

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

-----X  
:  
*In re* : Chapter 11  
:  
ADVANTA CORP., *et al.*, : Case No. 09-1393 (KJC)  
:  
Debtors.<sup>1</sup> : (Jointly Administered)  
:  
-----X

**AMENDED FIRST INTERIM FEE APPLICATION REQUEST**

Name of applicant (the "*Applicant*"): Weil, Gotshal & Manges LLP

Authorized to provide professional services to: Debtors and Debtors in Possession

Date of retention: November 8, 2009

Period for which compensation and reimbursement is sought: November 8, 2009 through March 31, 2010

<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), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328). Each of the Debtors (other than the Great Expectations entities) maintains its principal corporate office at Welsh & McKean Roads, P.O. Box 844, Spring House, Pennsylvania 19477-0844. The Great Expectations entities maintain their principal corporate office at 1209 Orange Street, Wilmington, Delaware 19801. Additional information regarding the Debtors' business and the background relating to events leading up to these chapter 11 cases can be found in the Declaration of William A. Rosoff in Support of the Debtors' Chapter 11 Petitions and First-Day Motions, filed on November 8, 2009 (the "*Rosoff Declaration*"), the date the Debtors filed their petitions (the "*Commencement Date*") under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*"). As of the Commencement Date, 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 1015(b) of the Federal Rules of Bankruptcy Procedure (the "*Bankruptcy Rules*").

Amount of compensation sought as actual, reasonable and necessary (including holdbacks) \$ 1,992,886.25

Amount of expense reimbursement sought as actual, reasonable and necessary: \$ 43,962.14

This is (a)n: X interim \_\_\_\_\_ final application  
 Summary of monthly fee applications for the compensation period:


Date Filed	Period Covered	Requested		Approved		Fee Holdbacks
		Fees	Expenses	Fees	Expenses	
March 19, 2010 [Docket No. 345]	November 8, 2009 through December 31, 2010	\$412,697.75	\$10,438.72	\$330,158.20	\$10,438.72	\$82,539.55
April 28, 2010 [Docket No. 449]	January 1, 2010 through January 31, 2010	\$394,392.00	\$4,513.70	Pending Objection Deadline: 5/18/2010  \$315,513.60	Pending Objection Deadline: 5/18/2010  \$4,513.70	\$78,878.40
May 12, 2010 [Docket No. 502]	February 1, 2010 through February 28, 2010	\$529,133.50	\$7,182.21	Pending Objection Deadline: 6/1/2010  \$423,306.80	Pending Objection Deadline: 6/1/2010  \$7,182.21	\$105,826.70
May 17, 2010 [Docket No. 518]	March 1, 2010 through March 31, 2010	\$656,663.00	\$21,827.51	Pending Objection Deadline: 6/7/2010  \$525,330.40	Pending Objection Deadline: 6/7/2010  \$21,827.51	\$131,332.60
<b>Totals</b>		<b>1,992,886.25</b>	<b>\$43,962.14</b>	<b>\$1,594,309.00</b>	<b>\$43,962.14</b>	<b>\$398,577.25</b>

Summary of any objections to fee applications: **None filed.**

**PLEASE TAKE NOTICE** that, pursuant to the Court's Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 Implementing Certain Procedures for the Interim Compensation and Reimbursement of Professionals, dated December 3, 2009 (the "*Interim Compensation Order*"), objections, if any, to this

Interim Fee Application<sup>2</sup> must be filed with the Court and served on the Applicant at the address set forth below and the Notice Parties so as to be received by **4:00 p.m. (Eastern Time) on June 7, 2010**. If no timely objections are filed to the Interim Fee Application, the Court, in accordance with the terms of the Interim Compensation Order, may enter an order granting the Interim Fee Application without a hearing.

Dated: May 19, 2010



---

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  
DEBTORS AND DEBTORS IN  
POSSESSION

---

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Interim Compensation Order.