

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

In re:	)	
	)	Chapter 11
ADVANTA CORP., <u>et al.</u> , <sup>1</sup>	)	
	)	Case No. 09- 13931 (KJC)
Debtors.	)	
	)	(Jointly Administered)

**FINAL APPLICATION OF ALVAREZ & MARSAL NORTH AMERICA, LLC IN  
THEIR CAPACITY AS FINANCIAL ADVISORS TO THE DEBTORS  
AND DEBTORS-IN-POSSESSION FOR COMPENSATION AND REIMBURSEMENT  
OF EXPENSES INCURRED FOR THE PERIOD  
NOVEMBER 9, 2009 THROUGH FEBRUARY 28, 2011**

Name of Applicant:	Alvarez & Marsal North America, LLC
Authorized to provide professional services to:	Debtors and Debtors-in-Possession
Date of Retention:	December 17, 2009 <i>Nunc pro Tunc</i> to Petition Date
Period for which compensation and reimbursement are sought:	November 9, 2009 through February 28, 2011
Amount of compensation sought as actual, reasonable, and necessary:	\$ 2,764,580.50
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$ 56,321.87
Unapplied Retainer	\$ 221,449.34
This is an:    ___ monthly    ___ interim <u> X </u> final application.	

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BizEquity Corp. (8960), Ideablob Corp. (0786), Advanta Credit Card Receivables Corp (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Information regarding the Debtors' businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009, the date the majority of Debtors filed their petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp., Ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases. The debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors' cases are being jointly administered pursuant to Rule 10159(b) of the Federal Rules of Bankruptcy Procedure.

Prior Applications							
Date & Docket No.	Filing Period	Requested Fees	Requested Expenses	CNO Date & Docket No.	Approved Fees	Approved Expenses	Unapproved Holdback
2/1/10 [227]	11/9/09 through 12/31/09	\$354,725.50	\$15,337.15	2/24/10 [287]	\$354,725.50	\$15,337.15	\$ -0-
3/15/10 [338]	1/1/10 through 1/31/10	\$292,362.50	\$6,017.66	4/7/10 [402]	\$292,362.50	\$6,017.66	\$ -0-
4/26/10 [444]	2/1/10 through 2/28/10	\$255,967.50	\$840.27	5/19/10 [535]	\$255,967.50	\$840.27	\$ -0-
5/13/10 [508]	3/1/10 through 3/31/10	\$278,095.50	\$2,824.71	6/7/10 [593]	\$278,095.50	\$2,824.71	\$ -0-
6/10/10 [508]	4/1/10 through 4/30/10	\$225,602.50	\$7,655.88	7/7/10 [649]	\$180,482.00	\$7,655.88	\$ -0-
7/22/10 [670]	5/1/10 through 5/31/10	\$234,259.50	\$3,524.26	8/16/10 [734]	\$187,407.60	\$3,524.26	\$ -0-
8/20/10 [741]	6/1/10 through 6/30/10	\$235,070.50	\$4,608.21	9/13/10 [790]	\$188,056.40	\$4,608.21	\$ -0-
9/2/10 [766]	7/1/10 through 7/31/10	\$161,127.50	\$2,593.67	9/24/10 [825]	\$128,902.00	\$2,593.67	\$ -0-
9/29/10 [832]	8/1/10 through 8/31/10	\$223,917.00	\$5,411.69	10/21/10 [869]	\$179,133.60	\$5,411.69	\$44,783.40
10/15/10 [861]	9/1/10 through 9/30/10	\$163,745.00	\$4,325.02	11/8/10 [907]	\$130,996.00	\$4,325.02	\$32,749.00
12/6/10 [972]	10/1/10 through 10/31/10	\$84,612.50	\$660.41	1/3/11 [1082]	\$67,690.00	\$660.41	\$16,922.50
1/13/11 [1099]	11/1/10 through 11/30/10	\$68,037.50	\$291.29	2/4/11 [1141]	\$54,430.00	\$291.29	\$13,607.50
2/9/11 [1166]	12/1/10 through 12/31/10	\$46,540.00	\$28.02	3/7/11 [1198]	\$37,232.00	\$28.02	\$9,308.00

3/10/11 [1202]	1/1/11 through 1/31/11	\$51,550.00	\$652.27	4/1/11 [1215]	\$41,240.00	\$652.27	\$10,310.00
4/13/11 [XXXX]	2/1/11 through 2/28/11	\$89,747.50	\$1,551.36	Obj. due 5/2/11	Pending	Pending	\$17,949.50
<b>Totals</b>		<b>\$2,765,360.50</b>	<b>\$56,321.77</b>		<b>\$2,376,720.60</b>	<b>\$54,770.51</b>	<b>\$145,629.90</b>

**COMPENSATION BY PROFESSIONAL  
FOR ALVAREZ & MARSAL NORTH AMERICA, LLC  
November 9, 2009 through February 28, 2011**

<b>PROFESSIONAL</b>	<b>POSITION</b>	<b>BILLING RATE</b>	<b>TOTAL HOURS</b>	<b>TOTAL FEES</b>
Kevin Gregson	Managing Director	\$815	128.9	\$105,053.50
Donald Roveto III	Managing Director	\$790	7.1	\$5,609.00
Brian Cumberland	Managing Director	\$775	1.0	\$775.00
Joseph Bondi	Managing Director	\$775	472.5	\$366,187.50
Layne Albert	Managing Director	\$775	31.9	\$24,722.50
William Kosturos	Managing Director	\$725	0.5	\$362.50
Nancy Shanik	Managing Director	\$695	5.9	\$4,100.50
Julie Hertzberg	Managing Director	\$625	89.0	\$55,625.00
Lindsey Miller	Senior Director	\$705	4.8	\$3,384.00
Stephanie DeYoung	Director	\$570	8.7	\$4,959.00
Andrew Sagat	Director	\$500	2,244.7	\$1,122,350.00
Mark Zeiss	Director	\$450	9.7	\$4,365.00
Kinga Czarnecka	Senior Associate	\$410	3.2	\$1,312.00
Luisa Fernandez	Senior Associate	\$410	27.0	\$11,070.00
Uri Horowitz	Senior Associate	\$410	13.3	\$5,453.00
Michael Eisenberg	Associate	\$400	1,644.2	\$657,680.00
Doug Lewandowski	Consultant	\$375	732.1	\$274,537.50
Robert Esposito	Consultant	\$350	147.2	\$51,520.00
Betty Croft	Consultant	\$325	129.5	\$42,087.50
Russell Falkenstein	Analyst	\$200	2.6	\$520.00
Mary Napoliello	Paraprofessional	\$200	85.9	\$17,180.00
Debra Mosley	Paraprofessional	\$135	48.2	\$6,507.00
<b>Subtotal</b>			<b>5,837.9</b>	<b>\$2,765,360.50</b>
<i>Less reduction</i>				<b>-\$780.00</b>
<b>Total</b>				<b><u>\$2,764,580.50</u></b>
	<b>Blended Rate:</b>			<b>\$473.69</b>

\*Per fee examiner A&M reduced 1st interim fee application  
\$600.00 and 2<sup>nd</sup> interim fee application \$180.00 respectively.

**SUMMARY OF TOTAL FEES BY TASK CATEGORY  
FOR ALVAREZ & MARSAL NORTH AMERICA, LLC  
November 9, 2009 through February 28, 2011**

<b>TASK DESCRIPTION</b>	<b>TOTAL HOURS</b>	<b>TOTAL FEES</b>
Bankruptcy Reporting	64.5	\$31,167.50
Bankruptcy Support	658.1	\$327,992.50
Business Planning/Operations	833.8	\$406,925.00
Cash Management	171.4	\$83,217.50
Chapter 11 Plan	1,088.2	\$493,685.00
Claims	711.5	\$280,777.50
Coordination & Communication with Stakeholders	333.4	\$188,120.00
Court Hearings/Administrative Meetings	31.9	\$20,288.50
Fee Applications	275.7	\$91,547.00
General Case Management	4.9	\$2,752.50
Restructuring Actions	632.8	\$357,139.00
Statements/Schedules	571.2	\$232,025.00
Tax	213.9	\$131,315.00
Travel Time	246.6	\$118,408.50
<b>Total</b>	<b>5,837.9</b>	<b>\$2,765,360.50</b>

**SUMMARY OF EXPENSES BY CATEGORY  
FOR ALVAREZ & MARSAL NORTH AMERICA, LLC  
November 9, 2009 through February 28, 2011**

<b>Expense Category</b>	<b>Amount</b>
<b>Airfare</b>	\$3,660.36
Lodging	\$23,942.89
Meals	\$3,701.60
Miscellaneous	\$2,880.57
Transportation	\$22,136.45
<b>Total</b>	<b>\$56,321.87</b>

Dated: April 14, 2011  
New York, New York

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Chapter 11
ADVANTA CORP., <u>et al.</u> , <sup>2</sup>	)	
	)	Case No. 09- 13931 (KJC)
Debtors.	)	
	)	(Jointly Administered)

**FINAL APPLICATION OF ALVAREZ & MARSAL NORTH AMERICA, LLC IN  
THEIR CAPACITY AS FINANCIAL ADVISORS TO THE DEBTORS AND DEBTORS-  
IN-POSSESSION FOR COMPENSATION AND REIMBURSEMENT  
OF EXPENSES INCURRED FOR THE  
PERIOD NOVEMBER 9, 2009 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 the Court’s *Order Pursuant to Sections 331 and 105(A) of the Bankruptcy Code and Local Rule 2016-2 Establishing Procedure for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members* [Docket No. 102] (the “Interim Compensation Order”), Alvarez & Marsal North America, LLC (“A&M”) hereby files this Final Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as restructuring advisors to the Debtors and Debtors-in-Possession for the Period From November 9, 2009 through February 28, 2011 (the “Application”). By this Application, A&M seeks a final allowance pursuant to the Compensation Order with respect to the sums of \$2,764,580.50 as

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2 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. (0786), Advanta Credit Card Receivables Corp (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Information regarding the Debtors’ businesses and the background relating to events leading up to these chapter 11 cases can be found in (i) the Declaration of William A. Rosoff in Support of the Debtors’ Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009, the date the majority of Debtors filed their petitions under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), and (ii) that certain supplement thereto, filed on November 20, 2009, the date Advanta Ventures Inc., BizEquity Corp., Ideablob Corp. and Advanta Credit Card Receivables Corp. filed their chapter 11 cases. The debtors are authorized to continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Further, in accordance with an order of this Court, the Debtors’ cases are being jointly administered pursuant to Rule 10159(b) of the Federal Rules of Bankruptcy Procedure.

compensation and \$56,321.77 for reimbursement of actual and necessary expenses for a total of \$2,820,902.47 for the period November 9, 2009 through February 28, 2011 (the “**Compensation Period**”). In support of this Application, A&M respectfully represents as follows:

### **Background**

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

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

III. On February 11, 2011, the Court entered the *Order Confirming Debtors’ Joint Plan Under Chapter 11 of the Bankruptcy Code, As Modified* [Docket No. 1173] (the “***Confirmation Order***”).

IV. On February 28, 2011, the Plan became effective (the “***Effective Date***”). Pursuant to the terms of the Confirmation Order and the Plan, all professionals employed by the Debtors must file final fee applications for all fees and expenses incurred through the Effective Date within 45 days of the Effective Date.

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

V. All services for which compensation is requested by A&M were performed for or on behalf of the Debtors.

VI. Except to the extent of the retainer paid to A&M as described in the application seeking approval of A&M’s employment by the Debtors during the period covered by



this Application, A&M has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between A&M and any other person other than the directors of A&M for the sharing of compensation to be received for services rendered in these cases.

#### **Fee Statements**

VII. The fee statements for the Compensation Period were attached as “Exhibit A-F” to each of the previously filed monthly fee applications; these statements contain daily time logs describing the time spent by each professional for this period. To the best of A&M’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 Administrative Order.

#### **Actual and Necessary Expenses**

VIII. A summary of actual and necessary expenses incurred by A&M during the Compensation Period were attached as “Exhibit F” to each of the previously filed monthly fee applications.

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

IX. The managing directors, directors, associates, consultants and para-professional of A&M who have rendered professional services in these cases are as follows: Kevin Gregson, Donald Roveto III, Brian Cumberland, Joseph Bondi, Layne Albert, William Kosturos, Nancy Shanik, Julie Hertzberg, Lindsey Miller, Stephanie DeYoung, Andrew Sagat, Mark Zeiss, Kinga Czarnecka, Luisa Fernandez, Uri Horowitz, Michael Eisenberg, Doug Lewandowski, Robert Esposito, Betty Croft, Russell Falkenstein, Mary Napoliello and Debra Mosley.

X. A&M, by and through the above-named persons, has advised and assisted the Debtors on a regular basis with respect to various matters in connection with these cases, and has

performed all necessary professional services which are described and narrated in detail hereinafter.

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

XI. The services rendered by A&M during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on Exhibit A and Exhibit D attached to each of the previously filed monthly fee applications. The professionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, on Exhibit A and Exhibit B attached to each of the previously filed monthly fee applications.

A. Bankruptcy Reporting

Fees: \$31,167.50: Total Hours: 64.5

This category includes time assisting with the preparation or review of financial related disclosures required by the Court, including the MOR and form 26.

B. Bankruptcy Support

Fees: \$327,992.50: Total Hours: 658.1

This category includes time advising and assisting the company on matters concerning operating the business under Chapter 11.

C. Business Planning/Operations

Fees: \$406,925.00: Total Hours: 833.8

This category includes time advising and assisting the company with the planning, development, evaluation and implementation of the company's strategic, business and operating plans.

D. Cash Management

Fees: \$83,217.50: Total Hours: 171.4

This category includes time advising and assisting management in treasury matters including the development of weekly cash forecasts, reporting on cash activity and management of letters of credit and bonding matters.

E. Chapter 11 Plan

Fees: \$493,685.00: Total Hours: 1,088.2

This category includes time supporting and seeking approval of the Plan of Reorganization and Disclosure Statement, overall restructuring actions, case management, identification and evaluation of strategic initiatives and meetings to discuss overall reorganization plan.

F. Claims

Fees: \$280,777.50: Total Hours: 711.5

This category includes time assisting the debtors in managing the claims resolution process.

G. Coordination & Communication with Stakeholders

Fees: \$188,120.00: Total Hours: 333.4

This category includes time coordinating and fulfilling information requests, preparing for and attending meetings and participating in negotiations with the prepetition lenders, other interested parties and their advisors.

H. Court Hearings/Administrative Meetings

Fees: \$20,288.50: Total Hours: 31.9

This category includes time preparing for and participating in hearings before the bankruptcy court having jurisdiction over the case or cases commenced under the Bankruptcy Code or formal meetings with the U.S. Trustee or creditors as required by the bankruptcy code or local rules.

I. Fee Applications

Fees: \$91,547.00: Total Hours: 275.7

This category includes time preparing monthly and interim applications in compliance with court guidelines.

J. General Case Management

Fees: \$2,752.50: Total Hours: 4.9

This category includes time preparing and reviewing court documents and general case management.

K. Restructuring Actions

Fees: \$357,139.00: Total Hours: 632.8

This category includes time assisting the Debtors with the overall restructuring actions, including the sale or disposition of assets, and identification and evaluation of strategic initiatives.

L. Statements/Schedules

Fees: \$232,025.00: Total Hours: 571.2

This category includes time assisting the Debtors with the preparation of the Schedules of Assets and Liabilities and the Statements of Financial Affairs.

M. Tax

Fees: \$131,315.00: Total Hours: 213.9

This category includes time assisting the Debtors with tax matters..

N. Travel Time

Fees: \$118,408.50: Total Hours: 246.6

This category includes non-working travel time billed at one-half time incurred.

**Valuation of Services**

XII. Professionals and paraprofessionals of A&M have expended a total of 5,837.9 hours in connection with this matter during the Compensation Period, as follows:

PROFESSIONAL	POSITION	BILLING RATE	TOTAL HOURS	TOTAL FEES
Kevin Gregson	Managing Director	\$815	128.9	\$105,053.50
Donald Roveto III	Managing Director	\$790	7.1	\$5,609.00
Brian Cumberland	Managing Director	\$775	1.0	\$775.00
Joseph Bondi	Managing Director	\$775	472.5	\$366,187.50
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Debra Mosley	Paraprofessional	\$135	48.2	\$6,507.00
<b>Subtotal</b>			<b>5,837.9</b>	<b>\$2,765,360.50</b>
<i>Less reduction</i>				<b>-\$780.00</b>
<b>Total</b>				<b>\$2,764,580.50</b>
	<b>Blended Rate:</b>			<b>\$473.69</b>

\*Per fee examiner A&M reduced 1st interim fee application \$600.00 and 2<sup>nd</sup> interim fee application \$180.00 respectively.

The nature of the work performed by these persons was set forth in Exhibit D attached to each of the previously filed monthly fee applications. These are A&M's normal hourly rates for work of this character. The reasonable value of the services rendered by A&M during the Compensation Period is \$2,764,580.50.

XIII. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by A&M is fair and reasonable given (a)


the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, A&M has reviewed the requirements of Del. Bankr. L.R. 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, A&M respectfully requests that the Court authorize that for the period November 9, 2009 through February 28, 2011, a final allowance be made to A&M pursuant to the terms of the Interim Compensation Order, with respect to the sum of \$2,764,580.50 as compensation for necessary professional services rendered, and the sum of \$56,231.77 as reimbursement of actual necessary costs and expenses, for a total of \$2,820,902.27 and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: April 14, 2010  
New York, New York

Respectfully submitted,



**ALVAREZ & MARSAL NORTH  
AMERICA, LLC**

A handwritten signature in dark ink, appearing to read "J. A. Bondi", is written over a horizontal line.

Joseph A. Bondi  
ALVAREZ & MARSAL NORTH  
AMERICA, LLC  
600 Lexington Avenue  
6<sup>th</sup> Floor  
New York, NY 10022  
Telephone: 646.495.3600  
Facsimile: 212.759.5532  
[jbondi@alvarezandmarsal.com](mailto:jbondi@alvarezandmarsal.com)

Financial Advisors for the Debtors  
*and Debtors-in-Possession*

VERIFICATION

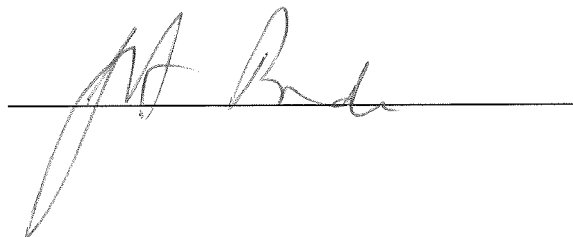
*Pennsylvania*   
STATE OF NEW YORK )  
*Philadelphia* ) SS:  
COUNTY OF NEW YORK 

Joseph A. Bondi, after being duly sworn according to law, deposes and says:

a) I am a managing director with the applicant firm, Alvarez & Marsal North America, LLC.

b) I am familiar with the work performed on behalf of the Debtors by the professionals of Alvarez & Marsal North America, LLC.

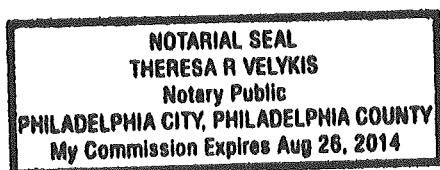
c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. L.R. 2016-2, and submit that the Application substantially complies with such rule.



SWORN AND SUBSCRIBED before me  
this 14 day of April, 2011

*Theresa R. Velykis*  
Notary Public

My Commission Expires: *August 26, 2014*





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

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

**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 Alvarez & Marsal North America, LLC has today filed the attached **Final Application of Alvarez & Marsal North America, LLC in their Capacity as Financial Advisors to the Debtors and Debtors-in-Possession for Compensation and Reimbursement of Expenses Incurred for the Period November 9, 2009 through February 28, 2011** (the “*Final Application*”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “*Bankruptcy Court*”).

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

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

received by (i) Alvarez & Marsal North America, LLC, 600 Lexington Avenue, 6<sup>th</sup> Floor, New York, New York 10022 (Attn: Joseph A. Bondi); (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, 5<sup>th</sup> 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

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