

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

<p>In re:</p> <p>ADVANTA CORP., <i>et al.</i>,</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 09-13931 (KJC)</p> <p>(Jointly Administered)</p> <p>Hrg Date: 09/13/11 at 10:00 a.m. ET Obj. Due: 05/04/11 at 4:00 p.m. ET</p>
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**EIGHTH MONTHLY AND FINAL FEE APPLICATION OF KPMG LLP AS
AUDITORS, TAX CONSULTANTS AND ADVISORS TO THE DEBTORS AND
DEBTORS-IN-POSSESSION FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE INTERIM PERIOD
BEGINNING FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011 AND THE
FINAL PERIOD BEGINNING
NOVEMBER 8, 2009 THROUGH FEBRUARY 28, 2011**

Name of Applicant:	KPMG LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	January 5, 2010 <i>Nunc Pro Tunc</i> To November 8, 2009
Interim Period for which Compensation and Expense Reimbursement is sought:	February 1, 2011 through February 28, 2011
Interim Amount of Compensation sought as actual, reasonable and necessary:	\$ 0.00
Interim Amount of Expense reimbursement sought as actual, reasonable and necessary	\$ 971.11
Final Period for which Compensation and Expense Reimbursement is sought:	November 8, 2009 through February 28, 2011
Final Amount of Compensation sought as actual, reasonable and necessary:	\$ 859,567.34
Final Amount of Expense reimbursement sought as actual, reasonable and necessary	\$ 66,222.70

This is an: Monthly Interim Final Application

Prior Interim Applications Filed:

Filing Date/Docket No.	Period Covered	Amount of Fees Requested	Amounts of Expenses Requested	Amount of Fees Paid	Amount of Expenses Paid
5/13/10 Docket No. 507	11/8/09 to 03/31/10	\$746,783.39	\$7,631.65	\$695,047.69 ¹	\$7,631.65
9/13/10 Docket No. 789	04/1/10 to 07/31/10	\$169,325.72	\$57,619.94	\$164,519.65 ²	\$57,619.94
	Grand Total	\$916,109.11	\$65,251.59	\$859,567.34	\$65,251.59

¹ KPMG agreed to a voluntary reduction of \$51,735.70 in fees for the first interim period per the Fee Auditor's Final Report Regarding First Interim Fee Application of KPMG LLP (Docket No. 694) dated 8/4/10.

² KPMG agreed to a voluntary reduction of \$4,806.07 in fees for the second interim period per the Fee Auditor's Final Report Regarding the Second Interim Fee Application of KPMG LLP (Docket No. 1112) dated 1/17/11.

ATTACHMENT B

Interim Period

EXPENSE SUMMARY

February 1, 2011 through February 28, 2011

<u>Category</u>	<u>Amount</u>
Airfare	\$ 0.00
Lodging	\$ 0.00
Meals	\$ 0.00
Ground Transportation	\$ 0.00
Miscellaneous	\$ 971.11
Total	\$ 971.11

Final Period

COMPENSATION BY PROFESSIONAL

November 8, 2009 through February 28, 2011

Professional	Position	Current Hours Billed	Discounted Hourly Rate	Discounted Fees Billed
Condon,Brian	Tax Partner	0.3	\$900.00	(1) \$ 270.00
Depman,John P.	Audit Partner	6.7	\$700.00	(1) \$ 4,690.00
Butler,David J.	Audit Partner	0.1	\$700.00	(1) \$ 70.00
Connors, Terence	Audit Partner	1.1	\$700.00	(1) \$ 770.00
Condon,Brian	Tax Partner	50.1	\$693.75	\$ 34,756.88
Cusack,Laurence	Tax Partner	2.0	\$693.75	\$ 1,387.50
Athanasoulas,Christian J.	Tax Partner	1.0	\$693.75	\$ 693.75
Madden,David P.	WNT Partner	6.6	\$693.75	\$ 4,578.75
Depman,John P.	Audit Partner	13.9	\$535.50	\$ 7,443.45
Fanelli,Joseph P.	Audit Partner	4.4	\$535.50	\$ 2,356.20
Toscano,Carlo P	Tax Managing Director	19.5	\$656.25	\$ 12,796.88
Millon Jr,Thomas J	Tax Managing Director	0.4	\$656.00	\$ 262.40
Toscano,Carlo P	Tax Managing Director	2.3	\$650.00	\$ 1,495.00
Toscano,Carlo P	Tax Managing Director	0.5	\$650.00	(1) \$ 325.00
Hurok,Jeffrey M	Tax Senior Manager	1.3	\$825.00	(1) \$ 1,072.50
Kashlinskaya,Alla R	Tax Senior Manager	0.3	\$775.00	(1) \$ 232.50
Friedman,Steven Marc	WNT-Senior Manager	4.0	\$600.00	\$ 2,400.00
Hurok,Jeffrey M	Tax Senior Manager	119.2	\$600.00	\$ 71,520.00
Kashlinskaya,Alla R	Tax Senior Manager	36.1	\$600.00	\$ 21,660.00
Komitzky,Seth Michael	Tax Senior Manager	1.0	\$600.00	\$ 600.00
Liu,Jia	Tax Senior Manager	4.6	\$600.00	\$ 2,760.00
Gardner,David E.	Tax Senior Manager	11.7	\$600.00	\$ 7,020.00
Dougherty,Dennis P	Audit Senior Manager	24.5	\$575.00	(1) \$ 14,087.50
Furlong,John J.	Audit Senior Manager	0.5	\$575.00	(1) \$ 287.50
Stemple,Jennifer	Audit Senior Manager	17.4	\$575.00	(1) \$ 10,005.00
Stemple,Jennifer	Audit Senior Manager	48.1	\$440.00	\$ 21,164.00
Hammerman,Christopher	Tax Manager	0.3	\$600.00	(1) \$ 180.00
Hammerman,Christopher	Tax Manager	65.7	\$488.00	\$ 32,061.60
Meeder,Michael A.	Tax Manager	0.5	\$488.00	\$ 244.00
Meekins,Elizabeth A.	Tax Manager	1.2	\$488.00	\$ 585.60
Hammerman,Christopher	Tax Manager	6.8	\$487.50	\$ 3,315.00
Chambley,Scott A	Audit Manager	0.5	\$475.00	(1) \$ 237.50
Kielkucki,Cynthia	Advisory Manager	1.2	\$364.00	\$ 436.80
Spitzer,Julie A.	Advisory Manager	4.7	\$363.50	\$ 1,708.45
Sellers,Monica	Advisory Manager	13.0	\$363.50	\$ 4,725.50

Professional	Position	Current Hours Billed	Discounted Hourly Rate	Discounted Fees Billed
Nottage,Chandra	Tax Senior Associate	1.0	\$525.00	⁽¹⁾ \$ 525.00
Brechtter,Kristen A	Audit Senior Associate	4.5	\$375.00	⁽¹⁾ \$ 1,687.50
Visconto,Michael T.	Audit Senior Associate	0.5	\$375.00	⁽¹⁾ \$ 187.50
DiMedio,Adam	Tax Senior Associate	30.7	\$319.00	\$ 9,793.30
Nottage,Chandra	Tax Senior Associate	162.6	\$319.00	\$ 51,869.40
Heine,Jennifer L.	Tax Senior Associate	1.0	\$319.00	\$ 319.00
DiMedio,Adam	Tax Senior Associate	49.5	\$318.75	\$ 15,778.13
Nottage,Chandra	Tax Senior Associate	59.5	\$318.75	\$ 18,965.63
Tatum,Pamela Renea	Advisory Senior Associate	220.3	\$287.00	\$ 63,226.10
Brechtter,Kristen A	Audit Senior Associate	10.5	\$287.00	\$ 3,013.50
Emery,Justin Arthur	Audit Senior Associate	119.9	\$287.00	\$ 34,411.30
Visconto,Michael T.	Audit Senior Associate	62.8	\$287.00	\$ 18,023.60
Galen,Kelly M.	Audit Associate	4.5	\$225.00	⁽¹⁾ \$ 1,012.50
Ugbode,Ezinwanne S	Audit Associate	12.5	\$175.00	⁽¹⁾ \$ 2,187.50
Burkardt,Rachel L	Advisory Associate	12.0	\$173.00	\$ 2,076.00
Muhleisen,Karen S.	Advisory Associate	43.4	\$173.00	\$ 7,508.20
Galen,Kelly M.	Audit Associate	24.9	\$172.00	\$ 4,282.80
Orekoya,Adetola	Audit Associate	17.6	\$172.00	\$ 3,027.20
Calvert,Casey E	Audit Associate	33.0	\$134.00	\$ 4,422.00
Ugbode,Ezinwanne S	Audit Associate	86.5	\$134.00	\$ 11,591.00
Kosiek,Kelli	Tax Paraprofessional	33.5	\$150.00	\$ 5,025.00
Sansevere,Marc A.	Audit Paraprofessional	12.5	\$100.00	⁽¹⁾ \$ 1,250.00
Sansevere,Marc A.	Audit Paraprofessional	14.2	\$70.00	\$ 994.00

Total Hours and Fees at Discounted Rate

1488.9

\$ 529,375.40

Discounted Fees	\$ 529,375.40
Installment for 2009 Integrated Audit Fixed Fee	\$ 435,000.00
Voluntary Reduction in Non-Working Travel Time	\$ (48,183.52)
Subtotal Fees	\$ 916,191.88
Less Reduction due to Difference in Billing Rates in prior fee statements	⁽²⁾ \$ (82.77)
Less Reduction of First Interim Fees Per Fee Examiner	⁽³⁾ \$ (51,735.70)
Less Reduction of Second Interim Fees Per Fee Examiner	⁽⁴⁾ \$ (4,806.07)
Total Fees	\$ 859,567.34
Out of Pocket Expenses	\$ 66,222.70
Total of Fees and Out of Pocket Expenses	\$ 925,790.04

Discounted Fees - Blended Rate

\$ 285.16

⁽¹⁾ Compliance Pursuant to a Subpoena billed at standard rates as specified in the Engagement Letter dated October 29, 2009.

⁽²⁾ Various KPMG professionals billed at rates different than stated in the retention application due to rounding. KPMG issued a credit of \$82.77, in the May 2010 fee application, to adjust for the amount overbilled due to this issue. To the extent further detail is necessary, KPMG would be happy to provide such detail.

⁽³⁾ KPMG agreed to a voluntary reduction of \$51,735.70 in fees for the first interim period per the Fee Auditor's Final Report Regarding First Interim Fee Application of KPMG LLP (Docket No. 694) dated 8/4/10. This reduction consists of a voluntary reduction of \$3,552.17 in fee application preparation fees and a voluntary reduction of \$48,183.53 in non-working travel time. Although the time-keepers were required to track their time expended for non-working travel time in accordance with internal KPMG procedures, this time should have been subtracted from the time charged to the estate.

⁽⁴⁾ KPMG agreed to a voluntary reduction of \$4,806.07 in fees for the second interim period per the Fee Auditor's Final Report Regarding the Second Interim Fee Application of KPMG LLP (Docket No. 1112) dated 1/17/11.

COMPENSATION BY PROJECT CATEGORY
November 8, 2009 through February 28, 2011

Category	Hours	Fees
2009 Integrated Audit Services	-	\$ 435,000.00 ⁽¹⁾
Tax Consulting Services	661.3	\$ 294,603.43
Retention/Fee Application Preparation	276.6	\$ 75,923.39 ⁽²⁾
Non Working Travel Time	427.7	\$ 0.00 ⁽²⁾
Bankruptcy Accounting Services	34.3	\$ 15,045.80
Compliance Pursuant to a Subpoena	89.0	\$ 39,077.50
Subtotal	<u>1,488.9</u>	\$ 859,650.11
Less billing rate adjustment		\$ (82.77)
Total		<u>\$ 859,567.34</u>

⁽¹⁾ - KPMG and the Debtors agreed to a fixed fee arrangement and subsequent billings for the 2009 Integrated Audit Services provided per the engagement letter dated October 29, 2009. The fixed fee amount for the period November 8, 2009 through December 31, 2009 was \$200,000; January 1, 2010 through January 31, 2010 was \$100,000; February 1, 2010 through February 28, 2010 was \$100,000 and KPMG concluded audit procedures on March 4, 2010, and therefore, our FY09 Audit Fixed Fee for March 2010 for professional services was prorated to that date in the amount of \$35,000 for total fixed fees of \$435,000.

⁽²⁾ - Reflects voluntary reductions as defined in Exhibit C

EXPENSE SUMMARY
November 8, 2009 through February 28, 2011

Category	Amount
Airfare	\$ 0.00
Lodging	\$ 0.00
Meals	\$ 1,111.00
Ground Transportation	\$ 6,341.65
Miscellaneous	\$ 58,770.05
Total	<u>\$ 66,222.70</u>

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

In re: ADVANTA CORP., et al., Debtors.	Chapter 11 Case No. 09-13931 (KJC) (Jointly Administered) Hrg Date: 09/13/11 at 10:00 a.m. ET Obj. Due: 05/04/11 at 4:00 p.m. ET
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**EIGHTH MONTHLY AND FINAL FEE APPLICATION OF KPMG LLP AS
AUDITORS, TAX CONSULTANTS AND ADVISORS TO THE DEBTORS AND
DEBTORS-IN-POSSESSION FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE INTERIM PERIOD
BEGINNING FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011 AND THE
FINAL PERIOD BEGINNING
NOVEMBER 8, 2009 THROUGH FEBRUARY 28, 2011**

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EXHIBIT A	Copy of the KPMG Retention Order
EXHIBIT B	Summary of Interim Period Out of Pocket Expenses
EXHIBIT B1	Detail of Interim Period Out of Pocket Expenses
EXHIBIT C	Summary of Final Period Hours and Fees Incurred by Professional
EXHIBIT D	Summary of Final Period Hours and Fees Incurred by Category
EXHIBIT E	Summary of Final Period Out of Pocket Expenses
EXHIBIT F	KPMG Certification

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

In re: ADVANTA CORP., et al., Debtors.¹	Chapter 11 Case No. 09-13931 (KJC) (Jointly Administered) Hrg Date: 09/13/11 at 10:00 a.m. ET Obj. Due: 05/04/11 at 4:00 p.m. ET
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**EIGHTH MONTHLY AND FINAL FEE APPLICATION OF KPMG LLP AS
AUDITORS, TAX CONSULTANTS AND ADVISORS TO THE DEBTORS AND
DEBTORS-IN-POSSESSION FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE INTERIM PERIOD
BEGINNING FEBRUARY 1, 2011 THROUGH FEBRUARY 28, 2011 AND THE
FINAL PERIOD BEGINNING
NOVEMBER 8, 2009 THROUGH FEBRUARY 28, 2011**

KPMG LLP, (“KPMG”) as auditors, tax consultants and advisors to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) files this Eighth Monthly and Final Fee Application (the “Application”), pursuant to section 330(a) 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”), Rule

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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5. Las Vegas, NV 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

2016 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. Section 330 issued by the Executive Office for the United States Trustee (the “U.S. Trustee Guidelines”), and this Court’s Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated December 3, 2009 (the “Interim Compensation Order”) (Docket No. 39). By this Application, KPMG seeks (i) reimbursement for actual and necessary expenses incurred during the period of February 1, 2011 through February 28, 2011 (the “Interim Period”) in the amount of \$971.11; (ii) allowance of final period compensation for professional services performed by KPMG for the period beginning November 8, 2009 through February 28, 2011 (the “Final Period”), in the amount of \$859,567.34; and (iii) reimbursement for actual and necessary expenses, in the amount of \$66,222.70, incurred during the Final Period. In support of the Application, KPMG respectfully represents as follows:

Background

1. On November 8, 2009 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, these “Chapter 11 Cases”). The Debtors continue to operate their business pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. By this Court’s Order, dated January 5, 2010, (the “Retention Order”) the Debtors were authorized to retain KPMG as auditors, tax consultants and advisors effective as of the Petition Date. The Retention Order authorized the Debtors

to compensate KPMG in accordance with the procedures set forth in section 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as were fixed by order of the Court. A copy of the Retention Order is attached hereto as Exhibit A.

Summary of Actual and Necessary Expenses During the Interim Period

3. Attached hereto as Exhibit B1 and incorporated herein by reference, is a detailed description of the actual and necessary expenses incurred by KPMG in connection with its employment with the Debtors during the Interim Period. As set forth on Exhibit B and B1, KPMG seeks reimbursement of actual and necessary expenses incurred by KPMG during the Interim Period in the aggregate amount of \$971.11. These expenses are considered reasonable and necessary.

Summary of Final Application

4. By this Application, and in accordance with the Interim Compensation Order, KPMG requests allowance of compensation for services rendered and actual and necessary expenses incurred in these cases for the period beginning November 8, 2009 through February 28, 2011, and in connection therewith, requests allowance of compensation in the amount of \$859,567.34 for professional fees and reimbursement of \$66,222.70 for actual and necessary expenses. KPMG's request for compensation is broken down as follows:

Monthly Fee Applications								
Filing Date/Docket No.	Period Covered	Amount of Fees Requested	Amounts of Expenses Requested	Amount of Fees Paid	Amount of Expenses Paid	Voluntary Fee Reductions	Amount of Fees Owed	Amount of Expenses Owed
01/29/10 Docket No. 219	11/8/09 to 12/31/09	\$228,224.23	\$1,795.65	\$228,224.23	\$1,795.65		\$0.00	\$0.00
02/26/10 Docket No. 293	01/01/10 to 01/31/10	\$167,145.70	\$4,889.00	\$167,145.70	\$4,889.00		\$0.00	\$0.00
03/31/10 Docket No. 375	02/01/10 to 02/28/10	\$139,168.78	\$377.00	\$139,168.78	\$377.00		\$0.00	\$0.00
04/30/10 Docket No. 458	03/01/10 to 03/31/10	\$212,244.68	\$570.00	\$160,508.98	\$570.00	\$51,735.70	\$0.00	\$0.00
5/21/10 Docket No. 539	04/01/10 to 04/30/10	\$83,405.47	\$57,619.94	\$83,405.47	\$57,619.94		\$0.00	\$0.00
6/29/10 Docket No. 637	05/01/10 to 05/31/10	\$85,920.25	\$0.00	\$81,114.18	\$0.00	\$4,806.07	\$0.00	\$0.00
4/14/11 Docket No. N/A	02/01/11 to 02/28/11	\$0.00	\$971.11	\$0.00	\$0.00		\$0.00	\$971.11
	Grand Total	\$916,109.11	\$65,251.59	\$859,567.34	\$65,251.59	\$56,541.77	\$0.00	\$971.11

Summary of Services During the Final Period

5. During the Final Period, KPMG provided professional services to the Debtors in their efforts to navigate their business through the chapter 11 process. Set forth below is a summary of the service services KPMG rendered to the Debtors during the Final Period as authorized by the Retention Order.

2009 Integrated Audit Services

i. Audit of consolidated balance sheets of Advanta Corp. and subsidiaries as of December 31, 2009 and 2008, the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2009 and audit of internal control over financial reporting as of December 31, 2009; and

ii. Examination of management's assessment that Advanta Bank Corp.

(ABC) complied with the servicing criteria set forth in Item 1122(d) of the Securities and Exchange Commission's Regulation AB for all asset-backed securities transactions conducted by the Advanta Business Card Master Trust backed by revolving business purpose credit card receivables for which the ABC acted as servicer as of December 31, 2009 and for the year then ended.

Tax Consulting Services

- i. Review of the 2009 Form 1120 U.S. Corporation Income Tax Return (consolidated);
- ii. Routine tax advice concerning the federal, state, local or foreign tax matters related to the preparation of the prior year's federal tax returns;
- iii. Routine dealings with a federal, state, local, or foreign tax authority (e.g., responding to automated interest and penalty notices, preparing tax computations based upon the taxpayer's concession or settlement of an issue with the relevant tax authority);
- iv. Additional compliance services (e.g., additional billings in excess of quoted fees for return preparation, amended returns, carry back claims, etc.);
- v. Technical tax advice related to sales/use tax, and other non income tax matters;
- vi. Technical tax advice regarding the reporting, deductibility, or inclusion in income of certain compensation and payroll tax matters (including W-2, 1099, stock options, etc.);
- vii. Initial technical tax advice with tax issues regarding acquisitions, mergers, and dispositions;
- viii. Technical tax advice regarding tax accounting methods; and
- ix. Tax advice with respect to the income tax consequences related to potential transfers of Advanta's issued equity securities that could result in the loss or limitation of the tax benefit of Advanta's net operating loss carryovers; and
- x. Tax advice with respect to the income tax consequences related to potential transfers of Advanta's issued equity securities that could result in the loss or limitation of the tax benefit of Advanta's net operating loss carryovers.

Retention/Fee Application Preparation

- i. Retention services including the preparation of employment application and affidavit; and subsequent discussions related to employment

application along with researching pertinent retention documents to ensure bankruptcy requirements met during these chapter 11 cases; and

ii. Services relating to the billing procedures required by the U.S. Trustee Guidelines; these procedures differ from KPMG's normal billing procedures and as such, the Local Rules and the Interim Compensation Order entered in these cases have required effort to inform the timekeepers of their responsibilities, gather and review the detailed time entries and expenses and preparation of the monthly and interim applications.

Non-Working Travel Time

i. Time incurred for necessary non-working travel time.

Bankruptcy Accounting Services

i. Bankruptcy accounting approach and work steps including providing authoritative guidance on the implementation of Topic 852, *Reorganization*; and

ii. Research and documentation to support the accounting and reporting conclusions reached in accordance with Topic 852.

Compliance Pursuant to a Subpoena

i. Time incurred for necessary compliance associated with subpoena received on or about March 17, 2010.²

6. A summary of the hours and fees incurred by professional and category during the Final Period is annexed hereto as Exhibit C and Exhibit D. KPMG maintained contemporaneous records of the time expended for the professional services and expenses related hereto performed in connection with these chapter 11 cases and filed those records in the monthly fee applications.

² The engagement letter dated October 29, 2009 provides that: "In the event KPMG is requested pursuant to subpoena or other legal process to produce its documents relating to this engagement for Advanta Corp. in judicial or administrative proceedings to which KPMG is not a party, Advanta Corp. shall reimburse KPMG at standard billing rates for its professional time and expenses, including reasonable attorney's fees, incurred in responding to such requests." On or about March 17, 2010, KPMG LLP received a subpoena duces tecum relating to the firm's services under this engagement letter and responded accordingly. KPMG has not provided time descriptions associated with the subpoena as we believe that information is privileged.

7. The fees applied for herein are based on the usual and customary fees KPMG charges to audit, tax and advisory clients and are commensurate with the usual and customary rates charged for services performed.

8. During the Final Period, KPMG billed the Debtors for time expended by professionals based on hourly rates ranging from \$70.00 to \$900.00 per hour. Of the aggregate time expended, 108.9 hours were expended by partners and managing directors, 362.6 hours were expended by senior managers and managers, 957.2 hours were expended by senior associates, associates and 60.2 hours were expended by paraprofessionals. During the Final Period KPMG's blended hourly rate for services provided regarding its discounted fees is \$285.16.

9. KPMG respectfully submits that the amounts applied for herein for professional services rendered on behalf of the Debtors in these cases to date are fair and reasonable given: (a) the time expended; (b) the nature and extent of the services performed at the time at which such services were rendered; (c) the value of such services; and (d) the costs of comparable services other than in these chapter 11 cases.

10. The time and labor expended by KPMG during the Final Period has been commensurate with the size and complexity of these cases. In rendering these services, KPMG has made every effort to maximize the benefit to the Debtors' estates, to work efficiently with the other professionals employed in these cases, and to leverage staff appropriately in order to minimize duplication of effort.

11. During the Final Period, KPMG provided a focused range of professional services as requested by the Debtors. KPMG respectfully submits that

these services: (a) were necessary and beneficial to the successful and prompt administration of these cases; and (b) have been provided in a cost efficient manner.

Summary of Actual and Necessary Expenses During the Final Period

12. As set forth on Exhibit E, KPMG seeks reimbursement of actual and necessary expenses incurred by KPMG during the Final Period in the aggregate amount of \$66,222.70. These expenses are considered reasonable and necessary.

Conclusion

13. WHEREFORE, subject to the terms of the Interim Compensation Order, KPMG respectfully requests that the Court approve: (i) reimbursement for actual and necessary expenses incurred during the period of February 1, 2011 through February 28, 2011, in the amount of \$971.11; (ii) allowance of final period compensation for professional services performed by KPMG for the period beginning November 8, 2009 through February 28, 2011, in the amount of \$859,567.34; (iii) reimbursement for actual and necessary expenses, in the amount of \$66,222.70, incurred during the Final Period; and, (iv) for such other and further relief as the Court deems just and proper.

Respectfully submitted,

KPMG LLP



John P. Depman
Partner
KPMG LLP
1601 Market Street
Philadelphia, PA 19103

April 14, 2011
Date

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

-----X
:
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: 5/4/11 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 KPMG LLP has today filed the attached **Eighth Monthly and Final Fee Application of KPMG LLP as Auditors, Tax Consultants and Advisors to the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expenses for the Interim Period Beginning February 1, 2011 through February 28, 2011 and the Final Period Beginning 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

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).

Application must be filed with the Clerk of the Bankruptcy Court and be served upon and received by (i) KPMG LLP, 1601 Market Street, Philadelphia, Pennsylvania 19103 (Attn: John P. Depman); (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 4, 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 14, 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.

One Rodney Square

920 North King Street

Wilmington, Delaware 19801

(302) 651-7700 (Telephone)

(302) 651-7701 (Facsimile)

- and -

WEIL, GOTSHAL & MANGES LLP

Marcia L. Goldstein

Robert J. Lemons

767 Fifth Avenue

New York, NY 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

ATTORNEYS FOR THE DEBTORS

EXHIBIT A

KPMG Retention Order

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

	X	
<i>In re</i>	:	Chapter 11
ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
Debtors. ¹	:	(Jointly Administered)
	:	Re: Docket No. 113
	X	

**ORDER PURSUANT TO SECTIONS 327 AND 328 OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 2014 FOR AUTHORIZATION
TO RETAIN AND EMPLOY KPMG LLP AS TAX CONSULTANTS
AND ADVISORS NUNC PRO TUNC TO THE COMMENCEMENT DATE**

Upon the application (the "*Application*") of Advanta Corp. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "*Debtors*"), pursuant to sections 327 and 328 of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules, authorizing them to employ and retain KPMG as tax consultants and advisors, to the Debtors in the above-captioned chapter 11 cases *nunc pro tunc* to the Commencement Date;² and upon the Declaration of John P. Depman, a CPA and partner at KPMG (the "*Declaration*") in support thereof; and the Court being satisfied based on the

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), BizEquity 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). Each of the Debtors (other than Advanta Credit Card Receivables Corp. and the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. Advanta Credit Card Receivables Corp. maintains its principal corporate office at 2215 B. Renaissance Drive, Suite 5. Las Vegas, NV 89119, and the Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801.

² Capitalized terms not otherwise defined herein shall have the definitions ascribed to them in the Application.

representations made in the Application and in the Declaration that KPMG represents no interest adverse to the Debtors' estates with respect to the matters upon which they are to be engaged, that they are disinterested persons as that term is defined under Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and that their employment is necessary and in the best interests of the Debtors' estates; the terms of the Engagement Letters are reasonable terms for the purposes of Section 328(a) of the Bankruptcy Code; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided; and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the Application is granted as modified herein; and it is further

ORDERED that, in accordance with Sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014, the Debtors are authorized to employ and retain KPMG as tax consultants and advisors to the Debtors on the terms set forth in the Application and the Engagement Letters, as modified by this Order; and it is further

ORDERED that KPMG shall be compensated in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, this Order and any other applicable orders of this Court; and it is further

ORDERED that the terms and conditions of the Engagement Letters, as modified by this Order, are approved; and it is further

ORDERED, that the Debtors' indemnification obligations set forth in the Engagement Letters are approved, subject during the pendency of these chapter 11 cases to the following:

- a. KPMG shall not be entitled to indemnification, contribution or reimbursement pursuant to the Engagement Letters for services, unless such services and the indemnification, contribution or reimbursement therefore are approved by the Court;
- b. the Debtors shall have no obligation to indemnify KPMG, or provide contribution or reimbursement to KPMG, for any claim or expense that is: (i) judicially determined (the determination having become final) to have been caused by KPMG's gross negligence, willful misconduct, breach of fiduciary duty, if any, bad faith or self-dealing; (ii) for a contractual dispute in which the Debtors allege the breach of KPMG's contractual obligations unless the Court determines that indemnification, contribution or reimbursement would be permissible pursuant to In re United Artists Theatre Company, et al., 315 F.3d 217 (3d Cir. 2003); or (iii) settled in writing by the parties prior to a judicial determination as to KPMG's gross negligence, willful misconduct, breach of fiduciary duty, or bad faith or self-dealing but determined by this Court, after notice and a hearing to be a claim or expense for which KPMG should not receive indemnity, contribution or reimbursement under the terms of the Retention Agreement as modified by this Order;
- c. If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal) and (ii) the entry of an order closing these chapter 11 cases, KPMG believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution and/or reimbursement obligations under the Engagement Letters (as modified by this Order), including without limitation the advancement of defense costs, KPMG must file an application therefor in this Court, and the Debtors may not pay any such amounts to KPMG before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by KPMG for indemnification, contribution or reimbursement, and is not a provision limiting the duration of the Debtors' obligation to indemnify KPMG. All parties in interest shall retain the right to object to any demand by KPMG for indemnification, contribution or reimbursement; and
- d. Any limitation of liability or limitation on any amounts to be contributed by the parties to the Engagement Letters under the terms of the Engagement Letters shall be eliminated.

and it is further

ORDERED that the Debtors shall comply with the notice requirement set forth in paragraphs 4(c) and 8 of KPMG's Standard Terms and Conditions for Advisory and Tax Services (the "*Standard Terms and Conditions*"), including providing the written notice required prior to disseminating or advancing any of KPMG's advice, recommendations, information, or work product to third parties; and it is further

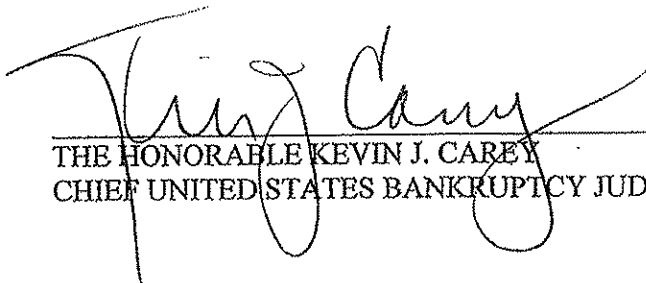
ORDERED that, notwithstanding anything in the Application, the Declaration or the Engagement Letters to the contrary, during the pendency of the Chapter 11 Cases and without prejudice to KPMG seeking different terms in other cases, KPMG will not employ independent contractors to provide professional services to the Debtors or otherwise with respect to these Chapter 11 Cases; *provided* that, with respect to independent contractors, the foregoing shall not apply to services related to non-professional expenses; and it is further

ORDERED that, to the extent that the Application, the Engagement Letters, and this Order are inconsistent, the terms of this Order shall control; and it is further

ORDERED that, to the extent the audit results in restatements of financial statements, nothing herein shall restrict the U.S. Trustee's right to investigate and/or take action as result of those restatements; and it is further

ORDERED that, during the pendency of any of the Debtors' chapter 11 cases, this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation of this Order.

Dated: Jan 5, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B
Advanta Corporation
Summary of Out of Pocket Expenses
February 1, 2011 through February 28, 2011

<u>Category</u>	<u>Amount</u>
Airfare	\$ -
Lodging	\$ -
Meals	\$ -
Ground Transportation	\$ -
Miscellaneous	\$ 971.11
Total	\$ 971.11

EXHIBIT B1

Advanta Corporation
 Detail of Out of Pocket Expenses
 February 1, 2011 through February 28, 2011

Name	Date	Description	Amount
		Air Fare Subtotal	<u>\$ -</u>
		Lodging Subtotal	<u>\$ -</u>
		Meals Subtotal	<u>\$ -</u>
		Ground Transportation Subtotal	<u>\$ -</u>
Accounts Payable	09-Jun-10	The engagement letter dated October 29, 2009 provides that: "In the event KPMG is requested pursuant to subpoena or other legal process to produce its documents relating to this engagement for Advanta Corp. in judicial or administrative proceedings to which KPMG is not a party, Advanta Corp. shall reimburse KPMG at standard billing rates for its professional time and expenses, including reasonable attorney's fees, incurred in responding to such requests." On or about March 17, 2010, KPMG LLP received a subpoena duces tecum relating to the firm's services under this engagement letter. For the period May 1, 2010 through May 31, 2010, KPMG LLP was billed \$722.71 for legal services rendered in response to that subpoena.	\$ 722.71
Accounts Payable	07-Jul-10	The engagement letter dated October 29, 2009 provides that: "In the event KPMG is requested pursuant to subpoena or other legal process to produce its documents relating to this engagement for Advanta Corp. in judicial or administrative proceedings to which KPMG is not a party, Advanta Corp. shall reimburse KPMG at standard billing rates for its professional time and expenses, including reasonable attorney's fees, incurred in responding to such requests." On or about March 17, 2010, KPMG LLP received a subpoena duces tecum relating to the firm's services under this engagement letter. For the period June 1, 2010 through June 30, 2010, KPMG LLP was billed \$248.40 for legal services rendered in response to that subpoena.	\$ 248.40
		Miscellaneous Subtotal	<u>\$ 971.11</u>
		Total Out of Pocket Expenses	<u>\$ 971.11</u>

EXHIBIT C

Advanta Corporation
 Summary Of Hours and Fees Incurred By Professional
 November 8, 2009 through February 28, 2011

Professional	Position	Current Hours Billed	Discounted Hourly Rate	Discounted Fees Billed
Condon,Brian	Tax Partner	0.3	\$900.00 (1)	\$ 270.00
Depman,John P.	Audit Partner	6.7	\$700.00 (1)	\$ 4,690.00
Butler,David J.	Audit Partner	0.1	\$700.00 (1)	\$ 70.00
Connors, Terence	Audit Partner	1.1	\$700.00 (1)	\$ 770.00
Condon,Brian	Tax Partner	50.1	\$693.75	\$ 34,756.88
Cusack,Laurence	Tax Partner	2.0	\$693.75	\$ 1,387.50
Athanasoulas,Christian J.	Tax Partner	1.0	\$693.75	\$ 693.75
Madden,David P.	WNT Partner	6.6	\$693.75	\$ 4,578.75
Depman,John P.	Audit Partner	13.9	\$535.50	\$ 7,443.45
Fanelli,Joseph P.	Audit Partner	4.4	\$535.50	\$ 2,356.20
Toscano,Carlo P	Tax Managing Director	19.5	\$656.25	\$ 12,796.88
Millon Jr,Thomas J	Tax Managing Director	0.4	\$656.00	\$ 262.40
Toscano,Carlo P	Tax Managing Director	2.3	\$650.00	\$ 1,495.00
Toscano,Carlo P	Tax Managing Director	0.5	\$650.00 (1)	\$ 325.00
Hurok,Jeffrey M	Tax Senior Manager	1.3	\$825.00 (1)	\$ 1,072.50
Kashlinskaya,Alla R	Tax Senior Manager	0.3	\$775.00 (1)	\$ 232.50
Friedman,Steven Marc	WNT-Senior Manager	4.0	\$600.00	\$ 2,400.00
Hurok,Jeffrey M	Tax Senior Manager	119.2	\$600.00	\$ 71,520.00
Kashlinskaya,Alla R	Tax Senior Manager	36.1	\$600.00	\$ 21,660.00
Komitzky,Seth Michael	Tax Senior Manager	1.0	\$600.00	\$ 600.00
Liu,Jia	Tax Senior Manager	4.6	\$600.00	\$ 2,760.00
Gardner,David E.	Tax Senior Manager	11.7	\$600.00	\$ 7,020.00
Dougherty,Dennis P	Audit Senior Manager	24.5	\$575.00 (1)	\$ 14,087.50
Furlong,John J.	Audit Senior Manager	0.5	\$575.00 (1)	\$ 287.50
Stemple,Jennifer	Audit Senior Manager	17.4	\$575.00 (1)	\$ 10,005.00
Stemple,Jennifer	Audit Senior Manager	48.1	\$440.00	\$ 21,164.00
Hammerman,Christopher	Tax Manager	0.3	\$600.00 (1)	\$ 180.00
Hammerman,Christopher	Tax Manager	65.7	\$488.00	\$ 32,061.60
Meeder,Michael A.	Tax Manager	0.5	\$488.00	\$ 244.00
Meekins,Elizabeth A.	Tax Manager	1.2	\$488.00	\$ 585.60
Hammerman,Christopher	Tax Manager	6.8	\$487.50	\$ 3,315.00
Chambley,Scott A	Audit Manager	0.5	\$475.00 (1)	\$ 237.50
Kielkucki,Cynthia	Advisory Manager	1.2	\$364.00	\$ 436.80
Spitzer,Julie A.	Advisory Manager	4.7	\$363.50	\$ 1,708.45
Sellers,Monica	Advisory Manager	13.0	\$363.50	\$ 4,725.50
Nottage,Chandra	Tax Senior Associate	1.0	\$525.00 (1)	\$ 525.00
Brechtter,Kristen A	Audit Senior Associate	4.5	\$375.00 (1)	\$ 1,687.50
Viscontto,Michael T.	Audit Senior Associate	0.5	\$375.00 (1)	\$ 187.50

EXHIBIT C

Advanta Corporation
 Summary Of Hours and Fees Incurred By Professional
 November 8, 2009 through February 28, 2011

Professional	Position	Current Hours Billed	Discounted Hourly Rate	Discounted Fees Billed
DiMedio,Adam	Tax Senior Associate	30.7	\$319.00	\$ 9,793.30
Nottage,Chandra	Tax Senior Associate	162.6	\$319.00	\$ 51,869.40
Heine,Jennifer L.	Tax Senior Associate	1.0	\$319.00	\$ 319.00
DiMedio,Adam	Tax Senior Associate	49.5	\$318.75	\$ 15,778.13
Nottage,Chandra	Tax Senior Associate	59.5	\$318.75	\$ 18,965.63
Tatum,Pamela Renea	Advisory Senior Associate	220.3	\$287.00	\$ 63,226.10
Brechter,Kristen A	Audit Senior Associate	10.5	\$287.00	\$ 3,013.50
Emery,Justin Arthur	Audit Senior Associate	119.9	\$287.00	\$ 34,411.30
Visconto,Michael T.	Audit Senior Associate	62.8	\$287.00	\$ 18,023.60
Galen,Kelly M.	Audit Associate	4.5	\$225.00 (1)	\$ 1,012.50
Ugbode,Ezinwanne S	Audit Associate	12.5	\$175.00 (1)	\$ 2,187.50
Burkardt,Rachel L	Advisory Associate	12.0	\$173.00	\$ 2,076.00
Muhleisen,Karen S.	Advisory Associate	43.4	\$173.00	\$ 7,508.20
Galen,Kelly M.	Audit Associate	24.9	\$172.00	\$ 4,282.80
Orekoya,Adetola	Audit Associate	17.6	\$172.00	\$ 3,027.20
Calvert,Casey E	Audit Associate	33.0	\$134.00	\$ 4,422.00
Ugbode,Ezinwanne S	Audit Associate	86.5	\$134.00	\$ 11,591.00
Kosiek,Kelli	Tax Paraprofessional	33.5	\$150.00	\$ 5,025.00
Sansevere,Marc A.	Audit Paraprofessional	12.5	\$100.00 (1)	\$ 1,250.00
Sansevere,Marc A.	Audit Paraprofessional	14.2	\$70.00	\$ 994.00
Total Hours and Fees at Discounted Rate		<u>1,488.9</u>		<u>\$ 529,375.40</u>
Discounted Fees				\$ 529,375.40
Installment for 2009 Integrated Audit Fixed Fee				\$ 435,000.00
Voluntary Reduction in Non-Working Travel Time				<u>\$ (48,183.52)</u>
Subtotal Fees				<u>\$ 916,191.88</u>
Less Reduction due to Difference in Billing Rates in prior fee statements (2)				\$ (82.77)
Less Reduction of First Interim Fees Per Fee Examiner (3)				\$ (51,735.70)
Less Reduction of Second Interim Fees Per Fee Examiner (4)				\$ (4,806.07)
Total Fees				<u>\$ 859,567.34</u>
Out of Pocket Expenses				<u>\$ 66,222.70</u>
Total of Fees and Out of Pocket Expenses				<u>\$ 925,790.04</u>
Discounted Fees - Blended Rate		<u>\$ 285.16</u>		

EXHIBIT C

Advanta Corporation
Summary Of Hours and Fees Incurred By Professional
November 8, 2009 through February 28, 2011

⁽¹⁾ Compliance Pursuant to a Subpoena billed at standard rates as specified in the Engagement Letter dated October 29, 2009.

⁽²⁾ Various KPMG professionals billed at rates different than stated in the retention application due to rounding. KPMG issued a credit of \$82.77, in the May 2010 fee application, to adjust for the amount overbilled due to this issue. To the extent further detail is necessary, KPMG would be happy to provide such detail.

⁽³⁾ KPMG agreed to a voluntary reduction of \$51,735.70 in fees for the first interim period per the Fee Auditor's Final Report Regarding First Interim Fee Application of KPMG LLP (Docket No. 694) dated 8/4/10. This reduction consists of a voluntary reduction of \$3,552.17 in fee application preparation fees and a voluntary reduction of \$48,183.53 in non-working travel time. Although the time-keepers were required to track their time expended for non-working travel time in accordance with internal KPMG procedures, this time should have been subtracted from the time charged to the estate.

⁽⁴⁾ KPMG agreed to a voluntary reduction of \$4,806.07 in fees for the second interim period per the Fee Auditor's Final Report Regarding the Second Interim Fee Application of KPMG LLP (Docket No. 1112) dated 1/17/11.

EXHIBIT D
 Advanta Corporation
 Summary Of Hours and Fees Incurred By Professional
 November 8, 2009 through February 28, 2011

Category	Hours	Fees
2009 Integrated Audit Services	-	\$ 435,000.00 ⁽¹⁾
Tax Consulting Services	661.3	\$ 294,603.43
Retention/Fee Application Preparation	276.6	\$ 75,923.39 ⁽²⁾
Non Working Travel Time	427.7	\$ - ⁽²⁾
Bankruptcy Accounting Services	34.3	\$ 15,045.80
Compliance Pursuant to a Subpoena	89.0	\$ 39,077.50
Subtotal	<u>1,488.9</u>	\$ 859,650.11
Less billing rate adjustment		\$ (82.77)
Total		<u>\$ 859,567.34</u>

⁽¹⁾ - KPMG and the Debtors agreed to a fixed fee arrangement and subsequent billings for the 2009 Integrated Audit Services provided per the engagement letter dated October 29, 2009. The fixed fee amount for the period November 8, 2009 through December 31, 2009 was \$200,000; January 1, 2010 through January 31, 2010 was \$100,000; February 1, 2010 through February 28, 2010 was \$100,000 and KPMG concluded audit procedures on March 4, 2010, and therefore, our FY09 Audit Fixed Fee for March 2010 for professional services was prorated to that date in the amount of \$35,000 for total fixed fees of \$435,000.

⁽²⁾ - Reflects voluntary reductions as defined in Exhibit C

EXHIBIT E
Advanta Corporation
Summary of Out of Pocket Expenses
November 8, 2009 through February 28, 2011

<u>Category</u>	<u>Amount</u>
Airfare	\$ -
Lodging	\$ -
Meals	\$ 1,111.00
Ground Transportation	\$ 6,341.65
Miscellaneous	\$ 58,770.05
Total	<u><u>\$ 66,222.70</u></u>

Exhibit F

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re: ADVANTA CORP., <i>et al.</i> , Debtors.	Chapter 11 Case No. 09-13931 (KJC) (Jointly Administered) Hrg Date: 09/13/11 at 10:00 a.m. ET Obj. Due: 05/04/11 at 4:00 p.m. ET
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DECLARATION PURSUANT TO RULE 2016-2 OF THE LOCAL RULES OF BANKRUPTCY PROCEDURE FOR THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

I, John P. Depman, hereby certify that:

1. I am a Certified Public Accountant and a partner of KPMG LLP (“KPMG”), a professional services firm.
2. By Order dated January 5, 2010, KPMG was retained as auditors, tax consultants and advisors of the above captioned debtors and debtors in possession (the “Debtors”). I submit this Declaration in conjunction with KPMG’s eighth monthly and final fee application for compensation and allowance of expenses for the eighth monthly period beginning February 1, 2011 through February 28, 2011 and the final period beginning November 8, 2009 through February 28, 2011 (the “Application”).
3. I have personally performed some of the services rendered by KPMG to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the professionals of KPMG.

4. 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 Rule 2016-2 of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the District of Delaware, and submit that the Application substantially complies with such Rule.

I declare under the penalty of perjury that the foregoing is true and correct.

Executed this 14th day of April, 2011.



John P. Depman
Partner
KPMG LLP
1601 Market Street
Philadelphia, PA 19103