

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

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

**Objection Deadline: February 23, 2010 at 4:00 p.m.
Hearing Date: Only if objections are filed**

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that co-counsel for the Official Committee of Unsecured Creditors (“Committee”) has filed the its *First Monthly Application of FTI Consulting, Inc., (“FTI”) Financial Advisor to the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses Incurred for the Period November 24, 2009 Through November 30, 2009* (the “Application”), which seeks approval of FTI’s request for compensation for the professional services rendered in the amount of \$13,704.00 and reimbursement for the expenses it incurred in the amount of \$0.00 during the period from November 24, 2009 Through November 30, 2009.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be filed and served so as to actually be received by the undersigned counsel **on or before 4:00 p.m. (E.T.) on February 23, 2010** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response so as to be received on or before the Objection Deadline by the following: (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-0844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert L. Lemons, Esq.); (iii) local counsel to the Debtors, Richards Finger & Layton, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Chun I. Jang, Esq.); (iv) counsel to the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, Suite 1000, New York, New York 10003 (Attn: Mitchell A. Seider, Esq.) and Drinker Biddle & Reath LLP, 1100 N. Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen, Esq.); and (v) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David Klauder, Esq.).

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

PLEASE TAKE FURTHER NOTICE THAT, PURSUANT TO THE ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS [DOCKET NO. 112], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED INTERIM FEES AND 100% OF REQUESTED INTERIM EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

Dated: February 3, 2010

DRINKER BIDDLE & REATH LLP

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

- and -

LATHAM & WATKINS LLP
Mitchell A. Seider (admitted *pro hac vice*)
Roger G. Schwartz (admitted *pro hac vice*)
Adam J. Goldberg (admitted *pro hac vice*)
885 Third Avenue, Suite 1000
New York, NY 10003
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Counsel for the Official Committee
of Unsecured Creditors

**IN THE UNITED STATES BANKRUPTCY COURT
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**FIRST MONTHLY FEE APPLICATION OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD NOVEMBER 24, 2009 THROUGH NOVEMBER 30, 2009**

Name of Applicant: FTI Consulting, Inc.

Authorized to provide professional services to: Official Committee of Unsecured Creditors

Date of Retention: nunc pro tunc to November 24, 2009

Period for which compensation and reimbursement are sought: November 24, 2009 Through November 30, 2009

Amount of compensation sought as actual, reasonable, and necessary: \$10,963.20 (80% of \$13,704.00)

Amount of expense reimbursement sought as actual, reasonable, and necessary: \$0.00

This is an: X interim ___ final application

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

		Requested		Approved	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
N/A	N/A	N/A	N/A	N/A	N/A
TOTAL		N/A	N/A	N/A	N/A

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**FIRST MONTHLY FEE APPLICATION OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OF NOVEMBER 24, 2009 THROUGH NOVEMBER 30, 2009**

This first monthly fee application for compensation and reimbursement of expenses (the “Fee Application”) is filed by FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees, “FTI”) requesting payment for services rendered and reimbursement of costs expended as financial advisor for the Official Committee of Unsecured Creditors (“Committee”) of Advanta Corp. *et al*, (the “Debtors” or the “Company”) for the period of November 24, 2009 through November 30, 2009 (the “Application Period”). In support of this Fee Application, FTI respectfully states as follows:

JURISDICTION

1. The Court has jurisdiction over this matter under 28 U.S.C. § 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. §§ 157(b)(2). Venue of this chapter 11 case in this district is proper under 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

2. On November 8, 2009 (the “Petition Date”), the Debtors filed with this Court their voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors

are continuing to operate their businesses and manage their properties and assets as debtors in possession.

RELIEF REQUESTED

3. FTI submits this Fee Application pursuant to sections 328, 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant to Sections 105(a) and 331 of Bankruptcy Code (the “Administrative Order”), Del. Bankr. LR 2016-2 and the Order dated 1/15/2010 approving FTI’s retention as financial advisor to the Official Committee of Unsecured Creditors *nunc pro tunc* to November 24, 2009 (the “Retention Order”). By this Fee Application, FTI seeks monthly allowance of \$13,704.00 for compensation for actual and necessary professional services rendered and \$0.00 for reimbursement of actual and necessary expenses for the Application Period in accordance with the terms of the Administrative Order.

4. All services for which compensation is requested by FTI were performed solely for or on behalf of the Committee. As set forth in the Committee’s motion seeking authority to retain FTI, FTI’s services to the Committee, while focused on restructuring and insolvency issues, have also encompassed a wide range of financial advisory services, including (but not limited to) tax and regulatory matters. The Retention Order authorized FTI to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

SUMMARY OF FEES

5. The total number of hours expended by FTI professionals and paraprofessionals in performing professional services for the Committee during the Application Period was 35.9 hours. Pursuant to the Retention Order, FTI is entitled to monthly compensation for its services

provided to the Committee at its standard hourly rates, subject to periodic increases, plus reimbursement of necessary out of pocket expenses.

6. Services rendered by each professional and paraprofessional during the Application Period, and a summary of the time incurred by project code, is attached hereto as **Exhibit “A”, Exhibit “B”, and Exhibit “C”**.

Actual and Necessary Costs and Expenses Incurred

7. Reimbursement of expenses in the amount of \$0.00 is sought herein. FTI reserves the right to request, in subsequent fee applications, reimbursement of any additional expenses incurred during the Application Period, as such expenses may not have been captured to date by FTI’s billing system.

Compliance with the Bankruptcy Code, the Bankruptcy Rules and Local Rules

8. In accordance with Del. Bankr. LR 2016-2, a summary schedule of hours and fees for each professional, and a summary of hours and fees categorized by project code follow this Application. The undersigned submits that this Fee Application complies with Del. Bankr. LR 2016-2 and the Retention Order.

9. FTI submits that the services rendered and expenses incurred were actual and necessary and that the compensation sought is reasonable and in accordance with the standards of the Bankruptcy Code and Bankruptcy Rules.

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

11. FTI 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 FTI and any other person other than the partners of FTI for the sharing of compensation to be received for services rendered in these cases.

NOTICE

12. As required by the Administrative Order, a copy of this Fee Application has been served upon: (a) the Office of the United States Trustee, (b) the Debtors, (c) counsel for the Debtors, (d) local counsel to the Debtors and (e) all parties entitled to notice pursuant to the Interim Compensation Order. In light of the nature of the relief requested, the Committee submits that no further notice is required or needed under the circumstances.

WHEREFORE, FTI respectfully requests that the Court (i) approve compensation in the amount of \$13,704.00 for necessary professional services rendered and reimbursement of expenses in the amount of \$0.00, and (ii) authorize the payment to FTI, in accordance with the Administrative Order, of \$10,963.20 (80% of \$13,704.00) for necessary professional services rendered and \$0.00 for the reimbursement of expenses and (iii) grant such other and further relief that the Court deems just and proper.

Dated: February 3, 2010

Respectfully Submitted,

FTI CONSULTING, INC

By: /s/ Andrew Scruton
Andrew Scruton

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: :
ADVANTA CORP., et al., : Case No. 09-13931 (KJC)
: :
Debtors. : (Jointly Administered)

VERIFICATION PURSUANT TO DEL.BANKR.LR. 2016-2(f) AND 28 U.S.C. §1746(2)

I, Andrew Scruton, verify as follows:

1. I am a Senior Managing Director with FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees, “FTI”). FTI has rendered professional services to the Official Committee of Unsecured Creditors in these Chapter 11 cases.

2. I have read the foregoing application of FTI for compensation and reimbursement of expenses (the “Fee Application”). To the best of my knowledge, information and belief formed upon the basis of my participation in these cases, as well as after reasonable inquiry, the facts set forth in the foregoing Application are true and correct and materially comply with the applicable orders, rules, guidelines and requirements as set forth by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, Del.Bankr.LR 2016-2, and the Executive Office for the United States Trustee.

Executed on: February 3, 2010

FTI CONSULTING, INC

By: /s/ Andrew Scruton

Andrew Scruton
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New York, NY 10036
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E-mail: andrew.scruton@fticonsulting.com
Financial Advisors to the Official
Committee of Unsecured Creditors of
Advanta, Corp.

EXHIBIT A
ADVANTA CORP., ET AL.
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD NOVEMBER 24, 2009 THROUGH NOVEMBER 30, 2009

<u>PROFESSIONAL</u>	<u>POSITION</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
Scruton, Andrew	Senior Managing Director	1.9	\$ 825	\$ 1,567.50
Hain, Danielle	Managing Director	5.5	\$ 685	3,767.50
Kream, Benjamin	Consultant	7.2	\$ 350	2,520.00
Chen, Iris	Consultant	13.1	\$ 290	3,799.00
Hellmund-Mora, Marili	Administrative	8.2	\$ 250	2,050.00
Total		35.9		\$ 13,704.00

EXHIBIT B
ADVANTA CORP., ET AL.
SUMMARY OF HOURS BY PROJECT CODE
FOR THE PERIOD NOVEMBER 24, 2009 THROUGH NOVEMBER 30, 2009

PROJECT CODE	DESCRIPTION	HOURS	AMOUNT
13	Analysis of Other Miscellaneous Motions	15.4	\$ 6,412.00
19	Case Management	3.4	1,480.00
20	General Mtgs with Debtor & Debtors' Prof	1.6	731.50
21	General Mtgs with UCC & UCC Counsel	1.3	974.50
23	Firm Retention	14.2	4,106.00
Total		35.9	\$ 13,704.00

EXHIBIT C
ADVANTA CORP., ET AL.
DETAIL OF HOURS BY PROJECT CODE
FOR THE PERIOD NOVEMBER 24, 2009 THROUGH NOVEMBER 30, 2009

<u>CODE</u>	<u>DATE</u>	<u>PROFESSIONAL</u>	<u>HOURS</u>	<u>AMOUNT</u>	<u>DESCRIPTION OF HOURS</u>
13	11/24/2009	Chen, Iris	3.1	\$ 899.00	Review various motions, affidavit, and petition court filings of Advanta.
13	11/24/2009	Chen, Iris	0.9	261.00	Review first day documents and various motions.
13	11/24/2009	Hain, Danielle	0.9	616.50	Review first day papers including affidavit and FTI analysis of situation.
13	11/24/2009	Hain, Danielle	1.7	1,164.50	Review first day motions including employee motion, tax motion and lease amendment motion and prepare questions for the Company.
13	11/24/2009	Kream, Benjamin	0.7	245.00	Review employee motion.
13	11/24/2009	Kream, Benjamin	0.8	280.00	Review lease rejection motion.
13	11/24/2009	Kream, Benjamin	0.9	315.00	Continue to review employee motion.
13	11/24/2009	Kream, Benjamin	2.2	770.00	Review first day filings and other background materials.
13	11/30/2009	Chen, Iris	1.3	377.00	Review Motion of Debtors to pay Employee Compensation, Motion of Debtors to pay Prepetition Taxes, and Motion for an Order Authorizing Entry into a Lease Amendment.
13	11/30/2009	Kream, Benjamin	1.5	525.00	Review of first day motions and begin to draft initial questions.
13	11/25/2009	Hain, Danielle	0.9	616.50	Call with A&M re: first day motions.
13	11/30/2009	Hain, Danielle	0.5	342.50	Call with Latham re: lease amendment motion.
13 Total			15.4	6,412.00	
19	11/24/2009	Chen, Iris	1.5	435.00	Draft and review initial workplan.
19	11/24/2009	Kream, Benjamin	0.5	175.00	Develop preliminary workplan.
19	11/24/2009	Kream, Benjamin	0.6	210.00	Update preliminary workplan and develop open items list.
19	11/24/2009	Scruton, Andrew	0.8	660.00	Review initial case workplan.
19 Total			3.4	1,480.00	
20	11/24/2009	Chen, Iris	1.1	319.00	Conference call with Debtor's Counsel re: case issues.
20	11/24/2009	Scruton, Andrew	0.5	412.50	Call with A&M re: case status and scheduling.
20 Total			1.6	731.5	
21	11/24/2009	Hain, Danielle	0.7	479.50	Participate on call with Latham re: case issues.
21	11/24/2009	Scruton, Andrew	0.6	495.00	Call with Counsel to review initial key issues.
21 Total			1.3	974.50	
23	11/24/2009	Hellmund-Mora, Marili	0.7	175.00	Prepare and review of relationship check list.
23	11/24/2009	Hain, Danielle	0.4	274.00	Update work plan re: conflict check list.
23	11/24/2009	Hain, Danielle	0.4	274.00	Review retention papers, conflict check, PCD codes and request list.
23	11/24/2009	Hellmund-Mora, Marili	2.3	575.00	Review of relationship check list and identify potential conflicts.
23	11/25/2009	Chen, Iris	2.3	667.00	Review and compile list of related parties for conflict check.
23	11/25/2009	Hellmund-Mora, Marili	2.9	725.00	Continue to perform relationship check.
23	11/30/2009	Chen, Iris	2.9	841.00	Review conflict check results for Advanta.
23	11/30/2009	Hellmund-Mora, Marili	2.3	575.00	Review relationship check results and review parties for court disclosure.
23 Total			14.2	4,106.00	
Grand Total			35.9	\$ 13,704.00	