.	315.00	\$126.00
01/12/11	Correspondence with A. Singer re: creditor call (.2); Correspondence with V. Vron re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	315.00	\$94.50
01/27/11	Email correspondence with C. Borris re: creditor inquiry re: notices			
Associate	Andrew C. Irgens	0.10 hrs.	280.00	\$28.00

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01/28/11	Return telephone call and leave message for Ms. Winslome			
Paralegal	Jamie E. Schairer	0.10 hrs.	200.00	\$20.00
01/31/11	Phone call with W. Lewis re: plan notice questions (.2); Phone call with Z. Shapiro re: same (.1)			
Associate	Andrew C. Irgens	0.30 hrs.	280.00	\$84.00

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Total Fees for Professional Services	\$703.50
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TOTAL DUE FOR THIS INVOICE	\$703.50
BALANCE BROUGHT FORWARD	\$525.80
<b>TOTAL DUE FOR THIS MATTER</b>	<b>\$1,229.30</b>

Jay A. Dubow, Esq.  
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For services through January 31, 2011  
relating to Executory Contracts/Unexpired Leases

01/10/11	Email correspondence with Z. Shapiro re: contract assumption notice (.1); Research re: same (.2)			
Associate	Lee Kaufman	0.30 hrs.	340.00	\$102.00
01/10/11	E-mail correspondence with Z. Shapiro re: contract issue (.1); Review notice of contract assumption (.2)			
Director	Paul N. Heath	0.30 hrs.	550.00	\$165.00
01/10/11	Correspondence with J. Ganesh re: notice of assumed contracts pursuant to section 8.1 of plan (.2); Legal research re: same (.8); Correspondence with V. Vron re: same (.2)			
Associate	Zachary I. Shapiro	1.20 hrs.	315.00	\$378.00
01/11/11	Efile notice of proposed assumption of executory contracts (.2); Coordinate service of same (.1)			
Paralegal	Ann Jerominski	0.30 hrs.	200.00	\$60.00
01/11/11	E-mail correspondence with Z. Shapiro re: contract assumption issue			
Director	Paul N. Heath	0.10 hrs.	550.00	\$55.00
01/11/11	Correspondence with V. Vron re: comments to notice of assumed contracts (.2); Factual investigation re: same (.2); Finalize same for filing (.5)			
Associate	Zachary I. Shapiro	0.90 hrs.	315.00	\$283.50
01/21/11	File amended notice of proposed assumption of executory contracts (.2); Coordinate service of same (.1)			
Paralegal	Cathy M. Greer	0.30 hrs.	200.00	\$60.00
01/21/11	E-mail correspondence with Z. Shapiro re: amended notice of assumed contracts (.1); Review same (.1)			
Director	Paul N. Heath	0.20 hrs.	550.00	\$110.00

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01/21/11	Review, revise and finalize for filing amended notice of list of assumed of contracts (.8); Correspondence with J. Ganesh re: same (.2); Correspondence with C. Greer re: filing and service of same (.2)			
Associate	Zachary I. Shapiro	1.20 hrs.	315.00	\$378.00
01/25/11	Prepare to file second amended notice of assumption of contracts			
Paralegal	Robyn K. Sinclair	1.00 hrs.	200.00	\$200.00
01/25/11	Draft and revise second omnibus notice of contracts to be assumed			
Associate	Zachary I. Shapiro	1.10 hrs.	315.00	\$346.50

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Total Fees for Professional Services	\$2,138.00
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TOTAL DUE FOR THIS INVOICE	<b>\$2,138.00</b>
BALANCE BROUGHT FORWARD	\$442.80
<b>TOTAL DUE FOR THIS MATTER</b>	<b>\$2,580.80</b>

Jay A. Dubow, Esq.  
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For services through January 31, 2011  
relating to Plan of Reorganization/Disclosure Statement

01/03/11	Draft affidavit of publication for notice of confirmation hearing and solicitation procedures in Philadelphia Inquirer (.1); Draft affidavit of publication for notice of confirmation hearing and solicitation procedures in Wall Street Journal (.1); Circulate both to Z. Shapiro for review (.1); Efile affidavit of publication for notice of confirmation hearing and solicitation procedures in Philadelphia Inquirer (.1); Efile affidavit of publication for notice of confirmation hearing and solicitation procedures in Wall Street Journal (.1)			
Paralegal	Jamie E. Schairer	0.50 hrs.	200.00	\$100.00
01/03/11	Correspondence with J. Ganesh re: solicitation package issue (.2); Correspondence with K. Petriano re: same (.1); Correspondence with V. Vron re: affidavits of publication for notice of confirmation hearing (.1); Review same for filing (.3); Correspondence with J. Schairer re: filing and service of same (.1); Conference with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	315.00	\$283.50
01/04/11	Review and revise for filing affidavit of service regarding solicitation materials (.7); Correspondence with D. Zeiser re: same (.2)			
Associate	Zachary I. Shapiro	0.90 hrs.	315.00	\$283.50
01/05/11	Return telephone call from L. Ginner and leave message re: solicitation package (.1); Telephone call with D. Geller re: same (.1); Telephone call with K. Green re: same (.2)			
Paralegal	Jamie E. Schairer	0.40 hrs.	200.00	\$80.00
01/05/11	E-mail correspondence (x6) with Z. Shapiro concerning memorandum in support of liquidating plan			
Associate	Jason M. Madron	0.10 hrs.	420.00	\$42.00

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01/05/11	Email correspondence with J. Madron and Z. Shapiro re: memorandum of law in support of confirmation			
Associate	Lee Kaufman	0.20 hrs.	340.00	\$68.00
01/05/11	Calls with creditors re: completing ballots (.6); Legal research re: briefs and/or affidavit in support of plan confirmation (.8); Call with D. Hoehne re: same (.2); Correspondence with J. Madron re: same (.2); Correspondence with D. Hoehne re: same (.1)			
Associate	Zachary I. Shapiro	1.90 hrs.	315.00	\$598.50
01/06/11	Conference with Z. Shapiro re: confirmation issues			
Director	Paul N. Heath	0.20 hrs.	550.00	\$110.00
01/06/11	Call with creditor re: solicitation package issue			
Associate	Zachary I. Shapiro	0.40 hrs.	315.00	\$126.00
01/11/11	E-mail correspondence (x2) with Z. Shapiro re: plan issue			
Director	Paul N. Heath	0.30 hrs.	550.00	\$165.00
01/11/11	Review voting results (.2) ; Review comment from fee examiner re: plan (.2); Correspondence with V. Vron re: same (.2)			
Associate	Zachary I. Shapiro	0.60 hrs.	315.00	\$189.00
01/12/11	Review voting results to date			
Associate	Zachary I. Shapiro	0.20 hrs.	315.00	\$63.00
01/13/11	Review voting results (.3); Correspondence with V. Vron re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	315.00	\$126.00
01/14/11	E-mail correspondence with Z. Shapiro re: plan issue (.1); Review preliminary voting report (.2)			
Director	Paul N. Heath	0.30 hrs.	550.00	\$165.00
01/14/11	Review voting results to date			
Associate	Zachary I. Shapiro	0.40 hrs.	315.00	\$126.00

Jay A. Dubow, Esq.  
 Advanta Corp.  
 Plymouth Corporate Center  
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 Conshohocken PA 19428

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01/18/11	Correspondence with K. Petriano re: voting results to date (.1); Review preliminary ballot tabulation (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	315.00	\$94.50
01/19/11	Review voting results to date (.2); Correspondence with P. Tatum re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	315.00	\$94.50
01/20/11	Conference with Z. Shapiro re: plan issue			
Director	Paul N. Heath	0.10 hrs.	550.00	\$55.00
01/20/11	Review voting results to date (.2); Correspondence with K. Petriano re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	315.00	\$94.50
01/21/11	Conference with Z. Shapiro re: plan supplement			
Director	Paul N. Heath	0.20 hrs.	550.00	\$110.00
01/21/11	Correspondence with J. Ganesh re: plan supplement filing (.3); Correspondence with K. Petriano re: same (.2); Finalize for notice of filing of same for service (.3); Correspondence with K. Petriano re: same (.1); Review voting report (.2); Correspondence with K. Petriano re: same (.1)			
Associate	Zachary I. Shapiro	1.20 hrs.	315.00	\$378.00
01/22/11	Telephone call with Z. Shapiro re: filing of plan supplement (.1); Review emails from Z. Shapiro re: same (.1); Efile plan supplement and exhibits thereto (.6); Serve same (.1); Efile notice of filing plan supplement (.2); Circulate plan supplement and notice of filing of same to distribution (.1)			
Paralegal	Jamie E. Schairer	1.20 hrs.	200.00	\$240.00
01/22/11	Review, revise and finalize for filing plan supplement (2.9); Correspondence with J. Schairer re: filing and service of same (.2); Correspondence with V. Vron re: same (.2)			
Associate	Zachary I. Shapiro	3.30 hrs.	315.00	\$1,039.50



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01/24/11	Review plan supplement			
Director	Paul N. Heath	0.80 hrs.	550.00	\$440.00
01/25/11	Review voting results			
Associate	Chun I. Jang	0.10 hrs.	365.00	\$36.50
01/25/11	E-mail correspondence with Z. Shapiro re: plan issue (.1); Review voting report (.1)			
Director	Paul N. Heath	0.20 hrs.	550.00	\$110.00
01/25/11	Review voting results to date			
Associate	Zachary I. Shapiro	0.30 hrs.	315.00	\$94.50
01/28/11	E-mail correspondence with Z. Shapiro re: voting report (.1); Review same (.1)			
Director	Paul N. Heath	0.20 hrs.	550.00	\$110.00
01/28/11	Correspondence with V. Vron re: plan objection deadline (.2); Review up to date voting results (.2); Correspondence with C. Jang and P. Heath re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	315.00	\$157.50
01/31/11	E-mail correspondence with C. Jang and V. Vron re: plan issue			
Director	Paul N. Heath	0.10 hrs.	550.00	\$55.00
01/31/11	Correspondence with K. Petriano re: voting results to date (.1); Review voting results (.3); Correspondence with V. Vron re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	315.00	\$157.50

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Total Fees for Professional Services	\$5,792.50
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TOTAL DUE FOR THIS INVOICE	\$5,792.50
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BALANCE BROUGHT FORWARD	\$37,454.70
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Jay A. Dubow, Esq.  
Advanta Corp.  
Plymouth Corporate Center  
625 W. Ridge Pike, Bldg. E,  
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Conshohocken PA 19428

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**TOTAL DUE FOR THIS MATTER**

**\$43,247.20**

Jay A. Dubow, Esq.  
Advanta Corp.  
Plymouth Corporate Center  
625 W. Ridge Pike, Bldg. E,  
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For services through January 31, 2011  
relating to Claims Administration

01/13/11	Circulate correspondence received from C. Robichaud re: her response to her proof of claim as recorded on Schedule 12.10			
Paralegal	Jamie E. Schairer	0.20 hrs.	200.00	\$40.00
01/13/11	Review correspondence from C. Robichaud re: claim issue			
Director	Paul N. Heath	0.10 hrs.	550.00	\$55.00
01/14/11	Coordinate delivery of proofs of claim (x3) of the Commonwealth of Massachusetts, Department of Revenue to Garden City			
Paralegal	Jamie E. Schairer	0.20 hrs.	200.00	\$40.00
01/26/11	Circulate to distribution correspondence received from C. Payne regarding her claim			
Paralegal	Jamie E. Schairer	0.20 hrs.	200.00	\$40.00

Total Fees for Professional Services	<hr/> \$175.00
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TOTAL DUE FOR THIS INVOICE	<hr/> \$175.00
BALANCE BROUGHT FORWARD	\$2,060.90
TOTAL DUE FOR THIS MATTER	<hr/> \$2,235.90

Jay A. Dubow, Esq.  
Advanta Corp.  
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For services through January 31, 2011  
relating to Court Hearings

01/03/11	Email from/to J. Ganesh re: second interim fee hearing			
Paralegal	Jamie E. Schairer	0.10 hrs.	200.00	\$20.00
01/06/11	Correspondence with V. Vron re: 12/16 hearing transcript (.1); Factual investigation re: same (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	315.00	\$63.00
01/11/11	E-mail correspondence with V. Vron and Z. Shapiro re: hearing (.2); Conference with Z. Shapiro re: same (.2)			
Director	Paul N. Heath	0.40 hrs.	550.00	\$220.00
01/13/11	Update motion chart (.8); Draft notice of second interim fee hearing (1.1)			
Paralegal	Jamie E. Schairer	1.90 hrs.	200.00	\$380.00
01/14/11	Emails with Z. Shapiro re: deadline to file notice of second interim fee hearing and research re: same			
Paralegal	Jamie E. Schairer	0.30 hrs.	200.00	\$60.00
01/19/11	Email from, to Z. Shapiro (x2) re: telephonic appearance request for second interim fee hearing			
Paralegal	Jamie E. Schairer	0.10 hrs.	200.00	\$20.00
01/19/11	E-mail correspondence with Z. Shapiro re: hearing (.1); Review hearing notice (.1)			
Director	Paul N. Heath	0.20 hrs.	550.00	\$110.00
01/20/11	Begin drafting index for second interim fee hearing binders (1.5); Efile notice of second interim fee hearing (.1); Serve same (.1)			
Paralegal	Jamie E. Schairer	1.70 hrs.	200.00	\$340.00

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01/21/11	Continue updating index for second interim fee hearing binders			
Paralegal	Jamie E. Schairer	0.10 hrs.	200.00	\$20.00
01/25/11	Continue drafting index for second interim fee hearing binder (1.6); Create chart for second interim fee hearing binder (1.3); Begin preparing second interim fee hearing binder (1.8)			
Paralegal	Jamie E. Schairer	4.70 hrs.	200.00	\$940.00
01/26/11	Continue preparing second interim fee hearing binder (2.7); Circulate chart for second interim fee hearing binders to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	2.80 hrs.	200.00	\$560.00
01/28/11	Review and finalize second interim fee hearing binders			
Paralegal	Jamie E. Schairer	0.70 hrs.	200.00	\$140.00

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Total Fees for Professional Services	\$2,873.00
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TOTAL DUE FOR THIS INVOICE	\$2,873.00
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BALANCE BROUGHT FORWARD	\$22,115.30
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TOTAL DUE FOR THIS MATTER	\$24,988.30
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Jay A. Dubow, Esq.  
Advanta Corp.  
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For services through January 31, 2011  
relating to Schedules/SOFA/U.S. Trustee Reports

01/05/11	Correspondence with C. Wilson re: opening new account as reflected in MOR (.2); Correspondence with V. Vron re: same (.2); Legal research re: same (.2); Conferences with J. Madron re: same (.2)			
Associate	Zachary I. Shapiro	0.80 hrs.	315.00	\$252.00
01/19/11	Correspondence re: scheduling call re: December MOR			
Associate	Zachary I. Shapiro	0.20 hrs.	315.00	\$63.00
01/20/11	Review December MOR (.3); Correspondence with C. Wilson re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	315.00	\$126.00
01/24/11	Review monthly operating report (.2); Conference with Z. Shapiro re: same (.1); Attend conference call re: same (.1)			
Associate	Chun I. Jang	0.40 hrs.	365.00	\$146.00
01/27/11	Attention to emails from V. Vron and Z. Shapiro re: post-confirmation reports			
Associate	Chun I. Jang	0.10 hrs.	365.00	\$36.50
01/27/11	Conference (x2) with Z. Shapiro re: post-confirmation quarterly reports			
Associate	Lee Kaufman	0.30 hrs.	340.00	\$102.00
01/27/11	Conference with Z. Shapiro re: reporting issue (.2); E-mail correspondence with Z. Shapiro and V. Vron re: same (.2)			
Director	Paul N. Heath	0.40 hrs.	550.00	\$220.00
01/27/11	Legal research re: post confirmation quarterly reports (1.1); Conferences with L. Kaufman re: same (.2); Conference with J. Madron re: same (.1); Conference with P. Heath re: same (.1); Correspondence with V. Vron re: same (.2)			
Associate	Zachary I. Shapiro	1.70 hrs.	315.00	\$535.50

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01/28/11	E-mail correspondence with C. Wilson re: monthly operating report			
Associate	Chun I. Jang	0.10 hrs.	365.00	\$36.50
01/28/11	Efile December 2010 monthly operating report (.1); Coordinate delivery of same to UST (.1); Draft affidavit of service re: same (.1); Efile affidavit of service re: same (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	200.00	\$80.00
01/28/11	Review monthly operating report for filing			
Director	Paul N. Heath	0.10 hrs.	550.00	\$55.00
01/28/11	Correspondence with C. Wilson re: December monthly operating report (.1); Correspondence with C. Jang re: same (.1); Conference with C. Jang re: same (.1); Review and finalize same for filing (.3); Correspondence with J. Schairer re: filing and service of same (.1)			
Associate	Zachary I. Shapiro	0.70 hrs.	315.00	\$220.50
01/31/11	E-mail correspondence with V. Vron and C. Wilson re: monthly operating reports (.1); Telephone call with A. Sagat and C. Wilson re: post-confirmation reporting (.1)			
Associate	Chun I. Jang	0.20 hrs.	365.00	\$73.00

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Total Fees for Professional Services	\$1,946.00
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TOTAL DUE FOR THIS INVOICE	<hr/> <b>\$1,946.00</b>
BALANCE BROUGHT FORWARD	<b>\$4,633.00</b>
TOTAL DUE FOR THIS MATTER	<hr/> <b>\$6,579.00</b>

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For services through January 31, 2011  
relating to RLF Fee Applications

01/03/11	Emails with Z. Shapiro re: fee auditor's response to RLF's second interim fee application			
Paralegal	Jamie E. Schairer	0.10 hrs.	200.00	\$20.00
01/04/11	E-mail correspondence with Z. Shapiro re: fee auditor report			
Director	Paul N. Heath	0.10 hrs.	550.00	\$55.00
01/06/11	Draft RLF's third interim fee application (.8); Circulate same to Accounting for review (.1)			
Paralegal	Jamie E. Schairer	0.90 hrs.	200.00	\$180.00
01/06/11	Email correspondence with Z. Shapiro re: comments to RLF fee application (.1); Research re: response to fee auditor's report (.1)			
Associate	Lee Kaufman	0.20 hrs.	340.00	\$68.00
01/06/11	Correspondence with J. Schairer re: RL&F's third interim fee application (.1); Review same (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	315.00	\$63.00
01/07/11	Email to/from Z. Shapiro re: 3rd interim fee application of RLF			
Paralegal	Jamie E. Schairer	0.10 hrs.	200.00	\$20.00
01/14/11	Efile third interim fee application of RL&F (.1); Serve same (.1); Update meal log (.4); Review December 2010 bill memorandum (1.2)			
Paralegal	Jamie E. Schairer	1.80 hrs.	200.00	\$360.00
01/14/11	Review RLF interim fee application for filing			
Director	Paul N. Heath	0.10 hrs.	550.00	\$55.00
01/18/11	Attend to meal log for December 2010 bill memorandum			
Paralegal	Jamie E. Schairer	0.50 hrs.	200.00	\$100.00



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01/19/11	Draft certification of no objection re: November fee application of RL&F			
Paralegal	Jamie E. Schairer	0.20 hrs.	200.00	\$40.00
01/20/11	Email to, from Z. Shapiro re: informal responses to November fee application of RL&F (.1); Email with Z. Shapiro re: fee auditor's final report for RL&F (.1); Efile certification of no objection re: November fee application of RL&F (.1); Email November fee application of RL&F and certification of no objection re: same to G. Hewitt for payment (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	200.00	\$80.00
01/20/11	Review fee auditor report (.1); E-mail correspondence with Z. Shapiro re: same (.1)			
Director	Paul N. Heath	0.20 hrs.	550.00	\$110.00
01/20/11	Correspondence with J. Schairer re: CNO re: RL&F's December fee application (.1); Finalize same for filing (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	315.00	\$94.50
01/25/11	Update meal log for December 2010 fee application			
Paralegal	Jamie E. Schairer	0.60 hrs.	200.00	\$120.00
01/27/11	Review bill memo re: RLF December fee application			
Director	Paul N. Heath	0.40 hrs.	550.00	\$220.00
01/31/11	Review and revise December 2010 fee application (.5); Draft notice of same (.1); Circulate same to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	0.70 hrs.	200.00	\$140.00
01/31/11	Finalize and efile RL&F 13th monthly fee application			
Paralegal	Janel Gates	0.20 hrs.	200.00	\$40.00
01/31/11	Review RLF fee application			
Director	Paul N. Heath	0.10 hrs.	550.00	\$55.00

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01/31/11	Review, revise and finalize for filing RL&F's December fee application (.4); Conference with J. Schairer re: same (.1); Conference with J. Gates re: filing and service of same (.1)			
Associate	Zachary I. Shapiro	0.60 hrs.	315.00	\$189.00

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Total Fees for Professional Services	\$2,009.50
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TOTAL DUE FOR THIS INVOICE	\$2,009.50
BALANCE BROUGHT FORWARD	\$2,901.00
<b>TOTAL DUE FOR THIS MATTER</b>	<b>\$4,910.50</b>

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For services through January 31, 2011  
relating to Fee Applications of Others

01/03/11	Review email from A. Sagat re: certification of no objection re: 11th fee application of Alvarez & Marsal and finalize same for filing (.1); Efile certification of no objection re: 11th fee application of Alvarez & Marsal (.1); Email 11th fee application of Alvarez & Marsal and certification of no objection re: same to G. Hewitt for payment (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	200.00	\$60.00
01/03/11	Correspondence with V. Vron re: status of final reports (.2); Correspondence with B. Ruhlander re: same (.1); Correspondence with J. Schairer re: same (.1); Review and revise for filing certification of no objection re: A&M's eleventh monthly fee statement (.2); Correspondence with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.70 hrs.	315.00	\$220.50
01/06/11	Update fee application status chart (.8); Retrieve November 2010 fee application of W. Smith (.1); Retrieve CNO re: same (.1); Email both to G. Hewitt for payment (.1); Retrieve fee auditor's initial report re: second interim fee application of Cozen O'Connor (.1); Retrieve fee auditor's final report re: second interim fee application of WGM (.1); Emails with Z. Shapiro re: deadline to file 3rd interim fee application (.1); Remind debtors' professionals of deadline to file 3rd interim fee application (.1)			
Paralegal	Jamie E. Schairer	1.50 hrs.	200.00	\$300.00
01/06/11	Review fee auditor report re: Cozen fee application (.1); Review fee auditor report re: Weil fee application (.1)			
Director	Paul N. Heath	0.20 hrs.	550.00	\$110.00
01/06/11	Correspondence with J. Schairer re: deadline to file third interim fee applications (.2); Correspondence with P. Tatum re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	315.00	\$94.50

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01/07/11	Email with P. Tatum re: KPMG and third interim period			
Paralegal	Jamie E. Schairer	0.10 hrs.	200.00	\$20.00
01/07/11	Correspondence with J. Schairer re: RL&F's third interim fee application (.1); Review same (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	315.00	\$63.00
01/11/11	Prepare notice of Weil Gotshal monthly fee application (.1); Efile Weil Gotshal monthly fee application (.2); Coordinate service of same (.1)			
Paralegal	Ann Jerominski	0.40 hrs.	200.00	\$80.00
01/11/11	Correspondence with B. Ruhlander re: scheduling second interim fee hearing (.2); Correspondence with N. Hunt re: same (.2); Correspondence with V. Vron re: same (.3); Conference with P. Heath re: same (.1); Finalize WGM's October fee application for filing (.4)			
Associate	Zachary I. Shapiro	1.20 hrs.	315.00	\$378.00
01/13/11	Update fee application status chart (.9); Multiple emails with Z. Shapiro and research re: objection deadlines for W. Smith's interim fee applications (.2); Prepare November fee application of Alvarez & Marsal for filing (.2); Draft notice for same (.1); Circulate same to Z. Shapiro for review (.1); Efile same (.2); Serve same (.1); Update fee application status chart (.1); Email from/to Z. Shapiro re: Weil's filed fee applications for third interim (.1)			
Paralegal	Jamie E. Schairer	2.00 hrs.	200.00	\$400.00
01/13/11	Review, revise and finalize for filing A&M's November fee statement (.4); Correspondence with J. Schairer re: filing and service of same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	315.00	\$157.50
01/14/11	Prepare November fee application of Weil for filing (.2); Draft notice of same (.1); Efile same (.2); Serve same (.1); Update fee application status chart (.1); Efile third interim fee application of Weil (.1); Efile third interim fee application of Alvarez & Marsal (.1); Serve both (.1); Update fee application status chart (.3)			
Paralegal	Jamie E. Schairer	1.30 hrs.	200.00	\$260.00

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01/14/11	Correspondence with M. Napoliello re: A&M's third interim fee application (.1); Review and revise same for filing (.3); Correspondence with J. Schairer re: filing and service of same (.1); Correspondence with J. Ganesh re: Weil's November fee application (.1); Review and finalize same for filing (.3); Correspondence with J. Schairer re: filing and service of same (.1); Correspondence with J. Ganesh re: Weil's third interim fee application (.1); Review and finalize same for filing (.2); Correspondence with J. Schairer re: deadline to file notice of second interim fee hearing (.1); Factual investigation re: same (.1)			
Associate	Zachary I. Shapiro	1.50 hrs.	315.00	\$472.50
01/19/11	Update fee application status chart			
Paralegal	Jamie E. Schairer	0.50 hrs.	200.00	\$100.00
01/19/11	Review and revise notice of second interim fee hearing (.3); Correspondence with V. Vron re: same (.1); Call with V. Vron re: comments to same (.1); Revise same in light of V. Vron's comments (.2); Correspondence with Debtors' professionals re: fee hearing (.2); Correspondence with Committee's professionals re: same (.1); Correspondence with P. Tatum re: same (.1); Correspondence with B. Ruhlander re: same (.2)			
Associate	Zachary I. Shapiro	1.30 hrs.	315.00	\$409.50
01/20/11	Update fee application status chart			
Paralegal	Jamie E. Schairer	0.30 hrs.	200.00	\$60.00
01/20/11	Finalize notice of second interim fee hearing for filing (.2); Correspondence with J. Schairer re: filing and service of same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	315.00	\$94.50
01/26/11	Review chart of professionals' fees for submission to Chambers			
Associate	Zachary I. Shapiro	0.70 hrs.	315.00	\$220.50

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01/27/11	Draft certification of no objection re: October fee application of Weil (.2); Draft certification of no objection re: November fee application of Weil (.2); Draft certification of no objection re: November fee application of Alvarez & Marsal (.2); Draft order re: second interim fees (.4); Circulate same to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	1.10 hrs.	200.00	\$220.00
01/27/11	Review omnibus fee order for second interim fee hearing			
Associate	Zachary I. Shapiro	0.40 hrs.	315.00	\$126.00
01/31/11	Email December 2010 fee application of W. Smith and certification of no objection re: same to G. Hewitt for payment			
Paralegal	Jamie E. Schairer	0.10 hrs.	200.00	\$20.00

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Total Fees for Professional Services	\$3,866.50
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TOTAL DUE FOR THIS INVOICE	\$3,866.50
BALANCE BROUGHT FORWARD	\$3,581.60
<b>TOTAL DUE FOR THIS MATTER</b>	<b>\$7,448.10</b>

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Summary of Hours

	Hours	Rate/Hr	Dollars
Amy B. Anderson	0.40	105.00	42.00
Andrew C. Irgens	0.40	280.00	112.00
Ann Jerominski	0.70	200.00	140.00
Brenda D. Tobin	0.20	105.00	21.00
Cathy M. Greer	0.30	200.00	60.00
Chun I. Jang	0.90	365.00	328.50
Jamie E. Schairer	30.20	200.00	6,040.00
Janel Gates	0.20	200.00	40.00
Jason M. Madron	0.10	420.00	42.00
Julie A. Finocchiaro	0.20	255.00	51.00
Lee Kaufman	1.00	340.00	340.00
Paul N. Heath	5.30	550.00	2,915.00
Robyn K. Sinclair	1.00	200.00	200.00
Zachary I. Shapiro	31.60	315.00	9,954.00
<b>TOTAL</b>	<b>72.50</b>	<b>\$279.80</b>	<b>20,285.50</b>

**TOTAL DUE FOR THIS INVOICE**

**\$21,482.43**

Payment may be made by wire transfer to our account at Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890, Account No. 2264-1174, ABA No. 031100092. Please indicate on wire transfer the invoice number stated above.

Photocopying and printing are charged at \$0.10 per page. Telephone charges are billed at standard AT&T rates which may not be our cost.

**PAYABLE WHEN RENDERED**

707765

## **Exhibit B**



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Tax I.D. No.: 51-0226371

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For disbursements incurred through January 31, 2011  
relating to Advanta - Restructuring Advice

**OTHER CHARGES:**

Binding	\$60.00
Business Meals	\$56.10
Document Retrieval	\$128.80
Filing Fees	\$260.00
Lexis/Westlaw	\$241.13
Long distance telephone charges	\$41.70
Messenger and delivery service	\$3.20
Photocopying/Printing	\$406.00
1,820 @ \$.10 pg. / 2,240 @ \$.10 pg.	
Other Charges	\$1,196.93

<b>TOTAL DUE FOR THIS INVOICE</b>	<b>\$1,196.93</b>
<b>BALANCE BROUGHT FORWARD</b>	<b>\$5,416.14</b>
<b>TOTAL DUE FOR THIS MATTER</b>	<b>\$6,613.07</b>



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Client: Advanta Corp.

Matter: Advanta - Restructuring Advice  
 Case Administration  
 Creditor Inquiries  
 Executory Contracts/Unexpired Leases  
 Plan of Reorganization/Disclosure Statement  
 Claims Administration  
 Court Hearings  
 Schedules/SOFA/U.S. Trustee Reports  
 RLF Fee Applications  
 Fee Applications of Others

Date	Description	Summary Phrase
01/31/11	Binding Amount = \$60.00	BIND
01/31/11	Document Retrieval Amount = \$128.80	DOCRETRI
01/31/11	Photocopying/Printing 1,820 @ \$.10 pg. / 2,240 @ \$.10 pg. Amount = \$406.00	DUP
01/31/11	Filing Fees Amount = \$260.00	FLFEE
01/31/11	Long distance telephone charges Amount = \$41.70	LD
01/31/11	Lexis/Westlaw Amount = \$241.13	LEXIS
01/31/11	Business Meals Amount = \$56.10	MEALSCL
01/31/11	Messenger and delivery service Amount = \$3.20	MESS

TOTALS FOR 707765

Advanta Corp.

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Expenses \$1,196.93