

**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.<sup>1</sup> : (Jointly Administered)  
: :  
: : **Obj. Deadline: 5/4/11 at 4:00 p.m. (EDT)**  
: : **Hearing Date: 9/13/11 at 10:00 a.m. (EDT)**  
-----X

**FINAL APPLICATION OF RICHARDS, LAYTON & FINGER, P.A. FOR ALLOWANCE  
OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF  
EXPENSES AS CO-COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION  
FOR THE PERIOD FROM NOVEMBER 8, 2009 THROUGH FEBRUARY 28, 2011**

Name of Applicant: Richards, Layton & Finger, P.A.

Authorized to Provide Professional Services to: the above-captioned debtors

Date of Retention: December 3, 2009, *nunc pro tunc* to  
November 8, 2009

Final period for which compensation  
and reimbursement are sought: November 8, 2009 through February 28, 2011

Amount of Final Compensation sought  
as actual, reasonable, and necessary \$672,378.00

Amount of Final Expense Reimbursement  
sought as actual, reasonable, and necessary \$56,053.49

This is a(n): \_\_\_\_\_ Monthly \_\_\_\_\_ Interim  X  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), 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).

Prior Applications Filed (Bold entries indicate interim fee applications):

<b>Fee Application Period, Filing Date, Docket No.</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Amount of Fees Authorized to be Paid to Date</b>	<b>Amount of Expenses Authorized to be Paid to Date</b>	<b>Status</b>
First Monthly Fee Application  11/08/09 through 12/31/09  Filed 01/28/10  [Docket No. 217]	\$97,773.00	\$11,758.14	\$78,218.40	\$11,758.14	Approved on Interim Basis
Second Monthly Fee Application  01/01/10 through 01/31/10  Filed 02/25/10  [Docket No. 289]	\$22,001.00	\$217.44	\$17,600.80	\$217.44	Approved on Interim Basis
Third Monthly Fee Application  02/01/10 through 02/28/10  Filed 03/30/10  [Docket No. 371]	\$31,485.00	\$1,326.03	\$25,188.00	\$1,326.03	Approved on Interim Basis

<b>Fee Application Period, Filing Date, Docket No.</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Amount of Fees Authorized to be Paid to Date</b>	<b>Amount of Expenses Authorized to be Paid to Date</b>	<b>Status</b>
<p>Fourth Monthly Fee Application</p> <p>03/01/10 through 03/31/10</p> <p>Filed 04/27/10</p> <p>[Docket No. 447]</p>	\$43,138.00	\$2,208.74	\$34,510.44	\$2,208.74	Approved on Interim Basis
<p><b>First Interim Fee Application</b></p> <p><b>11/08/09 through 03/31/10</b></p> <p><b>Filed 05/13/10</b></p> <p><b>[Docket No. 506]</b></p>	<b>\$194,397.00</b>	<b>\$15,510.35</b>	<b>\$155,517.60</b>	<b>\$15,510.35</b>	<p><b>Fees Approved: \$194,397.00</b></p> <p><b>Expenses Approved: \$15,510.35</b></p>
<p>Fifth Monthly Fee Application</p> <p>04/01/10 through 04/30/10</p> <p>Filed 05/26/10</p> <p>[Docket No. 557]</p>	\$43,325.50	\$866.90	\$34,660.40	\$866.90	Approved on Interim Basis

<b>Fee Application Period, Filing Date, Docket No.</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Amount of Fees Authorized to be Paid to Date</b>	<b>Amount of Expenses Authorized to be Paid to Date</b>	<b>Status</b>
Sixth Monthly Fee Application  05/01/10 through 05/31/10  Filed 06/29/10  [Docket No. 636]	\$51,426.50	\$1,647.24	\$41,141.20	\$1,647.24	Approved on Interim Basis
Seventh Monthly Fee Application  06/01/10 through 06/30/10  Filed 07/27/10  [Docket No. 678]	\$40,515.50	\$1,674.66	\$32,412.40	\$1,674.66	Approved on Interim Basis
Eighth Monthly Fee Application  07/01/10 through 07/31/10  Filed 08/23/10  [Docket No. 743]	\$59,455.00	\$1,408.00	\$47,564.00	\$1,408.00	Approved on Interim Basis

<b>Fee Application Period, Filing Date, Docket No.</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Amount of Fees Authorized to be Paid to Date</b>	<b>Amount of Expenses Authorized to be Paid to Date</b>	<b>Status</b>
<b>Second Interim Fee Application</b>  <b>04/01/10 through 07/31/10</b>  <b>Filed 09/14/10</b>  <b>[Docket No. 798]</b>	<b>\$194,722.50</b>	<b>\$5,596.80</b>	<b>\$155,778.00</b>	<b>\$5,596.80</b>	<b>Fees Approved: \$194,722.50</b>  <b>Expenses Approved: \$5,596.80</b>
<b>Ninth Monthly Fee Application</b>  <b>08/01/10 through 08/31/10</b>  <b>Filed 09/29/10</b>  <b>[Docket No. 831]</b>	<b>\$77,448.50</b>	<b>\$12,540.08</b>	<b>\$61,958.80</b>	<b>\$12,540.08</b>	<b>Approval Pending Interim Hearing</b>
<b>Tenth Monthly Fee Application</b>  <b>09/01/10 through 09/30/10</b>  <b>Filed 10/29/10</b>  <b>[Docket No. 890]</b>	<b>\$25,994.50</b>	<b>\$295.45</b>	<b>\$20,795.60</b>	<b>\$295.45</b>	<b>Approval Pending Interim Hearing</b>

<b>Fee Application Period, Filing Date, Docket No.</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Amount of Fees Authorized to be Paid to Date</b>	<b>Amount of Expenses Authorized to be Paid to Date</b>	<b>Status</b>
Eleventh Monthly Fee Application  10/01/10 through 10/31/10  Filed 11/30/10  [Docket No. 963]	\$32,298.00	\$4,066.19	\$25,838.40	\$4,066.19	Approval Pending Interim Hearing
Twelfth Monthly Fee Application  11/01/10 through 11/30/10  Filed 12/28/10  [Docket No. 1078]	\$28,094.50	\$974.57	\$22,475.60	\$974.57	Approval Pending Interim Hearing
<b>Third  Interim Fee  Application</b>  <b>08/01/10  through  11/30/10</b>  <b>Filed  01/14/11</b>  <b>[Docket No.  1105]</b>	<b>\$163,835.50</b>	<b>\$17,876.29</b>	<b>\$131,068.40</b>	<b>\$17,876.29</b>	<b>Approval Pending Interim Hearing</b>

<b>Fee Application Period, Filing Date, Docket No.</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Amount of Fees Authorized to be Paid to Date</b>	<b>Amount of Expenses Authorized to be Paid to Date</b>	<b>Status</b>
Thirteenth Monthly Fee Application  12/01/10 through 12/31/10  Filed 01/31/11  [Docket No. 1132]	\$57,991.50	\$5,416.14	\$46,393.20	\$5,416.14	Approval Pending Interim Hearing
Fourteenth Monthly Fee Application  01/01/11 through 01/31/11  Filed 02/28/11  [Docket No. 1188]	\$20,285.50	\$1,196.93	\$16,228.40	\$1,196.93	Approval Pending Interim Hearing
Fifteenth Monthly Fee Application  02/01/11 through 02/28/11  Filed 03/30/11  [Docket No. 1213]	\$41,146.00	\$10,456.98	\$0	\$0	Approval Pending Interim Hearing

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

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Donald A. Bussard	Joined firm as associate in 1976. Director in 1981. Member of DE Bar since 1976.	\$700	2.0	\$1,400.00
Mark D. Collins	Joined firm as associate in 1993. Director in 1998. Member of DE Bar since 1991.	\$675	21.5	\$14,512.50
Russell Silberglied	Joined firm as associate in 1995. Director in 2002. Member of PA and DE Bars since 1996.	\$600	2.0	\$1,200.00
John H. Knight	Joined firm as associate in 1998. Director in 2003. Member of MD Bar since 1994. Member of NJ Bar since 1996. Member of DE Bar since 1999.	\$600	0.1	\$60.00
Paul N. Heath	Joined firm as associate in 1999. Director in 2007. Member of DE Bar since 1998.	\$525 \$550	344.0 26.7	\$180,600.00 \$14,685.00
Marcos A. Ramos	Joined firm as associate in 2002. Counsel in 2008. Director in 2010. Member of NY Bar since 1995. CA Bar since 1998. MD Bar since 2001 & DE Bar since 2003.	\$450	60.7	\$27,315.00
Michael J. Merchant	Joined firm as associate in 1999. Director in 2006. Member of DE Bar since 1999.	\$525	0.6	\$315.00



<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Wes Peterson	Joined firm as associate in 2005. Counsel in 2010. Member of DE Bar since 2005.	\$385	2.2	\$847.00
		\$425	0.6	\$255.00
Jason M. Madron	Joined firm as associate in 2003. Member of DE Bar since 2003.	\$390	1.9	\$741.00
		\$420	0.1	\$42.00
Laura A. Diertrich	Joined firm as associate in 2006. Member of DE Bar since 2006.	\$320	0.1	\$32.00
Chun I. Jang	Joined firm as associate in 2005. Member of DE Bar since 2006.	\$300	71.4	\$21,420.00
		\$340	127.9	43,486.00
		\$365	2.4	\$876.00
Anthony W. Rodgers	Joined firm as associate in 2007. Member of DE Bar since 2007.	\$295	0.1	\$29.50
Cory D. Kandestin	Joined firm as associate in 2007. Member of DE Bar since 2008.	\$290	2.9	\$841.00
Michael W. Romanczuk	Joined firm as associate in 2004. Member of DE Bar since 2005.	\$280	0.4	\$112.00
Lee E. Kaufman	Joined firm as associate in 2006. Member of DE Bar since 2006.	\$275	0.4	\$110.00
		\$315	9.1	\$2,866.50
		\$340	1.4	\$476.00
Christopher M. Samis	Joined firm as associate in 2006. Member of PA & DE Bars since 2006.	\$315	0.3	\$94.50
L. Katherine Good	Joined firm as associate in 2007. Member of PA Bar since 2007. Member of DE Bar since 2008.	\$275	0.1	\$27.50
		\$340	0.6	\$204.00
Tiffany N. Piland	Joined firm as associate in 2007. Member of DE Bar since 2007.	\$275	6.2	\$1,705.00

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Marisa Terranova	Joined firm as associate in 2009. Member of DE Bar since 2009.	\$255	11.9	\$3,034.50
		\$280	0.1	\$28.00
Travis A. McRoberts	Joined firm as associate in 2008. Member of DE Bar since 2009.	\$255	0.1	\$25.50
Zachary I. Shapiro	Joined firm as associate in 2007. Member of DE Bar since 2008.	\$245	52.8	\$12,936.00
		\$290	601.6	\$174,464.00
		\$315	93.2	\$29,358.00
Robert C. Maddox	Joined firm as associate in 2009. Member of DE Bar since 2008.	\$240	1.3	\$312.00
Tyler Semmelman	Joined firm as associate in 2009. Member of DE Bar since 2009.	\$240	10.6	\$2,544.00
Andy Irgens, Esq.	Joined firm as associate attorney in 2008. Member of DE Bar Since 2009.	\$230	1.8	\$414.00
		\$255	7.8	\$1,989.00
		\$280	2.1	\$588.00
Julie A. Finocchiaro	Joined firm as associate in 2009. Member of DE Bar since 2009.	\$230	21.8	\$5,014.00
		\$240	4.3	\$1,032.00
		\$255	0.2	\$51.00
Aja E. McDowell	Paralegal since 2003. Joined firm in 2002.	\$195	0.6	\$117.00
Rosella M. Champion	Paralegal since 1984. Joined firm in 1999.	\$195	0.2	\$39.00
Tracy Allen	Paralegal since 2000. Joined firm in 2006.	\$195	0.6	\$117.00
Ann Jerominski	Paralegal since 1995. Joined firm in 2000.	\$195	7.6	\$1,482.00
		\$200	0.8	\$160.00
Barbara J. Witters	Paralegal since 2000. Joined firm in 2000.	\$195	8.9	\$1,735.50
Cathy M. Greer	Paralegal since 1995. Joined firm in 2000.	\$195	15.0	\$2,925.00
		\$200	0.6	\$120.00

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Rebecca V. Speaker	Paralegal since 2002. Joined firm in 2001.	\$195	0.6	\$117.00
Jamie E. Schairer	Paralegal since 2009. Joined firm in 2009.	\$195	441.1	\$86,014.50
		\$200	66.0	\$13,200.00
Janel Gates	Paralegal since 2007. Joined firm in 2007.	\$195	10.8	\$2,106.00
		\$200	0.2	\$40.00
Robyn K. Sinclair	Paralegal since 2010. Joined firm in 2010.	\$195	30.6	\$5,967.00
		\$200	6.3	\$1,260.00
Tracy A. Cameron	Paralegal since 2005. Joined firm in 1992.	\$195	15.6	\$3,042.00
Marisa C. DeCarli	Paralegal since 2009. Joined firm in 2009.	\$195	20.9	\$4,075.50
Carol A. Chubb	Paralegal since 2001. Joined firm in 2001.	\$170	0.2	\$34.00
Daniel D. White	MIS Dept	\$190	8.5	\$1,615.00
Brenda D. Tobin	Case Management Assistant.	\$100	11.5	\$1,150.00
		\$105	0.2	\$21.00
Amy B. Anderson	Case Management Assistant.	\$100	7.7	\$770.00
		\$105	2.0	\$210.00
Rochelle I. Warren	Case Management Assistant.	\$90	0.2	\$18.00
<b>TOTAL</b>			<b>2152.0</b>	<b>\$672,378.00</b>

Grand Total	\$672,378.00
Attorney Compensation	\$546,042.50
Total Attorney Hours	1495.3
Blended Rate	\$365.17

Dated: April 14, 2011  
Wilmington, Delaware

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

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration (A)	90.9	\$22,390.50
Creditor Inquiries (B)	11.4	\$3,024.50
Meetings (C)	46.2	\$14,491.50
Executory Contracts/Unexpired Leases (D)	79.1	\$22,779.50
Automatic Stay/Adequate Protection (E)	20.6	\$6,405.50
Plan of Re-Organization/Disclosure Statement (F)	250.5	\$86,467.00
Use, Sale, Lease of Assets (G)	89.5	\$26,172.50
Cash Collateral/DIP Financing (H)	1.5	\$435.00
Claims Administration (I)	71.6	\$20,808.00
Court Hearings (J)	516.8	\$155,106.50
General Corporate/Real Estate (K)	21.5	\$8,494.00
Schedules/SOFA/U.S. Trustee Reports (L)	113.9	\$35,658.00
Employee Issues (M)	93.4	\$37,988.50
Environmental (N)	0.0	\$0.00
Tax Issues (O)	48.5	\$19,478.50
Litigation/Adversary Proceedings (P)	342.4	\$119,005.50
RL&F Retention (Q-1)	16.1	\$4,446.00
Retention of Others (Q-2)	78.0	\$25,062.50
RL&F Fee Applications (R-1)	98.0	\$24,249.50
Fee Applications of Others (R-2)	151.6	\$37,026.50
Vendor/Supplies (S)	0.9	\$306.00
Non-Working Travel (T)	0.0	\$0.00
Utilities (U)	5.0	\$1,444.00
Insurance (V)	4.6	\$1,138.50
<b>TOTAL</b>	<b>2152.0</b>	<b>\$672,378.00</b>

**EXPENSE SUMMARY**  
**NOVEMBER 8, 2009 THROUGH FEBRUARY 28, 2011**

Expense Category	Service Provider (if applicable)	Total Expenses
Facsimile		\$18.00
Long Distance Telephone		\$2,146.19
In-House Reproduction (Duplication/Printing)	Copies - 43,884 @ \$.10/pg. Printing - 58,342 @ \$.10/pg.	\$10,222.60
Outside Reproduction		\$9,715.10
Legal Research		\$16,360.27
Filing/Court Fees		\$5,859.01
Court Reporting		\$2,333.55
Travel Expenses		\$0.00
Inside Courier & Expense Carriers		\$2,268.42
Outside Courier & Expense Carriers		\$0.00
Postage		\$5.76
Binding		\$324.00
Business Meals		4,017.98
Document Retrieval		\$1,575.28
Record Retrieval		\$0.00
Room Rental		\$0.00
Professional Services		\$235.00
Overtime		\$972.33
<b>TOTAL</b>		<b>\$56,053.49</b>

**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>Obj. Deadline: 5/4/11 at 4:00 p.m. (EDT)</b>
	:		<b>Hearing Date: 9/13/11 at 10:00 a.m. (EDT)</b>
	X		

**FINAL APPLICATION OF RICHARDS, LAYTON & FINGER, P.A. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD FROM NOVEMBER 8, 2009 THROUGH FEBRUARY 28, 2011**

Pursuant to sections 330 and 331 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 *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. (“*RL&F*”) hereby files this Final Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from November 8, 2009 through February 28, 2011 (the “*Application*”). By the Application, RL&F seeks a final allowance pursuant to the Confirmation Order with respect to the sums of \$672,378.00 as compensation and \$56,053.49 for reimbursement of actual and necessary expenses for a total of \$728,431.49 for the period

---

<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).

November 8, 2009 through and including February 28, 2011 (the “*Compensation Period*”). In support of this Application, RL&F respectfully represents as follows:

### **Background**

1. 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.

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

3. On February 11, 2011, the Court entered the Confirmation Order. Pursuant to the terms of the Confirmation Order, all professionals employed by the Debtors and the Official Committee of Unsecured Creditors must file final fee applications for all fees and expenses incurred from the Petition Date through the Effective Date (as defined in the Confirmation Order) within 45 days of the Effective Date, which is April 14, 2011.

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

4. All services for which compensation is requested by RL&F were performed for or on behalf of the Debtors.

5. During the period covered by this Application, RL&F 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 RL&F and any other person, other than the directors of RL&F, for the sharing of compensation to be received for services rendered in these cases.

### **Fee Statements**

6. The fee statements for the Compensation Period were attached as Exhibit A to each of the previously filed monthly fee applications. These statements contain daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of RL&F's knowledge, the 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, and Del. Bankr. L.R. 2016-2.

### **Actual and Necessary Expenses**

7. Summaries of actual and necessary expenses and daily logs of expenses incurred by RL&F during the Compensation Period were attached as Exhibit B to each of the previously filed monthly fee applications. RL&F charges all of its bankruptcy clients \$0.10 per page for photocopying expenses and \$0.10 per page for printing jobs of ten pages or larger. RL&F also charges all of its clients \$0.25 per page for out-going facsimile transmissions. Actual long-distance carrier charges for outgoing facsimile transmissions are reflected in the long-distance telephone charges.

8. Regarding providers of online legal research (e.g., LEXIS and WESTLAW), RL&F charges all of its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal RL&F's actual cost. RL&F currently is under contract to pay these providers a flat fee every month. Charging its clients the online providers' standard usage rates allows RL&F to cover adequately the monthly flat fees it must pay to these types of providers.



9. RL&F believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, RL&F believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

### **Summary of Services Rendered**

10. The directors and associates of RL&F who have rendered professional services in these cases are as follows: Donald A. Bussard, Mark D. Collins, Russell Silberglied, John H. Knight, Paul N. Heath, Marcos A. Ramos, Michael J. Merchant, Wes Peterson, Jason M. Madron, Laura A. Dietrich, chun I. Jang, Anthony W. Rodgers, Cory D. Kandestin, Michael W. Romanczuk, Lee E. Kaufman, Christopher M. Samis, L. Katherine Good, Tiffany N. Piland, Marisa Terranova, Travis A. McRoberts, Zachary I. Shapiro, Robert C. Maddox, Tyler Semmelman, Andrew C. Irgens and Julie A. Finocchiaro. The paraprofessionals of RL&F who have provided service to these attorneys in these cases are as follows: Aja E. McDowell, Rosella M. Champion, Tracy Allen, Ann Jerominski, Barbara J. Witters, Cathy M. Greer, Rebecca V. Speaker, Jamie E. Schairer, Janel Gates, Robyn K. Sinclair, Tracy A. Cameron, Marisa C. DeCarli, Carol A. Chubb, Daniel D. White, Brenda D. Tobin, Amy B. Anderson and Rochelle I. Warren.

11. RL&F, by and through the above-named persons, has prepared and/or assisted in the preparation of various applications and orders submitted to the Court for consideration, advised 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

12. The services rendered by RL&F 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 to each of the previously filed monthly fee applications. The attorneys and paraprofessionals 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 to each of the previously filed monthly fee applications.

A. Case Administration/Miscellaneous Matters

Fees: \$22,390.50:      Total Hours: 90.9

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars, communications with the U.S. Trustee, review of work in process reports, review of notices of appearance and maintaining service lists.

B. Creditor Inquiries

Fees: \$3,024.50:              Total Hours: 11.4

This category includes all matters related to responding to creditor inquiries.

C. Meetings

Fees: \$14,491.50:      Total Hours: 46.2

This category includes all matters related to preparing for and attending meetings with Debtors, the creditors' committees, individual creditors, the U.S. Trustee and co-counsel.

D. Executory Contracts/Unexpired Leases

Fees: \$22,779.50:      Total Hours: 79.1

This category includes all matters related to contract and lease analysis and

matters related to assumption, assignment or rejection of executory contracts and unexpired leases.

E. Automatic Stay/Adequate Protection

Fees: \$6,405.50: Total Hours: 20.6

This category includes all matters related to and including all motions to modify the automatic stay, issues related to the effect of the automatic stay or pending matters, and all other types of actions where adequate protection is the central issue.

F. Plan of Reorganization/Disclosure Statement

Fees: \$86,467.00: Total Hours: 250.5

This category includes all matters related to review, formulation, negotiation, preparation and promulgation of plans of reorganization, disclosure statements, and related corporate documentation and research relating thereto.

G. Use, Sale, Lease of Assets

Fees: \$26,172.50: Total Hours: 89.5

This category includes all matters relating to acquisitions, dispositions and other postpetition uses of property of the estate.

H. Cash Collateral/DIP Financing

Fees: \$435.00: Total Hours: 1.5

This category includes all matters relating to negotiation and documentation of debtor in possession financing and post-confirmation financing, all cash collateral issues and related pleadings.

I. Claims Administration

Fees: \$20,808.00: Total Hours: 71.6

This category includes all matters related to and including claims administration matters and bar date matters, including claims objections and related contested matters.

J. Court Hearings

Fees: \$155,106.50: Total Hours: 516.8

This category includes all matters relating to preparation for and attendance at court hearings.

K. General Corporate/Real Estate

Fees: \$8,494.00: Total Hours: 21.5

This category includes all matters relating to transactional, corporate governance and related matters involving the debtors' business operations that are not part of a plan of reorganization or disclosure statement.

L. Schedules/SOFA/U.S. Trustee Reports

Fees: \$35,658.00: Total Hours: 113.9

This category includes preparation of schedules and amendments, statements of financial affairs and amendments, operating reports and other reports required by the U.S. Trustee or Bankruptcy Court.

M. Employee Issues

Fees: \$37,988.50: Total Hours: 93.4

This category includes all matters related to employee wages, benefits, collective bargaining issues, other employee relations matters, ERISA, and retirement benefits.

N. Environmental

Fees: \$0.00: Total Hours: 0.0

This category includes all environmental matters, other than environmental

aspects of plan of reorganization.

O. Tax Issues

Fees: \$19,478.50: Total Hours: 48.5

This category includes all federal and state income, property, employment, excise and other tax matters, other than the tax aspects of plan of reorganization.

P. Litigation/Adversary Proceedings

Fees: \$119,005.50: Total Hours: 342.40

This category includes all matters relating to litigation and adversary proceedings.

Q-1. RL&F Applications

Fees: \$4,446.00: Total Hours: 16.1

This category includes all matters related to preparing applications to retain RL&F and supplements thereto.

Q-2. Retention of Others

Fees: \$25,062.50: Total Hours: 78.0

This category includes time spent reviewing applications for retention by other professionals, objecting to the retention of other professionals and assisting other professionals with preparing and filing retention applications.

R-1. RL&F Fee Application

Fees: \$24,249.50: Total Hours: 98.0

This category includes all time spent preparing, reviewing, filing, circulating and/or relating to monthly invoices and fee applications for RL&F.

R-2. Fee Application of Others

Fees: \$37,026.50: Total Hours: 151.6

This category includes time spent reviewing invoices or applications of other professionals, objecting to fees of other professionals and assisting other professionals with filing and circulating monthly invoices and applications.

S. Vendor/Supplies

Fees: \$306.00:                      Total Hours: 0.9

This category includes all matters related to vendors and suppliers, including reclamation issues.

T. Non-Working Travel

Fees: \$0.00:                      Total Hours: 0.0

This category includes all travel time not otherwise chargeable.

U. Utilities

Fees: \$1,444.00:                      Total Hours: 5.0

This category includes all matters related to utility issues.

V. Insurance

Fees: \$1,138.50:                      Total Hours: 4.6

This category includes all matters related to insurance policies or coverage.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by RL&F 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, RL&F has reviewed the requirements of Del. Bankr. L.R. 2016-2 and believes that this Application, and each monthly fee application covering the Compensation Period, complies with that Rule.

WHEREFORE, RL&F respectfully requests that the Court authorize that, for the period from November 8, 2009 through February 28, 2011, a final allowance be made to RL&F pursuant to the terms of the Confirmation Order, with respect to the sum of \$672,378.00 as compensation for necessary professional services rendered and the sum of \$56,053.49 as reimbursement of actual necessary costs and expenses, for a total of \$728,431.49 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, 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

**CERTIFICATION OF COMPLIANCE WITH DEL. BANKR. L.R. 2016-2**

STATE OF DELAWARE                    )  
  ) SS:  
COUNTY OF NEW CASTLE            )

Zachary I. Shapiro, under penalty of perjury, certifies as follows:

a)       I am an associate with the applicant firm, Richards, Layton & Finger, P.A. (“RL&F”) and have been admitted to appear before this Court.

b)       I have personally performed many of the legal services rendered by RL&F, as counsel to the Debtors,<sup>3</sup> and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers and other professionals of this firm.

c)       I have reviewed the 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.

*/s/ Zachary I. Shapiro* \_\_\_\_\_  
Zachary I. Shapiro (No. 5103)

---

<sup>3</sup> Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the foregoing application (the “Application”).



**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.<sup>1</sup> : (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. has today filed the attached **Final Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from November 8, 2009 through February 28, 2011** (the “**Final Application**”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Final Application must be filed with the Clerk of the Bankruptcy Court and be served upon and received by (i) Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street,

---

<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).

Wilmington, Delaware 19801 (Attn: Paul N. Heath); (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

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