

**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 *Fifteenth 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 February 1, 2011 Through February 28, 2011* (the “Application”), which seeks approval of Drinker’s request for compensation for the professional services rendered in the amount of \$56,488.25 and reimbursement for the expenses it incurred in the amount of \$1,207.17 during the period from February 1, 2011 Through February 28, 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*

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**FIFTEENTH 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 FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 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: February 1, 2011 through February 28, 2011

Amount of Compensation sought as actual,
reasonable, and necessary: \$45,190.60 (80% of \$56,488.25)

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$1,207.17

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	10/01/2010 – 10/31/2010	\$42,534.00	\$1,104.42	\$34,027.20	\$1,104.42
01/14/2011	11/01/2010 – 11/30/2010	\$36,984.00	\$149.56	\$29,587.20	\$149.56
01/14/2011	12/01/2010 – 12/31/2010	\$43,680.75	\$861.14	\$34,944.60	861.14
04/14/2011	01/01/2011 – 01/31/2011	\$34,877.75	\$936.25		
	TOTAL	\$346,520.50	\$5,693.76	\$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
Robert K. Malone	Partner; Admitted to NJ bar since 1984	\$645	48.9	\$31,540.50
Howard A. Cohen	Partner; Admitted to DE bar since 2001	\$505	49.0	\$24,745.00
Marita S. Erbeck	Associate; Admitted to NJ bar since 2002 and NY bar since 2003	\$435	5.1	\$2,218.50
Joseph N. Argentina	Associate; Admitted to PA and NJ bars since 2009; DE bar since 2010	\$315	4	\$1,260.00
Jane L. Gorman	Paralegal	\$260	1.1	\$286.00
Reduction of Travel Time (50%)				(3,561.75)
TOTAL			108.1	\$56,488.25
BLENDED RATE				522

COMPENSATION BY PROJECT CATEGORY
FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011

Project Category	Total Hours	Total Fees
B100 Asset Analysis and Recovery	0	0
B101 Asset Disposition	.3	\$94.50
B102 Business Operations	7.6	\$3,135.00
B103 Case Administration	10.3	\$6,405.50
B104 Claims Administration & Objections	7.7	\$3,545.50
B105 Employee Benefits/Pensions	0	0
B106 Fee/Employment Applications	5.5	\$2,620.00
B107 Fee/Employment Objections	.6	\$303.00
B108 Financing	0	0
B109 Litigation	.4	\$202
B110 Plan and Disclosure Statement	62.4	\$35,712.11
B111 Relief from Stay Proceedings	0	0
B114 Other	1.8	\$909.00
B115 Travel	11.5	\$7,123.50
Reduction of 50% of Travel Time		(3,561.75)
TOTAL	108.1	\$56,488.36

EXPENSE SUMMARY
FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011

Expense Category	Total Expenses
Bindery	\$33.75
Computer Assisted Research (Lexis)	\$425.86
Duplicating	\$196.80
Duplicating (Network Print –over 1000 pages)	\$326.16
Express Delivery Services (Parcels)	\$15.00
Federal Express	\$73.76
Pacer Searches	\$81.44
Postage	\$19.20
Travel Expenses	\$35.20
TOTAL	\$1207.17

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**FIFTEENTH 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 FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 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 Fifteenth 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 February 1, 2011 through February 28, 2011 (the “Application”). By this Application, Drinker seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$56,488.25 as compensation and \$1,207.17 for reimbursement of actual and necessary expenses for a total of \$57,695.42 for the period commencing February 1, 2011 through and including February 28, 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 \$56,488.25, representing 108.1 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 \$1,207.17.

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 \$1,207.17 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 \$56,488.25 for necessary professional services rendered and reimbursement of expenses in the amount of \$1,207.17, (ii) authorize the Debtor to remit to Drinker, in accordance with the Interim Compensation Order, \$45,190.60 (80% of \$56,488.25) for necessary professional services rendered and \$1,207.17 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. 14436431

For services through 28 FEBRUARY 2011 as follows:

<u>Our File</u>	<u>Matter Name</u>	<u>Amount</u>
446173	Advanta Corp., Chapter 11	
	Current Fees	60,050.00
	Expenses and Charges	<u>1,207.17</u>
	Total Amount Due This Invoice Per Attached Detail	<u>\$ 61,257.17</u>

SUMMARY OF ACCOUNTS RECEIVABLE

<u>DATE</u>	<u>INV #</u>	<u>AMOUNT</u>	<u>CREDITS</u>	<u>BALANCE</u>
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
04/13/11	14436429	\$36,297.75	\$0.00	\$36,297.75

PRIOR BALANCE DUE \$ 70,436.45TOTAL BALANCE DUE \$ 131,693.62

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: 204839/14436431

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: 14436431
 Invoice Date: 04/13/2011
 Client Number: 204839
 Matter Number: 446173
 Page: 1

RE: Advanta Corp., Chapter 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH 28 FEBRUARY 2011

TASK CODE			<u>Hours</u>	<u>Amount</u>
	B101	Asset Disposition		
02/22/11	J ARGENTINA	Review Delaware Statutory Trust law regarding fiduciary standards of trustees in connection with investment by trust.	0.30	94.50
		TOTAL B101	0.30	94.50
			<u>Hours</u>	<u>Amount</u>
	B102	Business Operations		
02/02/11	HA COHEN	Research regarding resident trustee requirements for Delaware trusts (.8); Multiple emails and calls with co-counsel/FTI regarding same (.6); Telephone call with Z. Shapiro regarding same (.2).	1.60	808.00
02/07/11	HA COHEN	Review and analyze research regarding trust investment guidelines.	2.30	1,161.50
02/07/11	J ARGENTINA	Review electronic correspondence from H. Cohen regarding legal research as to application of section 545 of the Bankruptcy Code to the liquidating trust's post-effective date investments.	0.10	31.50
02/07/11	J ARGENTINA	Complete research regarding the application of section 545 of the Bankruptcy Code to the liquidating trust's post-effective date investments.	3.60	1,134.00
		TOTAL B102	7.60	3,135.00

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B103	Case Administration		
02/04/11	R MALONE	Participate in conference call with Latham team regarding Insurance.	1.50	967.50
02/04/11	R MALONE	Participate in conference call with Committee regarding update meeting.	0.50	322.50
02/08/11	HA COHEN	Email to co-counsel regarding Notice of Agenda of Matters Scheduled for Hearing Filed by Advanta Corp., et al., Hearing scheduled for 2/10/2011 at 01:00 PM.	0.30	151.50
02/09/11	R MALONE	Review Notice of Amended Agenda of Matters Scheduled for Hearing on February 10, 2011 at 1:00 P.M. (.1); confer with HA Cohen regarding same (.1)	0.20	129.00
02/09/11	R MALONE	Telephone conference with R. Schwartz, Latham & Watkins regarding miscl. issues related to post-confirmation trusts (.3)	0.30	193.50
02/09/11	HA COHEN	Email to co-counsel regarding Amended Notice of Agenda of Matters Scheduled for Hearing Filed by Advanta Corp., et al., Hearing scheduled for 2/10/2011 at 01:00 PM.	0.20	101.00
02/11/11	R MALONE	Participate in Conference Call with FTI and Latham Teams regarding post-confirmation issues (.5); confer with H.A. Cohen regarding meetings on 2/14 and 2/15 (.4)	0.90	580.50
02/14/11	R MALONE	Attend meeting with Latham and FTI Team at Weil Gotshal & Manges regarding review of Claims and post-confirmation issues with Weil Gotshal and Alvarez & Marsal Team	4.00	2,580.00
02/14/11	R MALONE	Prepare for and participate in Conference call regarding preparation for meeting on 2/15 with TAB	0.70	451.50
02/15/11	HA COHEN	Telephone call with W. Majette regarding case status (.2); Telephone call with B. Clause regarding same (.2).	0.40	202.00
02/25/11	R MALONE	Review and analyze January MOR filed by Debtors	0.50	322.50

TASK CODE	B103 Case Administration	<u>Hours</u>	<u>Amount</u>
02/25/11 HA COHEN	Review Debtors' Monthly Operating Report for Filing Period January 1, 2011 to January 31, 2011 Filed by Advanta Corp., et al.	0.80	404.00
TOTAL B103		10.30	6,405.50
TASK CODE	B104 Claims Administration & Objections	<u>Hours</u>	<u>Amount</u>
02/08/11 HA COHEN	Email to co-counsel regarding Notice of Withdrawal (Partial) of Motion of Debtors Pursuant to Sections 105(a) and 362 of the Bankruptcy Code (I) Establishing Notification Procedures Regarding Restrictions on Certain Transfers of Claims Against and Equity Interests in the Debtors and (II) Scheduling a Final Hearing).	0.30	151.50
02/11/11 HA COHEN	Review Touch America decisions for impact on D&O claim analysis.	1.90	959.50
02/14/11 MS ERBECK	Review initial update on key issues.	0.40	174.00
02/15/11 R MALONE	Review Notice of Partial Withdrawal of Motion of Debtors Establishing Notification Procedures Regarding Restrictions on Certain Transfers of Claims.	0.10	64.50
02/15/11 MS ERBECK	Review Transition Planning materials.	0.60	261.00
02/16/11 MS ERBECK	Conference with R.K. Malone regarding claims analysis.	0.30	130.50
02/17/11 MS ERBECK	Review Plan and Disclosure Statement.	2.00	870.00
02/17/11 MS ERBECK	Confer with R.K. Malone regarding claims objections.	0.30	130.50
02/18/11 MS ERBECK	Review Plan and Disclosure Statement.	1.50	652.50
02/28/11 HA COHEN	Telephone call with R. Tweed concerning case status.	0.30	151.50
TOTAL B104		7.70	3,545.50

			<u>Hours</u>	<u>Amount</u>
TASK CODE	B106	Fee/Employment Applications		
02/01/11 R MALONE		Review Thirteenth Monthly Fee Application of Richards, Layton & Finger, P.A. Co-Counsel to Debtors for the period from December 1, 2010 through December 31, 2010.	0.30	193.50
02/02/11 HA COHEN		Review Monthly Application for Compensation of Latham & Watkins LLP for the period December 1, 2010 to December 31, 2010.	1.10	555.50
02/02/11 HA COHEN		Review Monthly Application for Compensation of FTI Consulting, Inc. for the period December 1, 2010 to December 31, 2010.	1.20	606.00
02/08/11 HA COHEN		Review Certification of Counsel Regarding Omnibus Order Approving Second Interim Fee Application Requests (.3); email to Z. Shapiro regarding same (.2).	0.50	252.50
02/08/11 JL GORMAN		Draft certificate of no objection to October fee application (.1); draft certificate of no objection to November fee application (.1); review status regarding objections to October and November fee application (1); finalize certificate of no objection to October and November fee applications (.1); electronically file certificate of no objection to October and November fee applications (.2); conference with H. Cohen regarding status of third quarterly fee application (.1).	0.70	182.00
02/10/11 R MALONE		Review Thirteenth Monthly Fee Statement of Alvarez & Marsal North America, LLC Financial Advisors to Debtors for the period December 1 through December 31, 2010.	0.30	193.50
02/15/11 R MALONE		Review Certification of Counsel Regarding Omnibus Order Approving Second Interim Fee Application Requests.	0.10	64.50
02/16/11 R MALONE		Review Omnibus Order Approving Second Interim Fee Application Requests entered by the Hon. Kevin J. Carey, February 8, 2011.	0.10	64.50

TASK CODE			<u>Hours</u>	<u>Amount</u>
	B106	Fee/Employment Applications		
02/17/11	HA COHEN	Review Supplemental Affidavit (Second) of Mitchell A. Seider, Esq. of Latham & Watkins LLP in Support of the Application for Order Approving the Employment and Retention of Latham & Watkins LLP as Counsel for the Official Committee of Unsecured Creditors.	0.30	151.50
02/17/11	JL GORMAN	Review docket for objection(s) to Drinker fee application (.1); conference with H. Cohen regarding CNO to Drinker's December fee application (.1); draft CNO (.1); electronically file CNO (.1).	0.40	104.00
02/24/11	HA COHEN	Reconcile DBR receipts in Advanta case to conform to fee application matters.	0.50	252.50
		TOTAL B106	5.50	2,620.00
			<u>Hours</u>	<u>Amount</u>
	B107	Fee/Employment Objections		
02/16/11	HA COHEN	Review and respond to fee auditor's email concerning matters pertaining to DBR's third interim application.	0.60	303.00
		TOTAL B107	0.60	303.00
			<u>Hours</u>	<u>Amount</u>
	B109	Litigation		
02/03/11	HA COHEN	Review draft common interest agreement.	0.40	202.00
		TOTAL B109	0.40	202.00
			<u>Hours</u>	<u>Amount</u>
	B110	Plan and Disclosure Statement		
02/01/11	R MALONE	Review proposed form of Confirmation Order (.7)	0.70	451.50
02/01/11	HA COHEN	Review draft of confirmation order.	0.80	404.00

TASK CODE	B110 Plan and Disclosure Statement	<u>Hours</u>	<u>Amount</u>
02/01/11 HA COHEN	Review Objection to Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code Filed by Western Pennsylvania Electrical Employees Pension Fund.	0.90	454.50
02/01/11 HA COHEN	Review Objection of Proposed Erisa Class Representatives to Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code Filed by Matthew A. Ragan, Paula Hiatt, Pamela Yates and Joann Claflin.	0.90	454.50
02/02/11 R MALONE	Review Objections from ERISA and PA Pension Funds to confirmation of Plan (1.4); confernence calls with FTI and Latham Team regarding requirements under Delaware law as to statutory trusts and options (.6)	2.00	1,290.00
02/02/11 HA COHEN	Email to co-counsel regarding post confirmation reporting requirements.	0.40	202.00
02/03/11 R MALONE	Analyze D&O issues related to confirmation (.8); confer with HA Cohen regarding issue and conference call on 2/4 (.4)	1.20	774.00
02/03/11 HA COHEN	Review D&O matters for committee call concerning plan confirmation matters (1.8); confer with R.K. Malone regarding issues (.4).	2.20	1,111.00
02/07/11 R MALONE	Review Reservation of Rights as to Confirmation by Class Action Plaintiffs	0.50	322.50
02/07/11 R MALONE	Review draft and red-lined version of revised Plan and revised Plan Confirmation Order.	1.10	709.50
02/07/11 HA COHEN	Review Reservation of Rights with Regard to Objections to Confirmation of Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code Filed by Mark Schaller, William E. Underland/Class Action Plaintiffs.	0.70	353.50
02/08/11 R MALONE	Review Notice of Agenda of Matters Scheduled for Hearing on February 10, 2011 at 1:00 P.M. (.1); review of pleadings filed in support of confirmation hearing on 2/10 (4.7)	4.80	3,096.00

TASK CODE		B110 Plan and Disclosure Statement	<u>Hours</u>	<u>Amount</u>
02/08/11	HA COHEN	Review Declaration of Jeffrey S. Stein of the Garden City Group, Inc. Certifying the Methodology for the Tabulation of Votes on and Results of Voting with Respect to the Debtors Joint Plan under Chapter 11 of the Bankruptcy Code.	0.80	404.00
02/08/11	HA COHEN	Review Chapter 11 Plan of Reorganization (Blackline) Filed by Advanta Corp., et al.	1.20	606.00
02/08/11	HA COHEN	Review Notice of Filing of Proposed Order Confirming Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code, as Modified.	1.40	707.00
02/08/11	HA COHEN	Review Declaration of William A. Rosoff in Support of Confirmation of the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code, Dated November 2, 2010, as Modified.	0.90	454.50
02/09/11	R MALONE	Continued review of additional pleadings including Memorandum of law in support of confirmation, plan exhibits and objections in preparation for confirmation hearing on 2/10	5.30	3,418.50
02/09/11	R MALONE	Review Declaration of Jeffrey S. Stein of the Garden City Group, Inc. Certifying the Methodology for the Tabulation of Votes on and Results of Voting with Respect to the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code.	0.20	129.00
02/09/11	R MALONE	Review Declaration of William A. Rosoff in Support of Confirmation of the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code, dated November 2, 2010, as Modified (.3); review Declaration of Joseph A. Bondi in Support of Confirmation of the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code, dated November 2, 2010, as Modified (.3).	0.60	387.00
02/09/11	HA COHEN	Review Declaration of Joseph A. Bondi in Support of Confirmation of the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code, Dated November 2, 2010, as Modified.	0.70	353.50

TASK CODE		B110 Plan and Disclosure Statement	<u>Hours</u>	<u>Amount</u>
02/09/11	HA COHEN	Review Memorandum of Law in Support of Confirmation of the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code, as Modified.	1.70	858.50
02/09/11	HA COHEN	Review Plan Supplement (Modified) in Support of the Debtors' Joint Plan Under Chapter 11 of the Bankruptcy Code.	0.80	404.00
02/10/11	R MALONE	Attend meeting with Latham and FTI Teams in preparation for confirmation hearing.	3.30	2,128.50
02/10/11	R MALONE	Attend hearing before the Hon. Kevin J. Carey, United States Bankruptcy Court for the District of Delaware regarding confirmation.	2.10	1,354.50
02/10/11	HA COHEN	Prepare for (3.3) and attend confirmation hearing (2.1) before Hon. Kevin J. Carey U.S. Bankruptcy Court.	5.40	2,727.00
02/11/11	HA COHEN	Attend professional call concerning transition matters from estate to liquidation trusts.	0.90	454.50
02/14/11	HA COHEN	Prepare for (2.3) and attend meeting at Weil concerning trust transition matters (3.3).	5.60	2,828.00
02/14/11	HA COHEN	Attend professionals call to prepare for TAB meeting.	0.60	303.00
02/15/11	R MALONE	Attend meeting with Trust Advisory Board, FTI and Lathram Team at Latham & Watkins, New York City(6.0).	6.20	3,999.00
02/15/11	HA COHEN	Attend by telephone initial meeting of TAB in Advanta.	5.40	2,727.00
02/27/11	HA COHEN	Review email from A. Singer Latham & Watkins concerning modification to plan language.	0.30	151.50

TASK CODE	B110 Plan and Disclosure Statement	<u>Hours</u>	<u>Amount</u>
02/28/11 R MALONE	Review electronic correspondence from L. Park, FTI regarding closing issues (.1); prepare for conference call (.3); participate in conference call with FTI and Latham Teams regarding closing issues and conference calls with Creditors' Committee and TAB (.5); participate in conference call with Creditors' Committee regarding post-confirmation and effective date issues (.5); conference call with Trust Advisory Board regarding post-effective date matters (.6)	2.00	1,290.00
02/28/11 HA COHEN	Attend telephonic meeting of professionals concerning effective date matters.	0.50	252.50
02/28/11 HA COHEN	Attend final call with committee concerning effective date matters.	0.30	151.50
TOTAL B110		62.40	35,712.00

TASK CODE	B114 Other	<u>Hours</u>	<u>Amount</u>
02/25/11 HA COHEN	Multiple emails with co-counsel concerning declarations of trust (.3); review declarations (.8).	1.10	555.50
02/25/11 HA COHEN	Multiple emails with L. Park concerning trust investments.	0.20	101.00
02/28/11 HA COHEN	Attend telephonic TAB meeting concerning effective date transition update.	0.50	252.50
TOTAL B114		1.80	909.00

TASK CODE	B115 Travel	<u>Hours</u>	<u>Amount</u>
02/10/11 R MALONE	Travel to/from Wilmington, Delaware to attend meeting with co-counsel and hearing before the Hon. Kevin J. Carey, United States Bankruptcy Court for the District of Delaware.	4.00	2,580.00
02/14/11 R MALONE	Travel to/from NYC for meeting at Weil Gotshal regarding Claims matters.	2.40	1,548.00
02/14/11 HA COHEN	Travel from Weil transition meeting.	2.10	1,060.50

TASK CODE	B115 Travel	<u>Hours</u>	<u>Amount</u>
02/15/11 R MALONE	Travel to/from NYC for TAB Meeting at Latham & Watkins	3.00	1,935.00
TOTAL B115		11.50	7,123.50
CURRENT FEES			\$60,050.00

TIME AND FEE SUMMARY

TIMEKEEPER	TITLE	RATE	HOURS	FEES
R MALONE	PARTNER	\$645.00	48.90	\$31,540.50
HA COHEN	PARTNER	\$505.00	49.00	\$24,745.00
MS ERBECK	ASSOCIATE	\$435.00	5.10	\$2,218.50
J ARGENTINA	ASSOCIATE	\$315.00	4.00	\$1,260.00
JL GORMAN	PARALEGAL	\$260.00	1.10	\$286.00
TOTALS			108.10	\$60,050.00

SUMMARY OF TASK AMOUNTS

TASK	ACTIVITY	HOURS	FEES
B101	Asset Disposition	0.30	94.50
	TASK B101 TOTAL	0.30	94.50
B102	Business Operations	7.60	3,135.00
	TASK B102 TOTAL	7.60	3,135.00
B103	Case Administration	10.30	6,405.50
	TASK B103 TOTAL	10.30	6,405.50
B104	Claims Administration & Objections	7.70	3,545.50
	TASK B104 TOTAL	7.70	3,545.50
B106	Fee/Employment Applications	5.50	2,620.00
	TASK B106 TOTAL	5.50	2,620.00
B107	Fee/Employment Objections	0.60	303.00
	TASK B107 TOTAL	0.60	303.00
B109	Litigation	0.40	202.00
	TASK B109 TOTAL	0.40	202.00
B110	Plan and Disclosure Statement	62.40	35,712.00
	TASK B110 TOTAL	62.40	35,712.00
B114	Other	1.80	909.00
	TASK B114 TOTAL	1.80	909.00
B115	Travel	11.50	7,123.50
	TASK B115 TOTAL	11.50	7,123.50
TOTALS		108.10	60,050.00

EXPENSES AND CHARGES

02/10/11 Postage Kinslow 2/2

19.20

	TOTAL:	19.20
02/01/11	Duplicating User Diane Meaney made 68 copies on 02/01/2011 at 11:13 hrs	6.80
02/02/11	Duplicating User Amy S Kinslow made 551 copies on 02/02/2011 at 15:36 hrs	55.10
02/07/11	Duplicating User Robert K. Malone made 289 copies on 02/07/2011 at 11:30 hrs	28.90
02/10/11	Duplicating User Diane Meaney made 36 copies on 02/10/2011 at 11:27 hrs	3.60
02/15/11	Duplicating User Diane Meaney made 18 copies on 02/15/2011 at 18:01 hrs	1.80
02/17/11	Duplicating User Barbara J. Mass made 237 copies on 02/17/2011 at 14:58 hrs	23.70
02/18/11	Duplicating User Robert K. Malone made 769 copies on 02/18/2011 at 12:25 hrs	76.90
	TOTAL:	196.80
02/07/11	Computer Assisted Research (Lexis) SERVICE: -, QTY: 0, USER : ARGENTINA, JOSEPH	425.86
	TOTAL:	425.86
02/14/11	Express Delivery Services - Parcels, Inc. Delivery,Richards Layton & Finger,920 N King St,Wilmington DE	7.50
02/14/11	Express Delivery Services - Parcels, Inc. Delivery,Office Of The US Trustee,844 N King St,Wilmington DE	7.50
	TOTAL:	15.00
02/09/11	Federal Express COURIER SHIPMENT #866385807569 TO HOWARD A COTEN, DRINKER BIDDLE REATHY LLP, WILMINGTON, DE, US	73.76
	TOTAL:	73.76
02/17/11	Travel Expenses - Howard A. Cohen 2/14/11 NY/Client Mtg	35.20
	TOTAL:	35.20
02/14/11	Network Print - over 1000 copies Amy Kinslow 2-10-11	326.16
	TOTAL:	326.16
02/02/11	Pacer Searches	4.96

02/08/11	Pacer Searches	2.08
02/09/11	Pacer Searches	59.28
02/09/11	Pacer Searches	1.52
02/09/11	Pacer Searches	5.52
02/10/11	Pacer Searches	2.72
02/24/11	Pacer Searches	2.88
02/28/11	Pacer Searches	2.48
	TOTAL:	<u>81.44</u>

02/14/11	Bindery Amy Kinslow 2-10-11	33.75
	TOTAL:	<u>33.75</u>

CURRENT EXPENSES AND CHARGES	\$ <u>1,207.17</u>
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TOTAL THIS INVOICE	\$ <u>61,257.17</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 Fifteenth Monthly Application for allowance of compensation for services rendered and for reimbursement of expenses for the period of February 1, 2011 through February 28, 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 *Fifteenth 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 February 1, 2011 Through February 28, 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*