

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

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:
In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
: **Hearing Date: September 13, 2011 at 10:00 a.m.**
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**FINAL APPLICATION OF WEIL, GOTSHAL & MANGES LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES INCURRED AS CO-COUNSEL
TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD
FROM NOVEMBER 8, 2009 THROUGH FEBRUARY 28, 2011**

Name of Applicant: Weil, Gotshal & Manges LLP

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

Date of Retention: December 3, 2009 *Nunc Pro Tunc*
to November 8, 2009

Period For Which Total Compensation
And Reimbursement Are Sought November 8, 2009 through February 28, 2011

¹ 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). Additional information regarding the Debtors' businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009 (the "*Rosoff Declaration*"), the date the majority of Debtors filed their petitions under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*"), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp. ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases. On February 11, 2011, the United States Bankruptcy Court for the District of Delaware (the "*Bankruptcy Court*") entered the Order confirming the Debtors' Joint Plan Under Chapter 11 Plan of the Bankruptcy Code [Docket No. 895] (as modified, the "*Plan*").

Amount Of Fees Billed For the Total Compensation Period	<u>\$8,064,387.00</u>
Amount of Expenses Billed for the Total Compensation Period	<u>\$365,387.81</u>
Fee Reductions for the Total Compensation Period	<u>(\$18,485.60)</u>
Expense Reductions for the Total Compensation Period	<u>(\$1,549.94)</u>
Total Fee Reductions and Expense Reductions for the Total Compensation Period ²	<u>(\$20,035.54)</u>
Amount of Fees Requested to be Allowed for the Total Compensation Period	<u>\$8,045,901.40</u>
Amount of Expenses Requested to be Allowed for the Total Compensation Period	<u>\$363,837.87</u>
Total Amount of Fees and Expenses Requested to be Allowed for the Total Compensation Period	<u>\$8,409,739.27</u>

_____ This is a(n): _____ Monthly _____ Interim X Final Application

² The reductions reflect deductions agreed upon by Weil Gotshal & Manges LLP (“Weil”) and the fee auditor appointed in these chapter 11 cases (the “Fee Auditor”) during the course of the Total Compensation Period, as reflected in orders approving Weil’s interim fee applications [Docket Nos. 814 and 1087]. Although the Fee Auditor has yet to make a final determination regarding Weil’s Third Interim Fee Application [Docket No. 1103], Weil has included in this final fee application the voluntary deductions it has already agreed to for the third interim period.

Monthly Applications Filed:

Fee Application Period, Filing Date, Docket No.	Total Fees Requested	Fees Heldback	Total Fees Paid by Debtor	Total Expenses Requested	Total Expenses Paid by Debtor	Status
First Monthly Fee Application 11/08/09 through 12/31/09 Filed 03/19/10 [Docket No. 345]	\$412,697.75	\$0	\$412,697.75	\$10,438.72	\$10,438.72	No objections were filed with respect to this monthly fee application.
Second Monthly Fee Application 01/01/10 through 01/31/10 Filed 04/28/10 [Docket No. 449]	\$394,392.00	\$0	\$394,392.00	\$4,513.70	\$4,513.70	No objections were filed with respect to this monthly fee application.
Third Monthly Fee Application 02/01/10 through 02/28/10 Filed 05/12/10 [Docket No. 502]	\$529,133.50	\$0	\$529,133.50	\$7,182.21	\$7,182.21	No objections were filed with respect to this monthly fee application.

Fee Application Period, Filing Date, Docket No.	Total Fees Requested	Fees Heldback	Total Fees Paid by Debtor	Total Expenses Requested	Total Expenses Paid by Debtor	Status
<p>Fourth Monthly Fee Application</p> <p>03/01/10 through 03/31/10</p> <p>Filed 05/27/10</p> <p>[Docket No. 518]</p>	\$656,663.00	\$0	\$656,663.00	\$21,827.51	\$21,827.51	No objections were filed with respect to this monthly fee application.
<p>Fifth Monthly Fee Application</p> <p>04/01/10 through 04/30/10</p> <p>Filed 06/16/10</p> <p>[Docket No. 626]</p>	\$529,051.00	\$0	\$529,051.00	\$8,748.39	\$8,748.39	No objections were filed with respect to this monthly fee application.
<p>Sixth Monthly Fee Application</p> <p>05/01/10 through 05/31/10</p> <p>Filed 07/08/10</p> <p>[Docket No. 654]</p>	\$549,492.50	\$0	\$549,492.50	\$16,349.08	\$16,349.08	No objections were filed with respect to this monthly fee application.

Fee Application Period, Filing Date, Docket No.	Total Fees Requested	Fees Heldback	Total Fees Paid by Debtor	Total Expenses Requested	Total Expenses Paid by Debtor	Status
Seventh Monthly Fee Application 06/01/10 through 06/30/10 Filed 09/10/10 [Docket No. 786]	\$619,992.25	\$0	\$619,992.25	\$11,669.66	\$11,669.66	No objections were filed with respect to this monthly fee application.
Eighth Monthly Fee Application 07/01/10 through 07/31/10 Filed 09/17/10 [Docket No. 806]	\$1,216,753.25	\$0	\$1,216,753.25	\$9,451.48	\$9,451.48	No objections were filed with respect to this monthly fee application.
Ninth Monthly Fee Application 08/01/10 through 08/31/10 Filed 10/29/10 [Docket No. 892]	\$1,285,313.50	\$257,062.70	\$1,028,250.80	\$203,822.09	\$203,822.09 ³	No objections were filed with respect to this monthly fee application.

³ This amount includes \$157,157.45 that the Debtors paid directly to a third party vendor.

Fee Application Period, Filing Date, Docket No.	Total Fees Requested	Fees Heldback	Total Fees Paid by Debtor	Total Expenses Requested	Total Expenses Paid by Debtor	Status
Tenth Monthly Fee Application 09/01/10 through 09/30/10 Filed 11/18/10 [Docket No. 929]	\$254,653.50	\$50,930.70	\$203,722.80	\$46,299.36	\$46,299.36	No objections were filed with respect to this monthly fee application.
Eleventh Monthly Fee Application 10/01/10 through 10/31/10 Filed 01/11/11 [Docket No. 1096]	\$285,477.50	\$57,095.50	\$228,382.00	\$4,895.05	\$4,895.05	No objections were filed with respect to this monthly fee application.
Twelfth Monthly Fee Application 11/01/10 through 11/30/10 Filed 01/14/11 [Docket No. 1102]	\$330,201.75	\$66,040.35	\$264,161.40	\$5,557.58	\$5,557.58	No objections were filed with respect to this monthly fee application.

Fee Application Period, Filing Date, Docket No.	Total Fees Requested	Fees Heldback	Total Fees Paid by Debtor	Total Expenses Requested	Total Expenses Paid by Debtor	Status
Thirteenth Monthly Fee Application 12/01/10 through 12/31/10 Filed 03/02/11 [Docket No. 1194]	\$285,967.50	\$57,193.50	\$228,774.00	\$9,015.48	\$9,015.48	No objections were filed with respect to this monthly fee application.
Fourteenth Monthly Fee Application 01/01/11 through 01/31/11 Filed 03/02/11 [Docket No. 1195]	\$325,631.00	\$65,126.20	\$260,504.80	\$2,133.76	\$2,133.76	No objections were filed with respect to this monthly fee application.
Fifteenth Monthly Fee Application ⁴ 02/01/11 through 02/28/11 Filed 04/04/11 [Docket No. 1217]	\$388,967.00	\$388,967.00	\$0	\$3,483.74	\$0	No objections were filed with respect to this monthly fee application.

⁴ The certificate of no objection for the Fifteenth Monthly Fee Application was filed on April 4, 2011 [Docket No. 1217]. The Debtors have not yet paid any amounts owed under the Fifteenth Monthly Fee Application. Therefore, the full amount of \$311,173.60 for fees and \$3,483.74 for expenses incurred for the period of February 1, 2011 through February 28, 2011 are still outstanding as of the filing of this final fee application.

Fee Application Period, Filing Date, Docket No.	Total Fees Requested	Fees Heldback	Total Fees Paid by Debtor	Total Expenses Requested	Total Expenses Paid by Debtor	Status
Total ⁵	\$8,064,387.00	\$942,415.95	\$7,121,971.05	\$365,387.81	\$361,904.07	

⁵ These totals do not take into account the reductions that Weil and the Fee Auditor have agreed to in connection with the interim fee applications. These reductions are incorporated into the subsequent chart which details the credits applied to the fees and expenses for each interim period.

Interim Fee Applications Filed⁶

Fee Application Period, Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Fees Authorized to be Paid	Amount of Expenses Authorized to be Paid
First Interim Fee Application 11/08/09 through 03/31/10 Filed 05/19/10 [Docket No. 532]	\$1,992,886.25	\$43,962.14	\$1,991,661.75 (Reflects a reduction of \$1,224.50)	\$43,547.83 (Reflects a reduction of \$414.31)
Second Interim Fee Application 04/01/10 through 07/31/10 Filed 09/20/10 [Docket No. 809]	\$2,915,289.00	\$46,218.61	\$2,902,767.40 (Reflects a reduction of \$12,521.60)	\$45,918.61 (Reflects a reduction of \$300.00)
Third Interim Fee Application 08/01/10 through 11/30/10 Filed 01/14/11 [Docket No. 1103]	\$2,150,906.75 (Original amount of fees requested was \$2,155,646.25. This reflects a reduction of \$4,739.50 from the original amount of fees requested.)	\$259,738.45 (Original amount of expenses requested was \$260,574.08. This reflects a reduction of \$835.63 from the original amount of expenses requested.)	N/A Interim Approval Pending	N/A Interim Approval Pending

⁶ At the end of each Interim Period, Weil and the Fee Auditor agreed upon certain deductions with respect to Weil's fees and expenses. The amount of fees and expenses authorized to be paid with respect to the First Interim Fee Application and the Second Interim Fee Application reflects these agreed upon deductions. Although the Fee Auditor's final determination regarding the Third Interim Fee Application is still pending, Weil has already agreed to certain deductions in fees and expenses with regards to the third interim period. Weil has incorporated these voluntary deductions in the amount of fees and expenses requested for the third interim period.

**COMPENSATION BY PROFESSIONAL
NOVEMBER 8, 2009 THROUGH FEBRUARY 28, 2011**

Name of Professional Person Partners & Counsel:	Department and Year Admitted ⁷ Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate ⁸	Total Billed Hours	Total Compensation
Asofsky, Paul	TAX - 1966	\$925.00	18.50	\$17,112.50
Hull, Gregory D.	LR - 1973	\$700.00 - \$760.00	3.50	\$2,570.00
Gold, Simeon	CORP - 1974	\$925.00 - \$1,075.00	192.40	\$190,294.00
Goldstein, Marcia L.	BFR - 1976	\$950.00 - \$1,075.00	159.70	\$153,176.50
Basile, Joseph J.	CORP - 1977	\$900.00	26.70	\$24,030.00
Pollack, Martin D.	TAX - 1977	\$990.00	40.10	\$39,699.00
Messineo, Robert L.	CORP - 1979	\$925.00 - \$950.00	32.50	\$30,845.00
Dinkoff, Allan	LR - 1980	\$750.00	21.60	\$16,200.00
Frongillo, Thomas C.	LR - 1982	\$845.00	11.80	\$9,971.00
Goldring, Stuart J.	TAX - 1984	\$900.00 - \$1,075.00	383.80	\$380,787.50
Levine, Richard L.	LR - 1984	\$885.00	319.10	\$278,642.25
Zalenski, Walter E.	LR - 1985	\$790.00 - \$845.00	131.60	\$110,135.00
Bloch, Matthew	CORP - 1986	\$850.00 - \$900.00	12.40	\$10,810.00
Kahn, Stephen D.	LR - 1987	\$950.00	11.10	\$10,545.00
Kam, Michael K.	TAX - 1987	\$875.00 - \$900.00	15.30	\$13,660.00
Meyer, Bruce S.	LR - 1987	\$885.00	61.10	\$52,613.25
Dedyo, John J.	CORP - 1989	\$850.00 - \$900.00	4.40	\$3,795.00
Ferrillo, Paul A.	LR - 1989	\$700.00 - \$780.00	29.80	\$21,406.00
Margolis, Steven M.	TAX - 1989	\$700.00 - \$780.00	277.20	\$199,322.00
Nocco, Frank P.	CORP - 1989	\$875.00 - \$925.00	34.10	\$30,767.50
Pappas, Nicholas J.	LR - 1989	\$790.00 - \$845.00	19.30	\$16,116.00
Schiller, Miranda S.	LR - 1989	\$825.00 - \$865.00	72.80	\$58,105.00
Cox, Christopher	LR - 1990	\$845.00	191.10	\$161,479.50

⁷ BFR – Business Finance & Restructuring, CORP – Corporate, LR – Litigation/Regulatory, TAX – Tax, LIBR – Library.

⁸ Due to the length of the Debtors' chapter 11 cases, the hourly billing rate of each attorney has varied throughout the Total Compensation Period.

Name of Professional Person Partners & Counsel	Department and Year Admitted Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Wohl, David E.	CORP - 1996	\$780.00	8.10	\$6,318.00
Bronson, Ardith	LR - 2000	\$700.00	62.30	\$43,610.00
Lemons, Robert J.	BFR - 2001	\$725.00 - \$850.00	1,067.60	\$828,641.25
Total Partners and Counsel			3207.90	\$2,710,651.25

Name of Professional Associates	Department Position of the Applicant, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bodkin, Lynn	CORP - 1984	\$695.00	9.80	\$6,811.00
Heyliger, Adelaja K.	CORP - 1998	\$665.00	1.60	\$1,064.00
Petherbridge, Vaughan	CORP - 2001	\$580.00 - \$740.00	161.80	\$108,816.00
Coursant, Caroline S.	TAX - 2003	\$580.00 - \$665.00	132.30	\$87,010.50
Goodman, Max A.	TAX - 2004	\$580.00 - \$740.00	411.90	\$274,904.00
Jordan, Robert F.	BFR - 2004	\$540.00	79.30	\$41,661.00
Vron, Victoria	BFR - 2004	\$540.00 - \$720.00	1,627.80	\$1,030,653.00
Maletic, Michael T.	LR - 2005	\$595.00	7.20	\$4,284.00
Wenceblat, Patricia	LR - 2006	\$500.00 - \$685.00	145.50	\$86,733.50
Doktor, Christine	LR - 2007	\$515.00	40.30	\$20,754.50
Gelfand, Joshua S.	TAX - 2007	\$455.00	6.30	\$2,866.50
Griffiths, David N.	BFR - 2007	\$415.00 - \$600.00	752.90	\$383,641.50
Kaufman, Marcie R.	LR - 2007	\$595.00	315.60	\$187,782.00
Pancholy, Ritu	LR - 2007	\$550.00	30.20	\$16,610.00
Pohl, Joshua	TAX - 2007	\$465.00 - \$645.00	255.40	\$140,164.00
Pruzansky, Jason	LR - 2007	\$515.00	42.40	\$21,836.00
Alcantar, Jose R.	BFR - 2008	\$415.00 - \$515.00	101.90	\$48,888.50
Burns, Gregory C.	TAX - 2008	\$550.00	0.40	\$220.00
Crooker, Kerianne	CORP - 2008	\$500.00	18.70	\$9,350.00
Desai, Kavita Christina	LR - 2008	\$455.00	120.50	\$54,827.50
Hoehne, Debora	BFR - 2008	\$515.00 - \$600.00	961.00	\$503,985.50
Mendelowitz, Adam	TAX - 2008	\$455.00	5.60	\$2,548.00
Oliver, Jennifer M.	LR - 2008	\$515.00	55.60	\$28,634.00
Sagot, Jonathan L.	CORP - 2008	\$355.00 - \$455.00	139.00	\$61,915.00
Simons, Caroline K	LR - 2008	\$455.00	3.90	\$1,774.50
Susanin, Audrey K.	CORP - 2008	\$515.00	7.20	\$3,708.00
Swartz, Alexander J.	CORP - 2008	\$550.00	15.80	\$8,690.00
Bourque, Lisa	LR - 2009	\$455.00	91.70	\$41,723.50
Litvinoff, Scott M.	LR - 2009	\$455.00	422.70	\$189,530.25
McRae, Peter J.	CORP - 2009	\$455.00 - \$560.00	122.50	\$65,985.50
Neely, Christopher M.	LR - 2009	\$515.00	152.60	\$78,589.00

Name of Professional	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Associates				
Newell, Ariane	LR - 2009	\$515.00	272.50	\$139,565.00
Salcedo, Nadya	LR - 2009	\$455.00	203.10	\$92,410.50
Spritz, Matthew M.	LR - 2009	\$355.00	11.00	\$3,905.00
Tran, Hongan N.	LR - 2009	\$395.00	3.10	\$1,224.50
Van Deurzen, Josh	CORP - 2009	\$2.80.00	2.80	\$1,274.00
Costa, Jessica	LR - 2010	\$395.00	26.90	\$10,625.50
Ganesh, Jennifer N.	BFR - 2010	\$355.00 - \$560.00	1,750.70	\$804,423.50
Kau, Gregory L.	LR - 2010	\$455.00	317.20	\$142,164.75
Milligan, Peter M.	CORP - 2010	\$495.00	68.60	\$33,957.00
Murray, Haskell	LR - 2010	\$550.00	428.90	\$232,237.50
Vaishnav, Neil H.	LR - 2010	\$395.00	23.30	\$9,203.50
Total Associates			9347.50	\$4,986,951.50

Name of Professional Paralegals, Clerks, Library Staff, and Other Non-Legal Staff:	Department Position of the Applicant, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bettini, Elio	LIBR	\$125.00	1.30	\$162.50
Bollen, MaryAnne	LR	\$215.00	12.20	\$2,623.00
Calabrese, Lara	LR	\$210.00	8.20	\$1,722.00
Coffey, David C.	LR	\$280.00	93.40	\$26,152.00
Condon, Robert	LR	\$185.00	233.20	\$43,142.00
Dang, Thai	LR	\$220.00	5.80	\$1,276.00
DeCoteau, Meshawn	LR	\$235.00	3.50	\$822.50
Devaney, Sean P.	CORP	\$230.00	31.30	\$7,199.00
Eng-Bendel, Cheryl	LR	\$235.00	3.20	\$752.00
Englander, Esther Miriam	LR	\$160.00	4.90	\$784.00
Fortune, Shelley J.	LR	\$200.00	30.30	\$6,060.00
Gdanski, Phillip	LR	\$185.00	32.00	\$5,244.75
Ghodasara, Priya K.	BFR	\$160.00 - \$175.00	240.30	\$39,319.50
Gordon, William H.	LR	\$215.00	20.00	\$4,300.00
Greco, Maximiliano	LIBR	\$85.00	1.00	\$85.00
Hausman, Jeffrie	LR	\$260.00	167.90	\$43,654.00
Hoilett, Leason	LR	\$260.00	63.60	\$16,536.00
Leonard, Sarah A.	LR	\$200.00	12.00	\$2,400.00
Lyon, Andrew H.	BFR	\$160.00	5.60	\$896.00
Maravilla, Mel C.	CORP	\$225.00 - \$280.00	141.10	\$35,061.50
Neiley, Katrina L.	LR	\$160.00	5.00	\$800.00
Nudelman, Peter	LR	\$215.00	10.50	\$2,257.50
Pande, Trisha	LR	\$160.00	8.20	\$1,312.00
Payne, Richard A.	LR	\$185.00	14.90	\$2,756.50
Prindle, Kaitlin C	BFR	\$180.00 - \$200.00	306.30	\$60,316.00
Robin, Artur	LR	\$215.00	14.50	\$3,117.50
Sacks, Amy	LR	\$235.00	17.50	\$4,112.50
Sawaya, Danielle Z.	CORP	\$175.00	22.60	\$3,955.00
Schiffman, Stephanie A.	LR	\$160.00	5.50	\$880.00
Schmoller, Christopher	LR	\$290.00	38.60	\$10,541.50

Name of Professional Paralegals, Clerks, Library Staff, and Other Non-Legal Staff:	Department Position of the Applicant, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Scopas, George	LR	\$215.00	7.30	\$1,569.50
Shrestha, Christine	CORP	\$275.00	7.30	\$2,007.50
Viola, Matthew	CORP	\$275.00	5.10	\$1,402.50
Welby, Michael P.	Litigation Support	\$185.00	8.80	\$1,628.00
Wu, Kim	LR	\$235.00	21.00	\$4,935.00
Yoda, Kristine	LR	\$235.00	114.90	\$27,001.50
Total Paraprofessionals			1718.8	\$366,784.25

Professionals	Blended Rate	Total Hours Billed	Total Compensation
Totals:			
Partners and Counsel	\$844.99	3,207.9	\$2,710,651.25
Associates	\$533.51	9,347.5	\$4,986,951.5
Paraprofessionals	\$213.40	1,718.8	\$366,784.25
Blended Professional Rate	\$563.67		
Total Reduction in Fees			(\$18,485.60)
Hours Billed during the Total Compensation Period		14,274.20	
Fees Requested to be Allowed for the Total Compensation Period			\$8,045,901.40

**COMPENSATION BY PROJECT CATEGORY
NOVEMBER 8, 2009 THROUGH FEBRUARY 28, 2011**

Task Code	Project Description	Hours	Amount
002	Asset Dispositions / 363 Sales	435.60	\$242,864.00
003	Automatic Stay / Adequate Protection	78.70	\$ 44,192.50
004	Bar Date Motion and Claims	787.80	\$421,513.00
005	Case Administration	180.80	\$39,664.50
006	Client Communications	9.10	\$5,776.00
007	Committee Issues / Meetings / Communications	237.10	\$173,076.00
009	Customer / Vendor / Creditor Issues	59.70	\$31,393.50
011	Employee / ERISA / Benefits Issues	1,118.70	\$701,919.50
012	Exclusivity	347.20	\$210,661.00
014	General Business Operations	286.80	\$174,595.00
015	General Case Strategy / Internal Communications & Meetings	519.00	\$333,445.00
016	General Corporate Issues / Corporate Governance	515.20	\$327,406.00
017	Hearings, Hearing Preparation and Court Matters	136.60	\$83,366.50
018	Insurance & Workers Comp Issues	107.30	\$57,959.50
021	Non-Bankruptcy Litigation	173.10	\$102,609.00
022	Non-Working Travel	143.40	\$46,173.00
023	Plan of Reorganization/Disclosure Statement/Solicitation/Voting	2,263.00	\$1,432,130.00
024	Real Property / Contract / 365 Issues	303.60	\$149,765.00
025	Reclamation / 503(b)(9) / Comfort Orders	13.30	\$6,704.00
026	Retention/ Fee Applications / Billing: WG&M	611.50	\$208,673.50
027	Retention / Fee Applications: Ordinary Course Professionals	51.60	\$25,720.00
028	Retention / Fee Applications: Other Professionals	42.00	\$19,651.50
029	Schedules / Statement of Financial Affairs MOR's	291.40	\$125,679.00
030	Tax Issues	5,533.10	\$3,087,330.50
031	U.S. Trustee Communications	5.50	\$3,450.00
032	Utility Issues	23.10	\$8,669.50
	Reduction in Fees for the Total Compensation Period		(\$18,485.60)
	Fees Requested to be Allowed for the Total Compensation Period	14,274.2	\$8,045,901.40

EXPENSE SUMMARY
NOVEMBER 8, 2009 THROUGH FEBRUARY 28, 2011

Expenses	Amounts
Travel	\$23,800.91
Local Transportation	\$11,317.77
Meals	\$15,206.91
Postage	\$180.38
Service Fees - Edgar Filings	\$3,160.28
Document Processing	\$759.20
Duplicating & Document Scanning	\$38,019.63
Meetings & Conference Meals	\$6,177.99
Courier / Express Mail	\$3,456.46
Computerized Research	\$78,158.94
Clipping Service/SEC Watch	\$1,105.00
Telecommunications	\$103.69
Document Review Services	\$157,157.45
Court Reporting	\$25,454.09
Lease Equipment	\$834.66
Court Call	\$90.00
Other	\$404.45
Reductions in Expenses for the Total Compensation Period	(\$1,549.94)
Expenses Requested to be Allowed for the Total Compensation Period	\$363,837.87

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

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In re : Chapter 11
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ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
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Debtors.¹ : (Jointly Administered)
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: Hearing Date: September 13, 2011 at 10:00 a.m.
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**FINAL APPLICATION OF WEIL, GOTSHAL & MANGES LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES INCURRED AS CO-COUNSEL
TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD
FROM NOVEMBER 8, 2009 THROUGH FEBRUARY 28, 2011**

Pursuant to sections 330 and 331 under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 issued by the Executive Office for United States Trustees (the “*Guidelines*”), and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 125] (the “*Interim Compensation Order*”), Weil, Gotshal & Manges LLP (“*Weil*”) hereby files this Final Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), 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).

Incurring as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from November 8, 2009 through February 28, 2011 (the "*Application*"). By the Application, Weil seeks final allowance of fees and expenses incurred during the period November 8, 2009 through and including February 28, 2011 (the "*Total Compensation Period*") in the aggregate amount of \$8,409,739.27, representing \$8,045,901.40 as compensation and \$363,837.87 for reimbursement of actual and necessary expenses incurred. In support of this Application, Weil respectfully represents as follows:

Preliminary Statement

1. Through the efforts of Weil professionals and paraprofessionals, during the Total Compensation Period, the Debtors stabilized their business, preserved value for creditors, mitigated claims, instituted procedures to streamline the chapter 11 process, and developed a plan to wind down their affairs, all with the goal of maximizing the value of the estates. In just over a year, the Debtors were able to confirm a chapter 11 plan that will, in an orderly fashion, liquidate most of the Debtors' assets while maximizing recoveries for the Debtors' creditors, especially for the retail holders of Investment Notes and RediReserve Variable Rate Certificates. Over the course of the Debtors' chapter 11 cases, Weil, among other things, (i) secured critical first-day relief for the Debtors; (ii) worked with the Debtors to preserve the value for their estates; (iii) advised the Debtors on various matters related to their operations in chapter 11; (iv) advised the Debtors with respect to critical litigation with the Federal Deposit Insurance Corporation (the "*FDIC*"), as receiver to Advanta Bank Corp. ("*ABC*"), regarding a tax sharing agreement (the "*FDIC Litigation*"), litigated the same and negotiated a settlement of the same; (v) advised the Debtors on formulation of a chapter 11 plan and related disclosure statement; (vi) negotiated a consensual chapter 11 plan with counsel to the

official committee of general unsecured creditors (the “*Creditors’ Committee*”); (vii) successfully prosecuted the Debtors’ exclusive right to file and solicit acceptances of the Plan; (viii) obtained approval of the chapter 11 plan and the related disclosure statement; (ix) prepared all necessary documentation and took all necessary steps to implement the Plan; and (x) performed all of the other professional services described in this Application.

Background

2. On November 8, 2009 (the “*Commencement Date*”), the majority of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

3. Pursuant to the Order Authorizing the Employment and Retention of Weil, Gotshal & Manges LLP as Attorneys for the Debtors, *Nunc Pro Tunc* to the Commencement Date [Docket No. 104] (the “*Retention Order*”), Weil was retained as counsel to the Debtors effective as of the Commencement Date and was authorized to be paid in accordance with the Order Implementing Certain Procedures for the Interim Compensation and Reimbursement of Professionals [Docket No. 102] (the “*Interim Compensation Order*”) and 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 Retention Order authorized Weil to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses pursuant to sections 330 and 331 of the Bankruptcy Code.

4. Similarly, by order dated December 3, 2009 [Docket No. 103], the Court approved the employment and retention of Richards, Layton & Finger, P.A. (“*RL&F*”) as co-counsel for the Debtors. Weil and RL&F divided responsibilities regarding representation of the

Debtors and made every effort to avoid or minimize unnecessary duplication of efforts in these chapter 11 cases.

**Summary of Professional Compensation
and Reimbursement of Expenses Requested**

5. All services for which compensation is requested by Weil were performed for or on behalf of the Debtors.

6. During the period covered by this Application, Weil 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 Weil and any other person other than the members of Weil for the sharing of compensation to be received for services rendered in these cases.

7. The fees charged by Weil in these cases were billed in accordance with Weil's existing billing rates and procedures in effect during the Total Compensation Period. The rates Weil charged for the services rendered by its professionals and paraprofessionals in these chapter 11 cases were the same rates Weil charged for professional and paraprofessional services rendered in comparable non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

8. Weil maintains computerized records of the time spent by all Weil attorneys and paraprofessionals in connection with its representation of the Debtors. All entries itemized in Weil's time records comply with the requirements set forth in Local Rule 2016-2 and the Guidelines, including the use of separate work codes for different project types, as hereinafter described. Similarly, all entries itemized in Weil's expense records comply with the

requirements set forth in Local Rule 2016-2 and the Guidelines.²

Summary of Services by Project

9. The following is a summary of the significant professional services rendered by Weil during the Total Compensation Period. This summary is organized in accordance with the internal system of work codes set up by Weil at the outset of these chapter 11 cases. These categories are generally described below. Only those work codes for which five (5) or more hours of work were performed during the Total Compensation Period are listed below.

- a. Asset Dispositions/ 363 Sales (Task Code 002)
Fees: \$242,864.00; Hours 435.60

Includes (i) preparation and prosecution of motions to retain an art consultant, art gallery, and auctioneer to assist in the sale of certain of the Debtors' artwork and other assets, including preparation and negotiation of agreements related to those retentions; (ii) communications and negotiations regarding the sale of fractional interests in two aircraft and preparation of the motion to sell the same; (iii) preparation, prosecution and implementation of motion to approve de minimis sales procedures; (iv) preparation and prosecution of motion to sell the assets of a debtor, BizEquity Corp; (v) communications and negotiations regarding the sale of the Debtors' insurance companies and preparation and negotiation of asset purchase agreements relating to the same; and (vi) communications with Debtors and Debtors' other professional regarding all issues surrounding sales of assets during the pendency of these chapter 11 cases.

² Due to the voluminous nature of Weil's Billing Summary Report ("**BSR**"), the BSR for the Total Compensation Period is not annexed as an exhibit to this Application. Copies of the monthly BSRs have been provided to this Court, the U.S. Trustee, the Fee Auditor, the Debtors and the Committee, and will be made available to any party in interest upon request. A summary of Weil's time billed during the Total Compensation Period by project category is described below.

b. Automatic Stay / Adequate Protection (Task Code 003)

Fees: \$44,192.50; Hours 78.70

Includes (i) preparation of automatic stay violation letters and providing counterparties with notification of violations of the automatic stay; and (ii) research of automatic stay issues.

c. Bar Date Motion and Claims Reconciliation Issues (Task Code 004)

Fees: \$421,513.00; Hours 787.80

Includes (i) preparation and prosecution of the motion to establish claims bar dates; (ii) preparation of bar date notices and proof of claim form and communications with the Creditors' Committee and the Debtors' claims and noticing agent regarding the same; (iii) review and analysis of proofs of claim; (iv) research of defenses/objections to various proofs of claim; and (v) preparation and prosecution of omnibus claims objections.

d. Case Administration (Task Code 005)

Fees: \$39,664.50; Hours: 180.80

Includes attending to day-to-day administration of the chapter 11 cases, including preparation and circulation of docket updates, maintenance of case calendars, contact lists and work-in-progress lists and circulation of recently filed pleadings and legal cases.

e. Client Communications (Task Code 006)

Fees: \$5,776.00; Hours: 9.10

Includes meetings and other communications among Weil attorneys and the Debtors relating to overall case strategy, status, and pending issues that are not otherwise included in other task codes.

f. Committee Issues/ Meetings / Communications (Task Code 007)

Fees: \$173,076.00; Hours: 237.10

Includes (i) preparation for and attendance of meetings and teleconferences with the Creditors' Committee to communicate and coordinate regarding case developments and case

strategy; and (ii) addressing issues raised by the Creditors' Committee that are not included in other task codes.

g. Customer/ Vendor/ Creditor Issues (Task Code 009)
Fees: \$31,393.50; Hours: 59.70

Includes (i) discussions internally and with the Debtors regarding creditor inquiries; and (ii) communications with creditors regarding various inquiries regarding the chapter 11 cases, including questions about the Plan and the process of soliciting votes for the Plan.

h. Employee / ERISA / Benefits Issues (Task Code 011)
Fees: \$701,919.50; Hours: 1,118.70

Includes (i) obtaining an order authorizing Debtors to pay and continue certain employee compensation benefits and other employee-related programs; (ii) reviewing, analyzing and advising the Debtors with respect to employee benefits and obligations, ESOP issues, severance plans, ERISA class action suits, and employee relocation agreements, and conducting research regarding the same; and (iii) preparation and prosecution of the Debtors' motion to implement a postpetition severance plan, including responding to the Office of the United States Trustee for the District of Delaware's (the "*U.S. Trustee*") objection to the motion.

i. Exclusivity (Task Code 012)
Fees: \$210,661.00; Hours: 347.20

Includes (i) preparation and prosecution of motions to extend the exclusive periods for filing and soliciting votes on a chapter 11 plan; (ii) preparation and filing response to the Expedited Motion of the Official Committee of Unsecured Creditors to Conduct Examinations of the Debtors' Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure [Docket No. 921] (the "*2004 Motion*"); and (iii) preparation for an evidentiary hearing relating to the 2004 Motion, conducting depositions relating to the same and participation at the hearing on the 2004

Motion.

j. General Business Operations (Task Code 014)
Fees: \$174,595.00; Hours: 286.80

Includes (i) communications with the Debtors and Debtors' other professionals regarding business operations, including: (a) separating the Debtors' business operations from ABC; (b) responding to client inquiries regarding custodial fees relating to ABC; (c) advising the Debtors regarding their interests in a certain Bank of America credit card partnership; and (ii) preparation and filing various motions that are not addressed in other task codes such as motions to (a) approve a servicing agreement and (b) surrender certain life insurance policies.

k. General Case Strategy / Internal Communications & Meetings (Task Code 015)
Fees: \$333,445.00; Hours: 519.00

Includes (i) meetings and other communications among Weil attorneys, Alvarez & Marsal ("A&M"), RL&F, and other professionals, as well as the Debtors, relating to overall case strategy, status, and pending issues; (ii) analysis and advice to the Debtors on issues associated with the FDIC, as receiver to ABC; and (iii) preparation of the Debtors' proof of claim against ABC.

l. General Corporate Issues / Corporate Governance (Task Code 016)
Fees: \$327,406.00; Hours: 515.20

Includes (i) preparation and filing Form 8-Ks with the U.S. Securities and Exchange Commission; (ii) participation in board meetings and related conference calls to advise the board on corporate governance issues; (iii) analysis of issues relating to Advanta Capital Trust I and advising the Debtors regarding the same; (iv) preparation of corporate documents necessary for implementation of the Plan, such as amended and restated charters and by-laws and corporate dissolution certificates; and (v) addressing general corporate issues.

- m. Hearings, Hearing Preparation and Court Matters (Task Code 017)
Fees: \$83,366.50; Hours: 136.60

Includes preparation of materials for, meetings related to, and participation in court hearings.

- n. Insurance & Workers Comp Issues (Task Code 018)
Fees: \$57,959.50; Hours: 107.30

Includes (i) discussions internally and with the Debtors regarding the scope of insurance programs and related issues; and (ii) preparation of motion to authorize insurance provider to pay defense costs under the Debtors' director and officer insurance liability policy, and prosecution of amended orders regarding the same.

- o. Non-Bankruptcy Litigation (Task Code 021)
Fees: \$102,609.00; Hours: 173.10

Includes (i) review and analysis of the Debtors' non-bankruptcy litigation; (ii) participation in strategy meetings and discussions regarding non-bankruptcy matters; and (iii) communications regarding Advanta Bank/FDIC litigation.

- p. Non-Working Travel (Task Code 022)
Fees: \$46,173.00; Hours: 143.40

Represents travel time not otherwise chargeable, which is billed at 50% of regular hourly rates, pursuant to Local Rule 2016-2(d)(viii).

- q. Plan of Reorganization/Disclosure Statement/Solicitation/Voting (Task Code 023)
Fees: \$1,432,130.00; Hours: 2,263.00

Includes (i) internal communications and communications with Debtors and Debtors' professionals regarding formulation of a chapter 11 plan and treatment of claims thereunder; (ii) formulation and preparation of the Plan and disclosure statement (the "*Disclosure Statement*") thereto; (iii) review and revision of the liquidation analysis; (iv) preparation and filing of reply brief to objections to approval of the Disclosure Statement; (v)

communications and negotiations with professionals for the Creditors' Committee regarding the Plan; (vi) communications with the Debtors' solicitation agent, Garden City Group, Inc., regarding the solicitation process and preparation of materials related to the same; (vii) review and resolution of objections to the Plan; (viii) negotiation and preparation of plan supplement documents, including trust agreements; (ix) preparation of confirmation documents such as the confirmation brief, the confirmation order, and declarations in support of confirmation of the Plan; (x) prosecution of confirmation of the Plan at the confirmation hearing; and (xi) finalizing documents necessary to implement the Plan.

- r. Real Property/ Contract / 365 Issue (Task Code 024)
Fees: \$149,765.00; Hours: 303.60

Includes matters relating to, without limitation, assumption and rejection of real property leases, intellectual property licenses, and certain executory contracts, including (i) negotiations with landlords; (ii) review and analysis of Debtors' subleases and shared services contracts; (iii) research of case law on integrated contracts; and (iv) preparation and filing of motions to extend time to reject unexpired leases.

- s. Reclamation/ 503(b)(9) / Comfort Orders (Task Code 025)
Fees: \$6,704.00; Hours: 13.30

Includes review of SHI international Inc.'s 503(b)(9) claim against Advanta and negotiation, preparation and filing of a stipulation regarding the same.

- t. Retention / Fee Applications / Billing: Weil (Task Code 026)
Fees: \$208,673.50; Hours: 611.50

Includes (i) preparation and review of Weil's monthly billing statements during the Total Compensation Period to ensure that each monthly billing statement was in compliance with the Local Rules and U.S. Trustee guidelines; (ii) preparation of the monthly and interim fee

applications related to the same; and (iii) preparation of Weil's responses to the Fee Auditor's reports regarding the interim fee applications.

u. Retention / Fee Applications / Ordinary Course Professionals (Task Code 027)

Fees: \$25,720.00; Hours: 51.60

Includes time spent assisting ordinary course professionals for the Debtors with the preparation and filing of their retention applications and reviewing such retention applications and corresponding engagement letters.

v. Retention / Fee Applications/ Billing: Other Professionals(Task Code 028)

Fees: \$19,651.50; Hours: 42.00

Includes time spent assisting other professionals with the preparation and filing of their retention applications.

w. Schedules / Statement of Financial Affairs / MORs (Task Code 029)

Fees: \$125,679.00; Hours: 291.40

Includes assisting the Debtors with preparation and filing of (i) the Schedules and Statements of Financial Affairs and all amendments thereto; and (ii) the Debtors' monthly operating report each month during the Total Compensation Period.

x. Tax Issues (Task Code 030)

Fees: \$3,087,330.50; Hours: 5,533.10

Includes (i) review and evaluation of Debtors' tax considerations relating, but not limited, to elections regarding 2008 and 2009 tax returns and communications with the Debtors, A&M, and the Committee and its professionals regarding the same; (ii) review and analysis of tax treatment relating to certain assets and claims; (iii) research and preparation of the objection to ABC's emergency motion for extension of time to file 2009 consolidated federal income tax return; (iv) research and preparation of the reply to the FDIC's motion in an adversary proceeding to void certain tax elections and communications with the Debtors' professionals

regarding the same; (v) preparation for litigation with the FDIC regarding the FDIC's asserted claim of \$170 million under a tax sharing agreement, including conducting expedited discovery (where approximately five million pages were reviewed by Weil attorneys), communications with experts, preparation and review of multiple expert reports, and preparation for and participation in depositions; (vi) participation in mediation and negotiations with the FDIC regarding a settlement agreement relating to the tax dispute (the "*Settlement Agreement*"); (vii) preparation of a motion seeking the Bankruptcy Court's approval of the Settlement Agreement; and (viii) implementation of the Settlement Agreement.

y. U.S. Trustee Communications (Task Code 031)
Fees: \$3,450.00; Hours: 5.50

Includes communications with the U.S. Trustee regarding various issues in the Debtors' chapter 11 cases.

z. Utility Issues (Task Code 032)
Fees: \$8,669.50; Hours: 23.10

Includes (i) review and analysis of adequate assurance payment requests; and (ii) responding to inquiries from utility companies and negotiating adequate assurance deposits.

10. The foregoing professional services performed by Weil were (a) necessary and appropriate to the administration of the Debtors' chapter 11 cases, (b) in the best interests of the Debtors and their estates, and (c) provided without unnecessary duplication of effort or expense incurred by professionals and paraprofessionals employed by RL&F.

11. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved. The professional services were performed with expedition and in an efficient manner.

12. A significant percentage of services performed by members, counsel, and associates of Weil were rendered by the Business Finance and Restructuring Department. Weil

has a preeminent practice in this area and enjoys a national reputation for its expertise in financial reorganizations and restructurings of troubled entities, with approximately 80 attorneys specializing in this area of law. Weil has been actively involved in major chapter 11 cases, and currently represents or has represented, among others, the following debtors: General Motors Corporation; Lehman Brothers Holdings Inc.; Enron Corp.; Pilgrim's Pride Corporation; BearingPoint, Inc.; SemGroup L.P.; Extended Stay Inc.; Magna Entertainment Group; Finlay Enterprises, Inc.; LandSource Communities Development LLC; Vertis Holdings, Inc.; PRC, LLC; Charys Holding Co., Inc. and Crochet & Borel Services, Inc.; Sharper Image Corporation; Silicon Graphics, Inc.; Atkins Nutritionals, Inc.; Footstar, Inc.; New World Pasta Company; Parmalat USA Corp.; Loral Space & Communications Ltd.; TL Administration Corporation; Republic Engineered Product Holdings; WestPoint Stevens Inc.; Worldcom, Inc.; and Adelphia Business Solutions, Inc. As a consequence, Weil brings to these cases a high level of expertise and experience that inures to the benefit of the Debtors and all parties in interest.

13. Professional services performed by Weil on behalf of the Debtors during the Total Compensation Period required an aggregate expenditure of 14,274.20 recorded hours by Weil's members, counsel, associates, and paraprofessionals. Of the aggregate time expended, 3,207.90 recorded hours were expended by partners and counsel of Weil, 9,347.50 recorded hours were expended by associates, and 1,718.80 recorded hours were expended by paraprofessionals of Weil.

14. During the Total Compensation Period, Weil's hourly billing rates for professionals ranged from \$85 to \$1,075.00 per hour. Allowance of compensation in the amount requested would result in a blended hourly rate for professionals of approximately \$613.09 (based on 14,274.20 recorded hours at Weil's regular billing rates in effect at the time of the

performance of services).³

Actual and Necessary Disbursements of Weil

15. The total amount of expenses, including all agreed upon deductions, incurred by Weil throughout the Total Compensation Period was \$363,837.87.

16. Weil's disbursement policies pass through out of pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, with respect to duplication charges, Weil will charge \$.10 per page because the actual cost is difficult to determine. Similarly, as it relates to computerized research, Weil believes that it does not make a profit on that service as a whole although the cost of any particular search is difficult to ascertain. Other reimbursable expenses (whether the service is performed by Weil in-house or through a third party vendor) include, but are not limited to, facsimiles, toll calls, overtime, overtime meals, deliveries, court costs, cost of food at meetings, transcript fees, travel, clerk fees, and document review services. Notably, Weil charges all of its clients \$1.00/page for out-going facsimile transmissions and does not charge its clients for incoming facsimile transmissions.

Reservation

17. To the extent time or disbursement charges for services rendered or disbursements incurred relate to the Total Compensation Period but were not processed prior to the preparation of this Application, or Weil has for any other reason not sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Total Compensation Period, Weil reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

³ The blended professional rate was calculated by dividing total professional compensation of \$8,045,901.40 by total professional hours billed of 14,274.20.

Notice

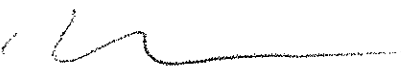
18. No trustee or examiner has been appointed in these chapter 11 cases.

Pursuant to the Interim Compensation Order and the Fee Auditor Order, notice of this Application will be provided to (i) the Office of the United States Trustee for the District of Delaware; (ii) Warren H. Smith & Associates, P.C., as the fee auditor appointed in these chapter 11 cases; and (iii) the Creditors' Committee. The Debtors respectfully submit that no further notice of this Application is required.

Conclusion

WHEREFORE Weil respectfully requests (i) final allowance of compensation for professional services rendered to the Debtors during the Total Compensation Period in the amount of \$8,045,901.40 and reimbursement for actual and necessary costs and expenses incurred by Weil during the Total Compensation Period in the amount of \$363,837.87, for a total of \$8,409,739.27; (ii) that the Debtors are authorized to pay such amounts as remain outstanding for the Total Compensation Period for professional services rendered and reimbursement of actual and necessary expenses incurred; (iii) that the allowance of such compensation be without prejudice to Weil's right to seek such further compensation for the full value of services performed and expenses incurred; and (iv) that the Court grant Weil such other and further relief as is just.

Dated: April 13, 2011
Wilmington, Delaware



Marcia L. Goldstein
Robert J. Lemons
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

VERIFICATION

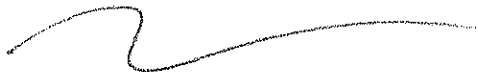
STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

Robert J. Lemons, after being duly sworn according to law, deposes and says as follows:

(a) I am a member with the applicant firm, Weil, Gotshal & Manges LLP, and have been admitted *pro hac vice* to appear before this Court.

(b) I have personally performed many of the legal services rendered by Weil, Gotshal & Manges LLP, as counsel to the Debtors¹, and am thoroughly familiar with the other 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 the applicable section of the Bankruptcy Rules, Local Rule 2016-2, and the Guidelines, and submit that the Application substantially complies with such rule.



Robert J. Lemons, Esq.

SWORN TO AND SUBSCRIBED
before me this 13th day of April 2011.



Notary Public
My Commission Expires: _____

DUKE AMPONSAH
Notary Public, State of New York
No. 01AM6172357
Qualified in Kings County
Commission Expires Aug. 6, 2011

¹ Capitalized terms not defined herein have the meaning ascribed to such terms in the Application.

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

-----X
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In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
: **Hearing Date: 9/13/11 at 10:00 a.m. (EDT)**
-----X **Objection Deadline: 5/3/11 at 4:00 p.m. (EDT)**

NOTICE OF FINAL FEE APPLICATION

PLEASE TAKE NOTICE that, pursuant to the **Order Confirming Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code, As Modified** [Docket No. 1173] (the “**Confirmation Order**”), Richards, Layton & Finger, P.A. on behalf of Weil, Gotshal & Manges LLP has today filed the attached **Final Application of Weil, Gotshal & Manges LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses Incurred as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from November 8, 2009 through February 28, 2011** (the “*Final Application*”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “*Bankruptcy Court*”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Final Application must be filed with the Clerk of the Bankruptcy Court and be served upon and

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), 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).

received by (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons); (ii) Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4834 (Attn: Roger G. Schwartz); and (iii) 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 May 3, 2011.**

PLEASE TAKE FURTHER NOTICE that a hearing on the Final Application (the “*Final Fee Hearing*”) is currently scheduled to be held on **September 13, 2011 at 10:00 a.m. (Eastern Daylight Time)** before the Honorable Kevin J. Carey at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801. Only those objections or responses made in writing and timely filed, served and received will be considered by the Bankruptcy Court at the Final Fee Hearing.

PLEASE TAKE FURTHER NOTICE that the Final Fee Hearing may be continued from time to time without further notice other than the announcement by the Trustees (as defined in the Confirmation Order) in open court of the adjourned date(s) at the Final Fee Hearing or any continued hearing or as indicated in any notice of agenda of matters scheduled for hearing filed with the Bankruptcy Court.

IF NO OBJECTIONS TO THE FINAL APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE FINAL APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: April 13, 2011
Wilmington, Delaware

Respectfully submitted,

/s/ Zachary I. Shapiro

Mark D. Collins (No. 2981)

Paul N. Heath (No. 3704)

Chun I. Jang (No. 4790)

Zachary I. Shapiro (No. 5103)

RICHARDS, LAYTON & FINGER, P.A.

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- and -

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ATTORNEYS FOR THE DEBTORS