

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

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

Objection Deadline: May 5, 2011 at 4:00 p.m.
Hearing Date: Only if objections are filed

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that co-counsel for the Official Committee of Unsecured Creditors (“Committee”) has filed the its *Fourteenth Monthly Application of Drinker Biddle & Reath LLP (“Drinker”) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From January 1, 2011 Through January 31, 2011* (the “Application”), which seeks approval of Drinker’s request for compensation for the professional services rendered in the amount of \$34,877.75 and reimbursement for the expenses it incurred in the amount of \$936.25 during the period from January 1, 2011 Through January 31, 2011.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed and served so as to actually be received by the undersigned counsel **at or before 4:00 p.m. on May 5, 2011** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response so as to be received on or before the Objection Deadline by the following: (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-0844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert L. Lemons, Esq.); (iii) local counsel to the Debtors, Richards Finger & Layton, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Chun I. Jang, Esq.); (iv) counsel to the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10003 (Attn: Roger Schwartz, Esq.) and Drinker Biddle & Reath LLP, 1100 N. Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen, Esq.); and (v) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David Klauder, Esq.).

¹ The Debtors in these cases, along with the last four digits of each Debtors’ federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc, (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

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

Dated: April 14, 2011

DRINKER BIDDLE & REATH LLP

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

- and -

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

*Counsel for the Official
Committee of Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT
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**FOURTEENTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

Name of Applicant: Drinker Biddle & Reath LLP

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

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

Period for which compensation
and reimbursement are sought: January 1, 2011 through January 31, 2011

Amount of Compensation sought as actual,
reasonable, and necessary: \$27,902.20 (80% of \$34,877.75)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$936.25

This is an: X interim ___ final application

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

Date Filed	Period Covered	Requested		Approved/Paid	
		Fees	Expenses	Fees	Expenses
05/17/2010	11/23/2009 – 12/31/2009	\$14,738.00	\$ 97.10	\$11,790.40	\$97.10
05/17/2010	01/01/2010 – 01/31/2010	\$13,690.50	\$ 74.75	\$10,952.40	\$74.75
05/17/2010	02/01/2010 – 02/28/2010	\$10,323.00	\$ 53.42	\$10,323.00	\$53.42
05/17/2010	03/01/2010 – 03/31/2010	\$22,868.00	\$117.73	\$18,294.40	\$117.73
05/28/2010	04/01/2010 – 04/30/2010	\$11,866.50	\$238.88	\$9,493.20	\$238.88
06/25/2010	05/01/2010 – 05/31/2010	\$24,573.00	\$172.04	\$19,658.40	\$172.04
07/27/2010	06/01/2010 – 06/30/2010	\$23,226.50	\$656.19	\$18,581.20	\$656.19
08/31/2010	07/01/2010 – 07/31/2010	\$22,320.00	\$398.11	\$17,856.00	\$398.11
10/07/2010	08/01/2010 – 08/31/2010	\$23,604.00	\$191.20	\$18,883.20	\$191.20
11/19/2010	09/01/2010 – 09/30/2010	\$21,234.50	\$642.97	\$16,987.60	\$642.97
01/14/2011	10/1/2010 – 10/31/2010	\$42,534.00	\$1,104.42	\$34,027.20	\$1,104.42
01/14/2011	11/1/2010 – 11/30/2010	\$36,984.00	\$149.56	\$29,587.20	\$149.56
01/14/2011	12/1/2010 – 12/31/2010	\$43,680.75	861.14	\$34,944.60	861.14
	TOTAL	\$311,642.75	\$4,757.51	\$251,378.80	\$4,757.51

**ATTACHMENT B
TO FEE APPLICATION**

Name of Professional Individual	Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
F. Douglas Raymond III	Partner; Admitted to PA bar since 1985	\$690	2	\$1,380.00
Robert K. Malone	Partner; Admitted to NJ bar since 1984	\$645	21.9	\$14,125.50
Howard A. Cohen	Partner; Admitted to DE bar since 2001	\$505	32.6	\$16,463.00
Bree F. Archambault	Associate; Admitted to NJ and PA bars since 2007	\$370	3.9	\$1,443.00
Jane L. Gorman	Paralegal	\$260	7.5	\$1,950.00
Reduction of Travel Time (50%)				(483.75)
TOTAL			67.9	\$34,877.75
BLENDED RATE				514

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

Project Category	Total Hours	Total Fees
B100 Asset Analysis and Recovery	0	0
B101 Asset Disposition	.5	\$322.50
B103 Case Administration	3.2	\$1,854.00
B104 Claims Administration & Objections	5.4	\$2,727.00
B105 Employee Benefits/Pensions	0	0
B106 Fee/Employment Applications	19.6	\$8,592.50
B107 Fee/Employment Objections	0	0
B108 Financing	0	0
B109 Litigation	8.1	\$4,356.50
B110 Plan and Disclosure Statement	29.6	\$16,541.50
B111 Relief from Stay Proceedings	0	0
B114 Other	0	0
B115 Travel	1.5	\$967.50
Reduction of 50% of Travel Time		(483.75)
TOTAL	67.9	\$34,877.75

EXPENSE SUMMARY
JANUARY 1, 2011 THROUGH JANUARY 31, 2011

Expense Category	Total Expenses
CourtCall Service	\$37.00
Duplicating	\$137.70
Express Delivery Services (Parcels)	\$15.00
Pacer Searches	\$10.48
Postage	\$10.32
Travel Expenses	\$274.00
Working Meals	\$451.75
TOTAL	\$936.25

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**FOURTEENTH MONTHLY APPLICATION OF DRINKER BIDDLE & REATH LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE COMMITTEE
FOR THE PERIOD FROM 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 this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 102] (the “Interim Compensation Order”), Drinker Biddle & Reath LLP (“Drinker”) hereby files this Fourteenth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors (the “Committee”) for the Period from January 1, 2011 through January 31, 2011 (the “Application”). By this Application, Drinker seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$34,877.75 as compensation and \$936.25 for reimbursement of actual and necessary expenses for a total of \$35,814.00 for the period commencing January 1, 2011 through and including January 31, 2011 (the “Compensation Period”). In support of this Application, Drinker respectfully represents as follows:

¹ The Debtors in these cases, along with the last four digits of each Debtors’ federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc, (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0726), and Advanta Credit Card Receivables Corp. (7955).

BACKGROUND

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

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

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

BASIS FOR THE MONTHLY FEE APPLICATION

4. By this Application, Drinker seeks compensation for the services rendered and reimbursement of expenses incurred by Drinker as general reorganization and bankruptcy counsel to the Committee during the Compensation Period. The amount of fees sought for services rendered during this period is \$34,877.75, representing 67.9 hours in professional and paraprofessional time for such services. Reimbursement of actual and necessary expenses incurred by Drinker during the Compensation Period in connection with these services is requested in the amount of \$936.25.

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

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

FEE STATEMENT

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

ACTUAL AND NECESSARY EXPENSES

8. A summary of actual and necessary expenses incurred by Drinker during the Compensation Period is included in the attached Billing Detail. Drinker has incurred out-of-pocket expenses in the amount of \$936.25 in connection with its services rendered to the Committee during the Compensation Period. These expenses were incurred for items not included in Drinker's hourly rates, including (but not limited to) duplicating charges, document delivery and messenger services, telephone and facsimile charges, legal research charges, travel expenses and in-house document production. Drinker submits that all such expenses are

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

INTERIM NATURE OF COMPENSATION

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

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

REVIEW OF APPLICABLE LOCAL RULE

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

NOTICE

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

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

WHEREFORE, Drinker respectfully requests that the Court (i) approve compensation in the amount of \$34,877.75 for necessary professional services rendered and reimbursement of expenses in the amount of \$936.25, (ii) authorize the Debtor to remit to Drinker, in accordance with the Interim Compensation Order, \$27,902.20 (80% of \$34,877.75) for necessary professional services rendered and \$936.25 for the reimbursement of expenses and (iii) grant such other and further relief as may be just and proper.

Dated: April 14, 2011

DRINKER BIDDLE & REATH LLP

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

- and -

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

*Counsel for the Official
Committee of Unsecured Creditors*

EXHIBIT A

LAW OFFICES

DrinkerBiddle&Reath
LLP500 Campus Drive
Florham Park, NJ 07932-1047
973-360-1100**REMITTANCE PAGE**

04/13/2011

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

Invoice No. 14436429

For services through 31 JANUARY 2011 as follows:

<u>Our File</u>	<u>Matter Name</u>	<u>Amount</u>
446173	Advanta Corp., Chapter 11	
	Current Fees	35,361.50
	Expenses and Charges	<u>936.25</u>
	Total Amount Due This Invoice Per Attached Detail	<u>\$ 36,297.75</u>

SUMMARY OF ACCOUNTS RECEIVABLE

DATE	INV #	AMOUNT	CREDITS	BALANCE
10/06/10	14381697	\$23,795.20	(\$19,074.40)	\$4,720.80
11/16/10	14392614	\$21,875.47	(\$17,628.57)	\$4,246.90
01/14/11	14408355	\$44,888.42	(\$36,131.62)	\$8,756.80
01/14/11	14408393	\$37,133.56	(\$29,736.76)	\$7,396.80
01/24/11	14411918	\$45,948.14	(\$36,930.74)	\$9,017.40

PRIOR BALANCE DUE	<u>\$ 34,138.70</u>
TOTAL BALANCE DUE	<u>\$ 70,436.45</u>

LAW OFFICES

DrinkerBiddle&Reath
LLP500 Campus Drive
Florham Park, NJ 07932-1047
973-360-1100

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

Wire Payments:

Bank: Bank of America
ABA #: 026-009-593
Acct. No.: 4201031226
Acct Name: Drinker Biddle & Reath LLP
NJ Business Depository Account
Reference: 204839/14436429

Checks:

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

ACH Payments:

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

LAW OFFICES



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

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

Invoice Number: 14436429
 Invoice Date: 04/13/2011
 Client Number: 204839
 Matter Number: 446173
 Page: 1

RE: Advanta Corp., Chapter 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 31 JANUARY 2011

TASK CODE			<u>Hours</u>	<u>Amount</u>
	B101	Asset Disposition		
01/18/11	R MALONE	Review Notice of Proposed Assumption of Executory Contracts and Unexpired Leases Pursuant to Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code.	0.20	129.00
01/26/11	R MALONE	Review Amended Notice of Proposed Assumption of Executory Contracts and Unexpired Leases pursuant to Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code.	0.30	193.50
		TOTAL B101	0.50	322.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
	B103	Case Administration		
01/13/11	R MALONE	Prepare for conference call (.2); participate in Committee conference call regarding misc. Plan issues and trust advisory board (1.1)	1.30	838.50
01/13/11	HA COHEN	Attend committee call regarding post confirmation matters.	1.10	555.50
01/25/11	R MALONE	Telephone conference with A. Singer, Latham & Watkins, co-counsel regarding post-confirmation issues (.2); review electronic correspondence regarding update to Committee (.2)	0.40	258.00
01/28/11	HA COHEN	Review Debtors' Monthly Operating Report for Filing Period December 1, 2010 to December 31, 2010.	0.40	202.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B103	Case Administration		
		TOTAL B103	3.20	1,854.00
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B104	Claims Administration & Objections		
01/04/11	HA COHEN	Telephone calls with several Advanta Investors concerning plan voting and recovery matters.	1.10	555.50
01/06/11	HA COHEN	Multiple calls with several Advanta Investors concerning plan voting and distribution matters.	2.30	1,161.50
01/07/11	HA COHEN	Meeting w/ J. Cannon (investor) concerning case status and recoveries.	0.90	454.50
01/11/11	HA COHEN	Multiple calls with several Advanta Investors concerning plan voting and distribution related matters.	1.10	555.50
		TOTAL B104	5.40	2,727.00
			<u>Hours</u>	<u>Amount</u>
TASK CODE	B106	Fee/Employment Applications		
01/06/11	HA COHEN	Review Monthly Application for Compensation of Latham & Watkins LLP for the period November 1, 2010 to November 30, 2010.	1.60	808.00
01/07/11	HA COHEN	Review Monthly Application for Compensation of FTI Consulting, Inc. for the period November 1, 2010 to November 30, 2010.	1.30	656.50
01/10/11	HA COHEN	Review Interim Application for Compensation of Latham & Watkins LLP for the period August 1, 2010 to November 30, 2010.	1.10	555.50
01/12/11	R MALONE	Review Eleventh Monthly Fee Application of Weil, Gotshal & Manges, Counsel to the Debtors, for the Period October 1 through October 31, 2010.	0.30	193.50
01/13/11	R MALONE	Review and revise monthly invoices for October, November and December (1.3); confer with J. Gorman regarding filing of same and Interim Fee Application (.1)	1.40	903.00
01/13/11	JL GORMAN	Prepare October fee application (.5).	0.50	130.00

TASK CODE		B106 Fee/Employment Applications	<u>Hours</u>	<u>Amount</u>
01/14/11	R MALONE	Review and revise Interim Fee Application for Drinker Biddle & Reath.	1.20	774.00
01/14/11	HA COHEN	Review Interim Application for Compensation of FTI Consulting, Inc. for the period August 1, 2010 to November 30, 2010.	1.20	606.00
01/14/11	HA COHEN	Review Monthly Application for Compensation of Drinker Biddle & Reath LLP for the period October 1, 2010 to October 31, 2010 (.9); Monthly Application for Compensation of Drinker Biddle & Reath LLP for the period November 1, 2010 to November 30, 2010 (.7); and Quarterly Application for Compensation of Drinker Biddle & Reath LLP for the period August 1, 2010 to November 30, 2010 (.6).	2.20	1,111.00
01/14/11	JL GORMAN	Draft October fee application (1.5); finalize October fee application (.2); electronically file October fee (.2); coordinate service upon notice parties (.1); prepare November fee application (1.5); finalize November fee application (.2); electronically file November fee application (.2); coordinate service upon notice parties (.1); draft 3rd quarterly fee application (.5); electronically file 3rd quarterly fee application(.1); coordinate service of notice upon service parties (.1); coordinate service of FTIS quarterly upon notice parties (.1); draft certificate of service for service of 3rd quarterly fee applications (.1); electronically file certificate of service (.1).	5.00	1,300.00
01/18/11	R MALONE	Review Notice of Third Interim Fee Application of Richards, Layton & Finger, P.A., Attorneys for Debtors for the period of August 1, 2010 through November 30, 2010.	0.20	129.00
01/18/11	R MALONE	Review Notice of Third Interim Fee Application of Alvarez & Marsal North America, LLC Financial Advisors for Debtors, for the period of August 1, 2010 through November 30, 2010.	0.20	129.00

TASK CODE	B106 Fee/Employment Applications	<u>Hours</u>	<u>Amount</u>
01/18/11 R MALONE	Review Notice of Third Interim Fee Application of Weil, Gotshal & Manges, Counsel to Debtors, for the period from August 1, 2010 through November 30, 2010.	0.20	129.00
01/18/11 R MALONE	Review Twelfth Monthly Fee Application of Weil, Gotshal & Manges, Counsel to Debtors for the period from November 1 through November 30, 2010.	0.30	193.50
01/18/11 JL GORMAN	Draft December fee application.	0.40	104.00
01/25/11 HA COHEN	Review Monthly Application for Compensation of Drinker Biddle & Reath LLP for the period December 1, 2010 to December 31, 2010.	0.90	454.50
01/25/11 JL GORMAN	Draft December fee application of Drinker (1.0); finalize December application of Drinker (.3); electronically file December fee application of Drinker (.2); coordinate service of December fee application upon notice parties (.1).	1.60	416.00
TOTAL B106		19.60	8,592.50

TASK CODE	B109 Litigation	<u>Hours</u>	<u>Amount</u>
01/05/11 R MALONE	Review electronic correspondence from co-counsel regarding proposed discovery (.1); review proposed discovery requests (1.1); telephone conference with HA Cohen regarding comments for co-counsel (.2).	1.40	903.00
01/05/11 HA COHEN	Review draft of proposed discovery requests and related 2004 Motion concerning executive claims.	2.30	1,161.50
01/20/11 HA COHEN	Multiple communications with Latham litigation team concerning Rule 2004 timing matters.	0.40	202.00
01/21/11 HA COHEN	Research regarding Rule 2004 notice requirements (2.7); confer with R.K. Malone regarding results of research (.2) multiple discussions with Latham Team co-counsel regarding same (.2).	3.10	1,565.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
		B109 Litigation		
01/23/11	R MALONE	Conference call with R. Schwartz, Latham & Watkins regarding issues related to Rule 2004 examinations (.4); prepare electronic correspondence related to same (.1).	0.50	322.50
01/23/11	HA COHEN	Attend conference call with R. Schwartz and R.K. Malone concerning matters pertaining to timing of 2004 motion.	0.40	202.00
TOTAL B109			8.10	4,356.50
TASK CODE			<u>Hours</u>	<u>Amount</u>
		B110 Plan and Disclosure Statement		
01/03/11	R MALONE	Review Notice of Approval of Proposed Disclosure Statement Establishment of Solicitation and Voting Procedures, Scheduling a Confirmation Hearing and Establishment of Notice and Objection Procedures for Confirmation of the Proposed Plan (.1); confer with H.A. Cohen regarding followup (.1).	0.20	129.00
01/05/11	R MALONE	Review information from Trustee Candidates in preparation for interviews on 1/6	2.40	1,548.00
01/06/11	R MALONE	Attend meeting with counsel for Debtors and co-counsel for Creditors' Committee regarding interviews of candidates for Post-confirmation Liquidation Trustee at Weil, Gotshall & Manges, New York.	4.00	2,580.00
01/07/11	R MALONE	Review electronic correspondence from Latham & Watkins regarding proposed Liquidation Trust Agreement (.1); review and prepare comments to proposed Liquidation Trust Agreement (1.1)	1.20	774.00
01/07/11	R MALONE	Review notes and attend Conference Call regarding Advanta Trustee Interview Follow Up (1.0); telephone conference with S. Manewitz, regarding independent advisory board position (.6)	1.60	1,032.00
01/07/11	HA COHEN	Attend committee call re: selection of liquidation trustee.	0.90	454.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B110	Plan and Disclosure Statement		
01/07/11	HA COHEN	Review draft of liquidation trust agreement.	1.60	808.00
01/10/11	HA COHEN	Telephone calls with several Advanta Investors concerning plan voting matters.	1.60	808.00
01/19/11	R MALONE	Review electronic correspondence from Latham & Watkins regarding By-Laws for post-confirmation operations and trusts (.2); confer with HA Cohen regarding review of same under Delaware Law (.2)	0.40	258.00
01/19/11	HA COHEN	Review Advanta amended bylaws and charter concerning matters pertaining to Delaware law (2.1); Multiple discussions with B. Archambault concerning same (.6).	2.70	1,363.50
01/20/11	FD RAYMOND III	Conference with B. Archambault (.3); review Article and Bylaws (1.7).	2.00	1,380.00
01/20/11	HA COHEN	Multiple discussions with B. Archambault concerning Advanta charter and bylaws.	0.30	151.50
01/20/11	BF ARCHAMBAULT	Confer with H.A. Cohen regarding issues to be addressed as to Advanta trust (.3); review and comment on form of articles and bylaws for corporation held by liquidating trust (3.6).	3.90	1,443.00
01/24/11	R MALONE	Review additional Plan Supplements (1.0); confer with HA Cohen regarding same (0.0)	1.00	645.00
01/24/11	HA COHEN	Review plan supplement materials.	1.10	555.50
01/25/11	R MALONE	Review electronic correspondences related to proposed Confidentiality Agreement for proposed Advisory Committee members (.2); review proposed Confidentiality Agreement (.8)	1.00	645.00
01/25/11	HA COHEN	Research concerning Delaware law pertaining to confidentiality agreements (1.3); review and respond to inquiry from Latham & Watkins Team co-counsel concerning TAB confidentiality agreement (1.1).	2.40	1,212.00
01/28/11	R MALONE	Review Plan Supplement in Support of the Debtors' Joint Plan Under Chapter 11.	0.70	451.50
01/31/11	HA COHEN	Review list of Committee changes to plan and plan supplement.	0.60	303.00

TASK CODE	B110 Plan and Disclosure Statement	<u>Hours</u>	<u>Amount</u>
	TOTAL B110	29.60	16,541.50

TASK CODE	B115 Travel	<u>Hours</u>	<u>Amount</u>
01/06/11 R MALONE	Travel to/from Weil Gotshal & Manges, NYC for Trustee interviews	1.50	967.50
	TOTAL B115	1.50	967.50

CURRENT FEES \$35,361.50

TIME AND FEE SUMMARY

TIMEKEEPER	TITLE	RATE	HOURS	FEES
FD RAYMOND III	PARTNER	\$690.00	2.00	\$1,380.00
R MALONE	PARTNER	\$645.00	21.90	\$14,125.50
HA COHEN	PARTNER	\$505.00	32.60	\$16,463.00
BF ARCHAMBAULT	ASSOCIATE	\$370.00	3.90	\$1,443.00
JL GORMAN	PARALEGAL	\$260.00	7.50	\$1,950.00
TOTALS			67.90	\$35,361.50

SUMMARY OF TASK AMOUNTS

TASK	ACTIVITY	HOURS	FEES
B101	Asset Disposition	0.50	322.50
	TASK B101 TOTAL	0.50	322.50
B103	Case Administration	3.20	1,854.00
	TASK B103 TOTAL	3.20	1,854.00
B104	Claims Administration & Objections	5.40	2,727.00
	TASK B104 TOTAL	5.40	2,727.00
B106	Fee/Employment Applications	19.60	8,592.50
	TASK B106 TOTAL	19.60	8,592.50
B109	Litigation	8.10	4,356.50
	TASK B109 TOTAL	8.10	4,356.50
B110	Plan and Disclosure Statement	29.60	16,541.50
	TASK B110 TOTAL	29.60	16,541.50
B115	Travel	1.50	967.50
	TASK B115 TOTAL	1.50	967.50
TOTALS		67.90	35,361.50

EXPENSES AND CHARGES

01/21/11	Postage Cohen 1/7	10.32
	TOTAL:	10.32
01/31/11	CourtCall Service - Diners Club 11/17/10 Court Call CCID # 3866325 US Bankruptcy Court DE 11/17/10 Court Call CCID # 3866325 11/23/10 US Bankruptcy Court DE Aaron Singer	37.00
	TOTAL:	37.00
01/03/11	Duplicating User Diane Meaney made 2 copies on 01/03/2011 at 11:42 hrs	0.20

01/04/11	Duplicating User Robert K. Malone made 255 copies on 01/04/2011 at 09:58 hrs	25.50
01/07/11	Duplicating User Amy S Kinslow made 378 copies on 01/07/2011 at 08:15 hrs	37.80
01/12/11	Duplicating User Diane Meaney made 60 copies on 01/12/2011 at 15:20 hrs	6.00
01/14/11	Duplicating User Diane Meaney made 38 copies on 01/14/2011 at 13:07 hrs	3.80
01/14/11	Duplicating User Jane L. Gorman made 162 copies on 01/14/2011 at 17:14 hrs	16.20
01/18/11	Duplicating User Diane Meaney made 80 copies on 01/18/2011 at 15:21 hrs	8.00
01/25/11	Duplicating User Diane Meaney made 4 copies on 01/25/2011 at 10:53 hrs	0.40
01/25/11	Duplicating User Jane L. Gorman made 150 copies on 01/25/2011 at 16:50 hrs	15.00
01/26/11	Duplicating User Diane Meaney made 16 copies on 01/26/2011 at 11:12 hrs	1.60
01/27/11	Duplicating User Diane Meaney made 3 copies on 01/27/2011 at 12:01 hrs	0.30
01/28/11	Duplicating User Robert K. Malone made 229 copies on 01/28/2011 at 11:34 hrs	22.90
	TOTAL:	137.70
01/19/11	Express Delivery Services - Parcels, Inc. Delivery, Richards Layton & Finger, 920 N King St, Wilmington DE	7.50
01/19/11	Express Delivery Services - Parcels, Inc. Delivery, Office Of The US Trustee, 844 N King St, Wilmington DE	7.50
	TOTAL:	15.00
01/28/11	Working Meals/Entertainment - Diners Club 12/16/10 Food for Thought Catering Meeting Lunch for 20; preparation for the disclosure statement hearing.	451.75
	TOTAL:	451.75
01/28/11	Travel Expenses - Diners Club 12/16/10 Newark to Wilmington R. Malone	274.00
	TOTAL:	274.00
01/19/11	Pacer Searches	8.24
01/26/11	Pacer Searches	1.12

01/31/11	Pacer Searches	1.12
	TOTAL:	<u>10.48</u>

CURRENT EXPENSES AND CHARGES	\$	<u>936.25</u>
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TOTAL THIS INVOICE	\$	<u>36,297.75</u>
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Payment for legal services is due within 30 days of invoice date.

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

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

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

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

1. I am a partner of the law firm of Drinker Biddle & Reath LLP, counsel to the Official Committee of Unsecured Creditors, in the above-captioned matter. I submit this certification in connection with Drinker Biddle & Reath LLP's Fourteenth Monthly Application for allowance of compensation for services rendered and for reimbursement of expenses for the period of January 1, 2011 through January 31, 2011 (the "Application").

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

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

Dated: April 14, 2011

/s/ Howard A. Cohen
Howard A. Cohen

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

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

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 14th day of April 2011, I caused a true and correct copy of the *Fourteenth Application of Drinker Biddle & Reath LLP for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Committee for the Period From January 1, 2011 Through January 31, 2011* to be served upon the following parties by first class United States mail:

David Klauder, Esq.
Office of the United States Trustee
J. Caleb Boggs Federal Building
844 King Street, Room 2207
Wilmington, DE 19801

Chun I. Jang, Esq.
Richards Finger & Layton, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801

Advanta Corp.
Attn: Philip M. Browne
P.O. Box 844
Spring House, PA 19477-0844

Robert L. Lemons, Esq.
Weil, Gotshal & Manges, LLP
767 Fifth Avenue
New York, New York 10153

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

Dated: April 14, 2011

DRINKER BIDDLE & REATH LLP

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

*Counsel for the Official
Committee of Unsecured Creditors*