

**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: TBD, if necessary Obj. Due: 06/10/10 at 4:00 p.m. ET
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**FIFTH MONTHLY 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 PERIOD BEGINNING
APRIL 1, 2010 THROUGH APRIL 30, 2010**

Name of Applicant: KPMG LLP

Authorized to Provide Professional Services to: Debtors and Debtors-in-Possession

Date of Retention: January 5, 2010 *Nunc Pro Tunc*
To November 8, 2009

Period for which Compensation and Expense Reimbursement is sought: April 1, 2010 through
April 30, 2010

Amount of Compensation sought as actual, reasonable and necessary: \$ 83,405.48¹

Amount of Expense reimbursement sought as actual, reasonable and necessary \$ 57,619.94

This is an: Monthly Interim Final Application

¹ In accordance with the Interim Compensation Order 80% of the aggregate amount sought is \$66,724.38.

Prior Monthly Fee Applications								
Filing Date/Docket No.	Period Covered	Amount of Fees Requested	Amounts of Expenses Requested	Certificate of No Objection Filing Date/Docket No.	Amount of Fees Paid	Amount of Expenses Paid	Amount of Fees Outstanding	Amount of Expenses Outstanding
01/29/10 Docket No. 219	11/8/09 to 12/31/09	\$228,224.23	\$1,795.65	02/25/10 Docket No. 288	\$182,579.38	\$1,795.65	\$45,644.85	\$0.00
02/26/10 Docket No. 293	01/01/10 to 01/31/10	\$167,145.70	\$4,889.00	03/22/10 Docket No. 352	\$133,716.56	\$4,889.00	\$33,429.14	\$0.00
03/31/10 Docket No. 375	02/01/10 to 02/28/10	\$139,168.78	\$377.00	04/22/10 Docket No. 434	\$111,335.02	\$377.00	\$27,833.76	\$0.00
04/30/10 Docket No. 458	03/01/10 to 03/31/10	\$212,244.68	\$570.00	Objections Due 05/20/10	\$0.00	\$0.00	\$212,244.68	\$570.00
	Grand Total	\$746,783.39	\$7,631.65		\$427,630.96	\$7,061.65	\$319,152.43	\$570.00

Attachment B

**COMPENSATION BY PROFESSIONAL
April 1, 2010 through April 30, 2010**

<u>Professional</u>	<u>Position</u>	<u>Current Hours Billed</u>	<u>Discounted Hourly Rate</u>	<u>Discounted Fees Billed</u>
Condon,Brian	Tax Partner	6.2	\$694	\$ 4,301.25
Depman,John P.	Audit Partner	0.5	\$536	\$ 267.75
Toscano,Carlo P	Tax Managing Director	4.3	\$656	\$ 2,821.88
Friedman,Steven Marc	WNT-Senior Manager	1.0	\$600	\$ 600.00
Hurok,Jeffrey M	Tax Senior Manager	21.0	\$600	\$ 12,600.00
Stemple,Jennifer	Audit Senior Manager	1.0	\$575	⁽¹⁾ \$ 575.00
Stemple,Jennifer	Audit Senior Manager	0.5	\$440	\$ 220.00
Hammerman,Christopher	Tax Manager	32.1	\$488	\$ 15,664.80
Sellers,Monica	Advisory Manager	3.0	\$364	\$ 1,090.50
DiMedio,Adam	Tax Senior Associate	30.7	\$319	\$ 9,793.30
Nottage,Chandra	Tax Senior Associate	56.8	\$319	\$ 18,119.20
Tatum,Pamela Renea	Advisory Senior Associate	46.4	\$287	\$ 13,316.80
Kosiek,Kelli	Tax Paraprofessional	26.9	\$150	\$ 4,035.00
Total Hours and Fees at Discounted Rate		230.4		\$ 83,405.48
Discounted Fees				\$ 83,405.48
Out of Pocket Expenses				\$ 57,619.94
Subtotal of Fees and Out of Pocket Expenses				\$ 141,025.42
less Holdback Adjustment (20%)				\$ (16,681.10)
Net Requested Fees & Out of Pocket Expenses				\$ 124,344.32
Blended Rate		\$ 362.00		

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

COMPENSATION BY PROJECT CATEGORY
April 1, 2010 through April 30, 2010

Category	Hours	Fees
2009 Integrated Audit Services	-	\$ -
Tax Consulting Services	177.9	\$ 67,213.55
Retention/Fee Application Preparation	51.5	\$ 15,616.93
Non Working Travel Time	-	\$ -
Bankruptcy Accounting Services	-	\$ -
Compliance Pursuant to a Subpoena	1.0	\$ 575.00
Total	230.4	\$ 83,405.48

EXPENSE SUMMARY
April 1, 2010 through April 30, 201

Category	Amount
Airfare	\$ -
Lodging	\$ -
Meals	\$ 50.00
Ground Transportation	\$ -
Miscellaneous	\$ 57,569.94
Total	\$ 57,619.94

**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: TBD, if necessary Obj. Due: 06/10/10 at 4:00 p.m. ET
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**FIFTH MONTHLY 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 PERIOD BEGINNING
APRIL 1, 2010 THROUGH APRIL 30, 2010**

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EXHIBIT C	Summary of Out of Pocket Expenses
EXHIBIT C1	Detail of Out of Pocket Expenses
EXHIBIT D1-D6	Complete Accounting of Time Expended by Day by Professional by Category
EXHIBIT E	Copy of the KPMG Retention Order
EXHIBIT F	KPMG Certification

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

In re: ADVANTA CORP., et al., Debtors.²	Chapter 11 Case No. 09-13931 (KJC) (Jointly Administered) Hrg Date: TBD, if necessary Obj. Due: 06/10/10 at 4:00 p.m. ET
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**FIFTH MONTHLY 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 PERIOD BEGINNING
APRIL 1, 2010 THROUGH APRIL 30, 2010**

KPMG LLP, (“KPMG”) as auditors, tax consultants and advisors to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) files this Fifth Monthly 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 2016 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the

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), 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.

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), for the allowance of interim compensation for professional services performed by KPMG and reimbursement for actual and necessary expenses incurred for the period beginning April 1, 2010 through April 30, 2010 (the “Compensation Period”), in the amount of \$141,025.42 (the “Compensation Amount”), and respectfully represents:

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 E.

Summary of Application

3. By this Application KPMG requests allowance of monthly compensation of professional fees totaling \$83,405.48 and payable in accordance with the Interim Compensation Order in the amount of eighty percent (80%) of fees or \$66,724.38 and reimbursement of one hundred percent (100%) of necessary and actual out-of-pocket expenses in the amount of \$57,619.94.

Summary of Services During the Compensation Period

4. This Application is KPMG's Fifth Monthly Fee Application for compensation and expense reimbursement filed in these cases. During the Compensation Period, KPMG provided professional services to the Debtors in their efforts to navigate their business through the chapter 11 process.

5. Set forth below is a summary of the services KPMG rendered to the Debtors during the Compensation Period as authorized by the Retention Order.

Tax Consulting Services

- i. 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.
- ii. Technical tax advice related to sales/use tax, and other non-income tax matters.

Retention/Fee Application Preparation

- i. 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 this Application

Compliance Pursuant to a Subpoena

i. Time incurred for necessary compliance associated with subpoena received on or about March 17, 2010.³

6. A summary of the hours and fees incurred by professional and category is annexed hereto as Exhibit A and Exhibit B, respectively, and described in detail in the time records annexed hereto as Exhibits D1 – D6. KPMG maintains contemporaneous records of the time expended for the professional services and expenses related hereto performed in connection with these chapter 11 cases and such records are maintained in the ordinary course of business.

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

8. During the Compensation Period, KPMG billed the Debtors for time expended by professionals based on hourly rates ranging from \$150 to \$694 per hour. Of the aggregate time expended, 11.0 hours were expended by partners and managing directors, 58.6 hours were expended by senior managers and managers, 133.9 hours were expended by senior associates, associates and 26.9 hours were expended by paraprofessionals. During the Compensation Period KPMG's blended hourly rate for services provided regarding its discounted fees is \$362.00.

³ On or about March 17, 2010, KPMG, LLP received a subpoena and responded accordingly. 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. KPMG has not provided time descriptions associated with the subpoena as we believe that information is privileged.

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 Compensation 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 Compensation 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 Compensation Period

12. Attached hereto as Exhibit C1 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 Compensation Period. As set forth on Exhibit C and C1, KPMG seeks reimbursement of actual and necessary expenses incurred by KPMG during the Compensation Period in the aggregate amount of \$57,619.94. These expenses are considered reasonable and necessary.

Reservation

13. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, KPMG reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application. Furthermore, KPMG reserves the right to seek final approval of the fees and expenses requested herein.

Conclusion

WHEREFORE, subject to the terms of the Interim Compensation Order, KPMG respectfully requests that the Court approve the interim compensation of \$83,405.48 as compensation for professional services rendered during the Compensation Period and reimbursement for actual and necessary expenses totaling \$57,619.94 that KPMG incurred in rendering such services.

Respectfully submitted,

KPMG LLP



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

May 21, 2010
Date

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

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In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
: **Objection Deadline: 6/10/10 at 4:00 p.m. (ET)**
:
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NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that KPMG LLP (the "Applicant") has today filed the attached **Fifth Monthly 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 Period Beginning April 1, 2010 through April 30, 2010** (the "Application") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with the *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* [Docket No. 102] (the "Administrative

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.

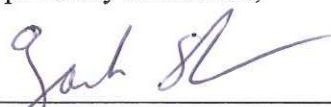
Order”) and must be filed with the Clerk of the Bankruptcy Court, and be served upon and received by (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons); (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); (iv) counsel to Official Committee of Unsecured Creditors, Latham & Watkins LLP, One Logan Square, 18th and Cherry Streets, Philadelphia, Pennsylvania 19103 (Attn: Andrew C. Kassner); (v) local counsel to the Official Committee of Unsecured Creditors, Drinker Biddle & Reath LLP, 1100 North Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen); and (vi) 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 June 10, 2010** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received in accordance with this notice, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the Administrative Order and the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Administrative Order, if no objection to the Application is timely filed, served and received by the Objection Deadline, the Applicant may be paid an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of expenses requested in the Application or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection without the need for further order of the Bankruptcy Court.

Dated: May 21, 2010
Wilmington, Delaware

Respectfully submitted,



Mark D. Collins (No. 2981)
Paul 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
AND DEBTORS IN POSSESSION

EXHIBIT A

Advanta Corporation
Summary Of Hours and Fees Incurred By Professional
April 1, 2010 through April 30, 2010

<u>Professional</u>	<u>Position</u>	<u>Current Hours Billed</u>	<u>Discounted Hourly Rate</u>	<u>Discounted Fees Billed</u>
Condon,Brian	Tax Partner	6.2	\$694	\$ 4,301.25
Depman,John P.	Audit Partner	0.5	\$536	\$ 267.75
Toscano,Carlo P	Tax Managing Director	4.3	\$656	\$ 2,821.88
Friedman,Steven Marc	WNT-Senior Manager	1.0	\$600	\$ 600.00
Hurok,Jeffrey M	Tax Senior Manager	21.0	\$600	\$ 12,600.00
Stemple,Jennifer	Audit Senior Manager	1.0	\$575	⁽¹⁾ \$ 575.00
Stemple,Jennifer	Audit Senior Manager	0.5	\$440	\$ 220.00
Hammerman,Christopher	Tax Manager	32.1	\$488	\$ 15,664.80
Sellers,Monica	Advisory Manager	3.0	\$364	\$ 1,090.50
DiMedio,Adam	Tax Senior Associate	30.7	\$319	\$ 9,793.30
Nottage,Chandra	Tax Senior Associate	56.8	\$319	\$ 18,119.20
Tatum,Pamela Renea	Advisory Senior Associate	46.4	\$287	\$ 13,316.80
Kosiek,Kelli	Tax Paraprofessional	26.9	\$150	\$ 4,035.00
Total Hours and Fees at Discounted Rate		<u>230.4</u>		<u>\$ 83,405.48</u>
Discounted Fees				\$ 83,405.48
Out of Pocket Expenses				\$ 57,619.94
Subtotal of Fees and Out of Pocket Expenses				<u>\$ 141,025.42</u>
less Holdback Adjustment (20%)				\$ (16,681.10)
Net Requested Fees & Out of Pocket Expenses				<u>\$ 124,344.32</u>
Blended Rate		<u>\$ 362.00</u>		

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

EXHIBIT B
 Advanta Corporation
 Summary of Hours and Fees Incurred by Category
 April 1, 2010 through April 30, 2010

<u>Category</u>	<u>Exhibit</u>	<u>Hours</u>	<u>Fees</u>
2009 Integrated Audit Services	D1	-	\$ -
Tax Consulting Services	D2	177.9	\$ 67,213.55
Retention/Fee Application Preparation	D3	51.5	\$ 15,616.93
Non Working Travel Time	D4	-	\$ -
Bankruptcy Accounting Services	D5	-	\$ -
Compliance Pursuant to a Subpoena	D6	1.0	\$ 575.00
Total		<u>230.4</u>	<u>\$ 83,405.48</u>

EXHIBIT C
Advanta Corporation
Summary of Out of Pocket Expenses
April 1, 2010 through April 30, 2010

<u>Category</u>	<u>Amount</u>
Airfare	\$ -
Lodging	\$ -
Meals	\$ 50.00
Ground Transportation	\$ -
Miscellaneous	\$ 57,569.94
Total	\$ 57,619.94

EXHIBIT C1

Advanta Corporation
Detail of Out of Pocket Expenses
April 1, 2010 through April 30, 2010

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Amount</u>
		Air Fare Subtotal	<u>\$ -</u>
		Lodging Subtotal	<u>\$ -</u>
Hurok, Jeffrey M	20-Apr-10	Working lunch Location: Duane Morris, Philadelphia, PA Attendees: J. Hurok, A. Dimedio, C. Nottage and C. Hammerman (all KPMG) Business Purpose: discuss updates on project.	\$ 50.00
		Meals Subtotal	<u>\$ 50.00</u>
		Ground Transportation Subtotal	<u>\$ -</u>
Accounts Payable	12-Apr-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 March 17, 2010 through March 31, 2010, KPMG LLP was billed \$23,308.23 for legal services rendered in response to that subpoena.	\$ 23,308.23
Accounts Payable	10-May-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 April 1, 2010 through April 30, 2010, KPMG LLP was billed \$34,261.71 for legal services rendered in response to that subpoena.	\$ 34,261.71
		Miscellaneous Subtotal	<u>\$ 57,569.94</u>
		Total Out of Pocket Expenses	<u>\$ 57,619.94</u>

EXHIBIT D1

Advanta Corporation
2009 Integrated Audit Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Amount
		Total 2009 Integrated Audit Services	0.0	0.00

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Hurok,Jeffrey M	01-Apr-10	Draft notes from conference call with C. Albert (Advanta) regarding the 382 study.	0.3	\$ 600	\$ 180.00
Hurok,Jeffrey M	01-Apr-10	Review shareholder inquiry letters that were prepared to be sent to certain Advanta Corporation shareholders. The purpose of the inquiry letters is to ask the shareholders questions relevant to the Section 382 analysis.	0.5	\$ 600	\$ 300.00
Hurok,Jeffrey M	01-Apr-10	Call with C. Albert (Advanta) regarding status of 382 study.	0.7	\$ 600	\$ 420.00
Hammerman,Christopher	02-Apr-10	Call with B. Condon, C. Hammerman and J. Hurok (all KPMG) regarding the Form 13F process for the 382 study.	0.5	\$ 488	\$ 244.00
Condon,Brian	02-Apr-10	Call with B. Condon, C. Hammerman and J. Hurok (all KPMG) regarding the Form 13F process for the 382 study.	0.5	\$ 694	\$ 346.88
Hurok,Jeffrey M	02-Apr-10	Call with B. Condon, C. Hammerman and J. Hurok (all KPMG) regarding the Form 13F process for the 382 study.	0.5	\$ 600	\$ 300.00
Hammerman,Christopher	02-Apr-10	Meeting between C. Hammerman and J. Hurok (both KPMG) to discuss step plan for 13F process.	1.0	\$ 488	\$ 488.00
Hurok,Jeffrey M	02-Apr-10	Meeting between C. Hammerman and J. Hurok (both KPMG) to discuss step plan for 13F process.	1.0	\$ 600	\$ 600.00
Hurok,Jeffrey M	02-Apr-10	Review transaction chronology, specifically reviewing data from each quarter of the analysis period (12/31/01 through 12/31/09) - chronology includes the amount of issued and outstanding shares of both Class A and B shares and changes in ownership of those shares by significant shareholders	3.2	\$ 600	\$ 1,920.00
Condon,Brian	05-Apr-10	Partner review of the transaction chronology.	0.5	\$ 694	\$ 346.88
Hammerman,Christopher	05-Apr-10	Review documentation prepared for 13Fs.	0.9	\$ 488	\$ 439.20

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Hammerman,Christ opher	05-Apr-10	Prepare step plan for 13F research.	1.4	\$ 488	\$ 683.20
Kosiek,Kelli	05-Apr-10	Prepare annual summary of information obtained from SEC Forms 13F to Excel detailed tab.	2.0	\$ 150	\$ 300.00
Nottage,Chandra	05-Apr-10	Review and analysis of transaction chronology and strategy for obtaining information.	2.5	\$ 319	\$ 797.50
Kosiek,Kelli	05-Apr-10	Continue to prepare summary spreadsheets regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009 which includes updating information regarding shareholder stock ownership from SEC Forms 13F filed quarterly to detailed tab of Excel spreadsheet.	2.9	\$ 150	\$ 435.00
Kosiek,Kelli	05-Apr-10	Prepare summary spreadsheets regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009 which includes updating information regarding shareholder stock ownership from SEC Forms 13F filed quarterly to detailed tab of Excel spreadsheet.	3.1	\$ 150	\$ 465.00
Hurok,Jeffrey M	06-Apr-10	Review shareholder inquiry letter and suggest changes.	0.9	\$ 600	\$ 540.00
Kosiek,Kelli	06-Apr-10	Continue to prepare annual summary of information obtained from SEC Forms 13F to Excel detailed tab.	1.8	\$ 150	\$ 270.00
Hammerman,Christ opher	06-Apr-10	Review summary spreadsheets prepared by K. Kosiek (KPMG) regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009.	1.8	\$ 488	\$ 878.40
Kosiek,Kelli	06-Apr-10	Prepare summary spreadsheets regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009 which includes updating information regarding shareholder stock ownership from SEC Forms 13F filed quarterly to detailed tab of Excel spreadsheet.	2.7	\$ 150	\$ 405.00

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Kosiek,Kelli	06-Apr-10	Continue to prepare summary spreadsheets regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009 which includes updating information regarding shareholder stock ownership from SEC Forms 13F filed quarterly to detailed tab of Excel spreadsheet.	3.8	\$ 150	\$ 570.00
Kosiek,Kelli	07-Apr-10	Continue to prepare annual summary of information obtained from SEC Forms 13F to Excel detailed tab.	1.4	\$ 150	\$ 210.00
Kosiek,Kelli	07-Apr-10	Prepare summary spreadsheets regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009 which includes updating information regarding shareholder stock ownership from SEC Forms 13F filed quarterly to detailed tab of Excel spreadsheet.	2.8	\$ 150	\$ 420.00
Kosiek,Kelli	07-Apr-10	Continue to prepare summary spreadsheets regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009 which includes updating information regarding shareholder stock ownership from SEC Forms 13F filed quarterly to detailed tab of Excel spreadsheet.	3.1	\$ 150	\$ 465.00
Hammerman,Christ opher	08-Apr-10	Continue to review summary spreadsheets prepared by K. Kosiek (KPMG) regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009 which includes comparing spreadsheet data input tab to summary tab information copied from SEC Forms 13F.	1.0	\$ 488	\$ 488.00
Hammerman,Christ opher	08-Apr-10	Revise the spreadsheets prepared by K. Kosiek (KPMG) and made updates regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009.	0.6	\$ 488	\$ 292.80

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Nottage,Chandra	08-Apr-10	Revise shareholder inquiry letters regarding share holdings initially determined by reviewing SEC Forms 13D and 13G.	2.0	\$ 319	\$ 638.00
Kosiek,Kelli	08-Apr-10	Prepare summary spreadsheets regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009 which includes updating information regarding shareholder stock ownership from SEC Forms 13F filed quarterly to detailed tab of Excel spreadsheet.	2.8	\$ 150	\$ 420.00
Hammerman,Christopher	08-Apr-10	Review summary spreadsheets prepared by K. Kosiek (KPMG) regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009 which includes comparing spreadsheet data input tab to summary tab information copied from SEC Forms 13F.	1.0	\$ 488	\$ 488.00
Hammerman,Christopher	08-Apr-10	Revise the spreadsheets prepared by K. Kosiek (KPMG) and made updates regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009.	2.9	\$ 488	\$ 1,415.20
Condon,Brian	09-Apr-10	Respond to question from J. Hurok (KPMG) regarding application of coordinated acquisition rules to Employee Stock Ownership Plans.	0.2	\$ 694	\$ 138.75
Kosiek,Kelli	09-Apr-10	Continue to prepare annual summary of information obtained from SEC Forms 13F to Excel detailed tab.	0.5	\$ 150	\$ 75.00
Nottage,Chandra	09-Apr-10	Review of tax code regarding qualified trusts.	0.5	\$ 319	\$ 159.50
Condon,Brian	09-Apr-10	Partner review of the inquiry letter to Employee Stock Ownership Plan.	1.0	\$ 694	\$ 693.75
Hurok,Jeffrey M	09-Apr-10	Review inquiry letters to send to shareholders.	1.1	\$ 600	\$ 660.00

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Nottage,Chandra	09-Apr-10	Continue to revise shareholder inquiry letters regarding share holdings initially determined by reviewing SEC Forms 13D and 13G.	1.7	\$ 319	\$ 542.30
Hammerman,Christ opher	09-Apr-10	Review summary spreadsheets prepared by K. Kosiek (KPMG) regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009; compared spreadsheet data input tab to summary tab information copied from SEC Forms 13F; compared summary tab information copied from SEC Forms 13F to actual Forms 13F from SEC website.	1.5	\$ 488	\$ 732.00
Hammerman,Christ opher	09-Apr-10	Revise the spreadsheets prepared by K. Kosiek (KPMG) and made updates regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009.	2.0	\$ 488	\$ 976.00
Condon,Brian	12-Apr-10	Review and comment on shareholders' inquiry letter.	0.7	\$ 694	\$ 485.63
Condon,Brian	12-Apr-10	Partner review of the most recent file regarding transaction chronology.	1.1	\$ 694	\$ 763.13
Nottage,Chandra	13-Apr-10	Continue revision of final shareholder letters.	1.2	\$ 319	\$ 382.80
Hammerman,Christ opher	13-Apr-10	Review summary spreadsheets prepared by K. Kosiek (KPMG) regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009 which includes comparing the summary tab information copied from SEC Forms 13F to actual Forms 13F from SEC website.	1.6	\$ 488	\$ 780.80
Hammerman,Christ opher	13-Apr-10	Revise the spreadsheets prepared by K. Kosiek (KPMG) and made updates regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009.	1.6	\$ 488	\$ 780.80

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Hammerman,Christ opher	14-Apr-10	Continue to review summary spreadsheets prepared by K. Kosiek (KPMG) regarding certain Advanta shareholders and their stock ownership as of the quarterly periods ending December 31, 2001 through December 31, 2009 which includes comparing the summary tab information copied from SEC Forms 13F to actual Forms 13F from SEC website.	1.0	\$ 488	\$ 488.00
Toscano,Carlo P	14-Apr-10	Research, at the request of D. Albert (Advanta Tax Director), information related to ability to file protective claim for refund on Form 941S for overpaid FICA tax on severance payments.	2.3	\$ 656	\$ 1,509.38
Hammerman,Christ opher	15-Apr-10	Review and revise the Section Form13F files.	0.5	\$ 488	\$ 244.00
Hurok,Jeffrey M	15-Apr-10	Meeting between J. Hurok and C. Hammerman (both KPMG) to discuss Form 13F process.	0.8	\$ 600	\$ 480.00
Hammerman,Christ opher	15-Apr-10	Meeting between J. Hurok and C. Hammerman (both KPMG) to discuss Form 13F process.	0.8	\$ 488	\$ 390.40
Nottage,Chandra	15-Apr-10	Meeting between J. Hurok and C. Nottage (both KPMG) to discuss progress on Transaction Chronology.	1.0	\$ 319	\$ 319.00
Hurok,Jeffrey M	15-Apr-10	Meeting between J. Hurok and C. Nottage (both KPMG) to discuss progress on Transaction Chronology.	1.0	\$ 600	\$ 600.00
Nottage,Chandra	15-Apr-10	Review and revise the transaction chronology.	1.0	\$ 319	\$ 319.00
Nottage,Chandra	15-Apr-10	Review, analyze and provide comments regarding Form 13F schedule. These schedules were needed for Class B shares because they are not publicly traded.	3.5	\$ 319	\$ 1,116.50
Hurok,Jeffrey M	16-Apr-10	Review Forms 13F process and analysis.	1.0	\$ 600	\$ 600.00
Hurok,Jeffrey M	16-Apr-10	Review spreadsheets to track common B shareholders.	1.0	\$ 600	\$ 600.00

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Nottage,Chandra	16-Apr-10	Revise the formulas to ensure proper calculation of data, reviewing Forms 4 and proxies to determine whether there is consistency and whether one or the other should be excluded.	3.7	\$ 319	\$ 1,180.30
Nottage,Chandra	16-Apr-10	Revise the transaction chronology with additional information following review by manager. This required contacting the client in order to obtain information regarding outstanding shares as of 12/31/09.	3.9	\$ 319	\$ 1,244.10
Toscano,Carlo P	17-Apr-10	Call with D. Albert (Advanta Tax Director) to discuss information provided related to filing protective claims for tax refund for severance payments.	0.6	\$ 656	\$ 393.75
Friedman,Steven Marc	19-Apr-10	Review quality stores protective refund claim for FICA tax.	1.0	\$ 600	\$ 600.00
Nottage,Chandra	19-Apr-10	Revise the formulas to ensure proper calculation of data, reviewing Forms 4 and proxies to determine whether there is consistency and whether one or the other should be excluded.	1.0	\$ 319	\$ 319.00
Nottage,Chandra	19-Apr-10	Continue updating the transaction chronology with additional information following review by manager.	1.7	\$ 319	\$ 542.30
DiMedio,Adam	20-Apr-10	Meeting between, A. DiMedio C. Nottage., J. Hurok and C. Hammerman (all KPMG) to discuss 382 analysis.	0.8	\$ 319	\$ 255.20
Hammerman,Christ opher	20-Apr-10	Meeting between, A. DiMedio C. Nottage., J. Hurok and C. Hammerman (all KPMG) to discuss 382 analysis.	0.8	\$ 488	\$ 390.40
Hurok,Jeffrey M	20-Apr-10	Meeting between, A. DiMedio C. Nottage., J. Hurok and C. Hammerman (all KPMG) to discuss 382 analysis.	0.8	\$ 600	\$ 480.00
Nottage,Chandra	20-Apr-10	Meeting between, A. DiMedio C. Nottage., J. Hurok and C. Hammerman (all KPMG) to discuss 382 analysis.	0.8	\$ 319	\$ 255.20

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Hurok,Jeffrey M	20-Apr-10	Analyze forms 13F to determine the proper ownership and determine necessary changes for the transaction chronology.	1.2	\$ 600	\$ 720.00
Nottage,Chandra	20-Apr-10	Review of schedule of 13Fs and determination of treatment of Forms 13Fs. 13Fs are filed by investment advisors to state shares owned by managed funds. These schedules were needed for Class B shares because they are not publicly traded.	1.2	\$ 319	\$ 382.80
Hammerman,Christopher	20-Apr-10	Review of Advanta Forms 13F for class B shareholders to determine whether or not to include them in the 382 model.	2.2	\$ 488	\$ 1,073.60
DiMedio,Adam	20-Apr-10	Prepare detailed spreadsheet of purchases and sales of 5% shareholders for the testing period of 2002-2009.	3.5	\$ 319	\$ 1,116.50
Hurok,Jeffrey M	21-Apr-10	Conference call between J. Hurok, C. Nottage, C. Hammerman and B. Condon (all KPMG) to discuss B shareholders, transaction chronology, shareholder inquiry letters, population of KPMG 382 model.	0.5	\$ 600	\$ 300.00
Condon,Brian	21-Apr-10	Conference call between J. Hurok, C. Nottage, C. Hammerman and B. Condon (all KPMG) to discuss B shareholders, transaction chronology, shareholder inquiry letters, population of KPMG 382 model.	0.5	\$ 694	\$ 346.88
Hammerman,Christopher	21-Apr-10	Conference call between J. Hurok, C. Nottage, C. Hammerman and B. Condon (all KPMG) to discuss B shareholders, transaction chronology, shareholder inquiry letters, population of KPMG 382 model.	0.5	\$ 488	\$ 244.00
Nottage,Chandra	21-Apr-10	Conference call between J. Hurok, C. Nottage, C. Hammerman and B. Condon (all KPMG) to discuss B shareholders, transaction chronology, shareholder inquiry letters, population of KPMG 382 model.	0.5	\$ 319	\$ 159.50

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Hurok,Jeffrey M	21-Apr-10	Meeting between J. Hurok, C. Nottage and C. Hammerman (all KPMG) to discuss status of determining ownership in Advanta B shares.	0.5	\$ 600	\$ 300.00
Hammerman,Christopher	21-Apr-10	Meeting between J. Hurok, C. Nottage and C. Hammerman (all KPMG) to discuss status of determining ownership in Advanta B shares.	0.5	\$ 488	\$ 244.00
Nottage,Chandra	21-Apr-10	Meeting between J. Hurok, C. Nottage and C. Hammerman (all KPMG) to discuss status of determining ownership in Advanta B shares.	0.5	\$ 319	\$ 159.50
Nottage,Chandra	21-Apr-10	Preparation of 382 model work plan.	1.0	\$ 319	\$ 319.00
Nottage,Chandra	21-Apr-10	Review of Form 13F schedule to determine threshold for including a shareholder in the analysis and determination of how to include information in the current transaction chronology.	1.4	\$ 319	\$ 446.60
Hammerman,Christopher	21-Apr-10	Continue to review of Advanta Forms 13F for class B shareholders to determine whether or not to include them in the 382 model.	1.5	\$ 488	\$ 732.00
DiMedio,Adam	21-Apr-10	Prepare the transaction chronology for Class B 13 F information.	3.0	\$ 319	\$ 957.00
DiMedio,Adam	21-Apr-10	Prepare the 382 model with transaction information.	3.2	\$ 319	\$ 1,020.80
Hurok,Jeffrey M	22-Apr-10	Analyze the shareholder inquiry letter.	0.4	\$ 600	\$ 240.00
Condon,Brian	22-Apr-10	Review and respond to J. Hurok's (KPMG) question regarding Employee Stock Ownership Plan follow-up response to inquiry letter.	0.4	\$ 694	\$ 277.50
DiMedio,Adam	22-Apr-10	Continue updating the chronology transaction list with new shareholders identified during the process of the study (including shareholder's purchases and sales of stocks for the period 2002-2005).	0.8	\$ 319	\$ 255.20

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
DiMedio,Adam	22-Apr-10	Continue to revise Section 382 calculation spreadsheet to include the 5% shareholders of Advanta, include data regarding the purchases and sales of the 5% shareholder for the period 2002-2009 as well as data regarding the outstanding Class A and Class B common stock for the organization for the period 2002-2009.	0.9	\$ 319	\$ 287.10
Hammerman,Christopher	22-Apr-10	Prepare summary memorandum for tax files regarding process and procedures utilized during 382 analysis, including (i) how determinations were made to include or exclude certain shareholders from such analysis and (ii) the processes to be employed to gather additional shareholding information regarding shareholders determined to be included in the 382 analysis.	1.0	\$ 488	\$ 488.00
Nottage,Chandra	22-Apr-10	Research regarding Vanguard, Stonehill and SAB Capital Partners shareholder.	1.2	\$ 319	\$ 382.80
Nottage,Chandra	22-Apr-10	Review Schedule of 13Fs and combined schedule 13D/G/F following addition of detailed information from schedule 13Fs. (schedules required for Class B shares as not publicly traded).	1.3	\$ 319	\$ 414.70
Nottage,Chandra	22-Apr-10	Review transaction chronology following entry of 13F information.	3.0	\$ 319	\$ 957.00
DiMedio,Adam	22-Apr-10	Revise Section 382 calculation spreadsheet to include the 5% shareholders of Advanta, include data regarding the purchases and sales of the 5% shareholder for the period 2002-2009 as well as data regarding the outstanding Class A and Class B common stock for the organization for the period 2002-2009.	3.1	\$ 319	\$ 988.90
DiMedio,Adam	22-Apr-10	Revise the chronology transaction list with new shareholders identified during the process of the study, revisions included inclusion of data regarding shareholder's purchases and sales of stocks for the period 2002-2005.	3.2	\$ 319	\$ 1,020.80

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Hammerman,Christopher	22-Apr-10	Review and analysis of Advanta Forms 13F for class B shareholders to determine whether or not to include them in the 382 model.	3.5	\$ 488	\$ 1,708.00
Hurok,Jeffrey M	23-Apr-10	Meeting with L. Browne (Advanta) to discuss the shares owned by the Advanta Employee Stock Ownership Plan and Dennis Alter.	0.2	\$ 600	\$ 120.00
Hurok,Jeffrey M	23-Apr-10	Analyze split in shares for transaction chronology.	0.3	\$ 600	\$ 180.00
Hurok,Jeffrey M	23-Apr-10	Analyze question on shareholder inquiry letters.	0.5	\$ 600	\$ 300.00
Hurok,Jeffrey M	23-Apr-10	Analyze responses to shareholder inquiry letters.	0.5	\$ 600	\$ 300.00
Hurok,Jeffrey M	23-Apr-10	Review correspondence regarding questions on shareholder inquiry letters, analyze question.	0.5	\$ 600	\$ 300.00
Nottage,Chandra	23-Apr-10	Continued review of formulas linking Schedule of combined 13D/G/Fs to the transaction chronology following addition of detailed information from schedule 13Fs.	1.3	\$ 319	\$ 414.70
Nottage,Chandra	23-Apr-10	Review transaction chronology following entry of 13F information.	1.3	\$ 319	\$ 414.70
DiMedio,Adam	23-Apr-10	Revise the chronology transaction spreadsheet for 13F information.	2.0	\$ 319	\$ 638.00
DiMedio,Adam	23-Apr-10	Continue to update the 382 model for the additional 5% shareholders that were identified during the process of the study.	2.1	\$ 319	\$ 669.90
Nottage,Chandra	23-Apr-10	Review and analyze Section 382 model and ownership changes within model.	3.4	\$ 319	\$ 1,084.60
DiMedio,Adam	23-Apr-10	Revise the 382 model for the additional 5% shareholders that were identified during the process of the study.	3.9	\$ 319	\$ 1,244.10

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Hammerman,Christopher	26-Apr-10	Continue to prepare summary memorandum for tax files regarding process and procedures utilized during 382 analysis, including (i) how determinations were made to include or exclude certain shareholders from such analysis and (ii) the processes to be employed to gather additional shareholding information regarding shareholders determined to be included in the 382 analysis.	1.0	\$ 488	\$ 488.00
Hurok,Jeffrey M	26-Apr-10	Review the transaction chronology and the shareholder inquiry emails.	1.0	\$ 600	\$ 600.00
DiMedio,Adam	26-Apr-10	Revise the 382 model for Class A 13F information.	2.0	\$ 319	\$ 638.00
DiMedio,Adam	26-Apr-10	Revise the chronology schedule for Class A 13F stock.	2.2	\$ 319	\$ 701.80
Nottage,Chandra	26-Apr-10	Review and check each formula on schedule 13D and G and trace entry into chronology to ensure integrity of the data.	3.9	\$ 319	\$ 1,244.10
Hurok,Jeffrey M	27-Apr-10	Analyze schedules 13G vs. Forms 13F.	0.5	\$ 600	\$ 300.00
Hurok,Jeffrey M	27-Apr-10	Review shareholder inquiry letter for Royce.	0.5	\$ 600	\$ 300.00
Hammerman,Christopher	27-Apr-10	Continue to prepare summary memorandum for tax files regarding process and procedures utilized during 382 analysis, including (i) how determinations were made to include or exclude certain shareholders from such analysis and (ii) the processes to be employed to gather additional shareholding information regarding shareholders determined to be included in the 382 analysis.	1.0	\$ 488	\$ 488.00
Nottage,Chandra	27-Apr-10	Revise chronology descriptions due to new information.	2.5	\$ 319	\$ 797.50
Nottage,Chandra	27-Apr-10	Revise chronology for new shareholder information received.	2.5	\$ 319	\$ 797.50
Nottage,Chandra	27-Apr-10	Continue to review formulas included on schedule 13D and G and trace entry into chronology.	3.2	\$ 319	\$ 1,020.80

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Condon,Brian	29-Apr-10	Conference call with D. Albert (Advanta), T. Gallagher (Cozen O'Connor) and J. Hurok, C. Toscano, and B. Condon (all KPMG) regarding the status of the 382 project.	0.3	\$ 694	\$ 208.13
Hurok,Jeffrey M	29-Apr-10	Conference call with D. Albert (Advanta), T. Gallagher (Cozen O'Connor) and J. Hurok, C. Toscano, and B. Condon (all KPMG) regarding the status of the 382 project.	0.3	\$ 600	\$ 180.00
Toscano,Carlo P	29-Apr-10	Conference call with D. Albert (Advanta), T. Gallagher (Cozen O'Connor) and J. Hurok, C. Toscano, and B. Condon (all KPMG) regarding the status of the 382 project.	0.3	\$ 656	\$ 196.88
Nottage,Chandra	29-Apr-10	Review and determine work remaining on 382 model.	0.3	\$ 319	\$ 95.70
Nottage,Chandra	29-Apr-10	Review of 13D/G to determine beneficiaries of Alter trusts.	0.3	\$ 319	\$ 95.70
Condon,Brian	29-Apr-10	Conference call between B. Condon and J. Hurok (both KPMG) to discuss various issues regarding the 382 study including follow-up question based on responses to inquiry letters and information to be entered into transaction chronology and 382 model.	1.0	\$ 694	\$ 693.75
Hurok,Jeffrey M	29-Apr-10	Conference call between B. Condon and J. Hurok (both KPMG) to discuss various issues regarding the 382 study including follow-up question based on responses to inquiry letters and information to be entered into transaction chronology and 382 model.	1.0	\$ 600	\$ 600.00
Nottage,Chandra	29-Apr-10	Preparation of follow-up questions for Dennis Alter regarding beneficiaries of Dennis Alter (Advanta) trusts.	1.0	\$ 319	\$ 319.00
Hurok,Jeffrey M	30-Apr-10	Discuss transaction chronology methodology with C. Nottage (KPMG).	0.3	\$ 600	\$ 180.00

EXHIBIT D2

Advanta Corporation
Tax Consulting Services
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Nottage,Chandra	30-Apr-10	Discuss transaction chronology methodology with J. Hurok (KPMG).	0.3	\$ 319	\$ 95.70
Nottage,Chandra	30-Apr-10	Review of schedules provided by D. Alter (Advanta) regarding his holdings of Advanta shares during the analysis period	0.3	\$ 319	\$ 95.70
Nottage,Chandra	30-Apr-10	Follow-up questions for D. Alter (Advanta) regarding responses provided on the shareholder inquiry letters.	0.7	\$ 319	\$ 223.30
Nottage,Chandra	30-Apr-10	Continue to review and analyze Section 382 model and ownership changes within model.	1.2	\$ 319	\$ 382.80
Total Tax Consulting Services			<u>177.9</u>		<u>\$ 67,213.55</u>

EXHIBIT D3Advanta Corporation
Retention/Fee Application Preparation
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Sellers,Monica	07-Apr-10	Review and revise time detail to be included in monthly fee statement.	0.1	\$ 364	\$ 36.35
Tatum,Pamela Renea	12-Apr-10	Access time and expense system and obtain the Advanta March time detail.	0.2	\$ 287	\$ 57.40
Tatum,Pamela Renea	12-Apr-10	Review and respond to various correspondence regarding prorating the Integrated Audit project for March 2010 in the Advanta matter.	0.5	\$ 287	\$ 143.50
Tatum,Pamela Renea	14-Apr-10	Document receipt of disinterestedness confirmation in compliance with the bankruptcy requirements.	0.3	\$ 287	\$ 86.10
Tatum,Pamela Renea	14-Apr-10	Incorporate new staff to the time template, send guidelines and disinterestedness confirmation in compliance with the bankruptcy requirements.	0.3	\$ 287	\$ 86.10
Tatum,Pamela Renea	14-Apr-10	Prepare list of individuals who have not submitted time detail to-date and send a follow up request.	0.8	\$ 287	\$ 229.60
Tatum,Pamela Renea	14-Apr-10	Incorporate time and expense descriptions based on the additional information received for various Tax professionals working on the Advanta project.	0.9	\$ 287	\$ 258.30
Tatum,Pamela Renea	14-Apr-10	Incorporate time and expense descriptions based on the additional information received for various professionals working on the Advanta project.	1.4	\$ 287	\$ 401.80
Tatum,Pamela Renea	14-Apr-10	Reconcile and incorporate the March time into the workbook.	2.9	\$ 287	\$ 832.30
Tatum,Pamela Renea	15-Apr-10	Continue to incorporate time and expense descriptions based on the additional information received for various professionals working on the Advanta project.	0.7	\$ 287	\$ 200.90
Tatum,Pamela Renea	15-Apr-10	Incorporate time and expense descriptions based on the information entered in system for various Tax professionals working on the Advanta project.	1.7	\$ 287	\$ 487.90
Tatum,Pamela Renea	15-Apr-10	Review and verify the content of the Advanta meetings.	1.8	\$ 287	\$ 516.60

EXHIBIT D3

Advanta Corporation
Retention/Fee Application Preparation
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Tatum,Pamela Renea	15-Apr-10	Review the March time detail to adhere and comply with bankruptcy requirements.	3.6	\$ 287	\$ 1,033.20
Tatum,Pamela Renea	16-Apr-10	Prepare correspondence to various KPMG professional for clarification on time descriptions, including but not limited to use of acronyms, unclear information and incomplete meeting participants, to adhere and comply with bankruptcy requirements.	1.4	\$ 287	\$ 401.80
Tatum,Pamela Renea	16-Apr-10	Incorporate time and expense descriptions based on the additional information received for various professionals working on the Advanta project.	1.9	\$ 287	\$ 545.30
Tatum,Pamela Renea	16-Apr-10	Continue to review and verify the content of the Advanta meetings.	3.6	\$ 287	\$ 1,033.20
Tatum,Pamela Renea	19-Apr-10	Review the March expense detail to adhere and comply with bankruptcy requirements.	0.8	\$ 287	\$ 229.60
Tatum,Pamela Renea	19-Apr-10	Incorporate time and expense descriptions based on the additional information received for various professionals working on the Advanta project.	1.2	\$ 287	\$ 344.40
Tatum,Pamela Renea	20-Apr-10	Prepare list of individuals who have not submitted time detail to-date and send a follow up request.	0.3	\$ 287	\$ 86.10
Tatum,Pamela Renea	20-Apr-10	Prepare YTD reconciliation for the Advanta project.	0.6	\$ 287	\$ 172.20
Tatum,Pamela Renea	20-Apr-10	Research language to be incorporated into fee statement regarding additional services provided to Advanta.	0.7	\$ 287	\$ 200.90
Tatum,Pamela Renea	20-Apr-10	Prepare the March fee statement which includes incorporating an exhibit for the new services.	0.8	\$ 287	\$ 229.60
Tatum,Pamela Renea	20-Apr-10	Reconcile and incorporate the March time into the workbook.	2.3	\$ 287	\$ 660.10
Tatum,Pamela Renea	21-Apr-10	Call with J. Stemple (KPMG) regarding various bankruptcy related matters.	0.5	\$ 287	\$ 143.50

EXHIBIT D3

Advanta Corporation
Retention/Fee Application Preparation
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Stemple,Jennifer	21-Apr-10	Call with P. Tatum (KPMG) regarding various bankruptcy related matters.	0.5	\$ 440	\$ 220.00
Tatum,Pamela Renea	21-Apr-10	Continue to prepare YTD reconciliation for the Advanta project.	1.2	\$ 287	\$ 344.40
Tatum,Pamela Renea	21-Apr-10	Reconcile and incorporate the March time into the workbook based on discussion with J. Stemple (KPMG).	1.2	\$ 287	\$ 344.40
Tatum,Pamela Renea	21-Apr-10	Review the March expenses and incorporate into the workbook.	1.1	\$ 287	\$ 315.70
Tatum,Pamela Renea	22-Apr-10	Review the January draft Certification of No Objection and respond with Debtors Counsel on same.	0.2	\$ 287	\$ 57.40
Tatum,Pamela Renea	22-Apr-10	Incorporate time and expense descriptions based on the additional information received for various Tax professionals working on the Advanta project.	0.6	\$ 287	\$ 172.20
Tatum,Pamela Renea	22-Apr-10	Research and confirm billing rates and levels for inclusion in the fee application for the period of March 1, 2010 through March 31, 2010.	0.7	\$ 287	\$ 200.90
Tatum,Pamela Renea	22-Apr-10	Prepare the Narrative for the period of March 1, 2010 through March 31, 2010.	1.1	\$ 287	\$ 315.70
Tatum,Pamela Renea	22-Apr-10	Prepare the fee application for the period of March 1, 2010 through March 31, 2010.	1.7	\$ 287	\$ 487.90
Sellers,Monica	24-Apr-10	Review monthly fee application and provide comments and revisions.	1.7	\$ 364	\$ 617.95
Tatum,Pamela Renea	26-Apr-10	Prepare the March Certification.	0.2	\$ 287	\$ 57.40
Tatum,Pamela Renea	26-Apr-10	Review and respond to various correspondence regarding the Advanta matter regarding differentiating the time spent on the tasks for each individual exhibit within fee statement.	0.4	\$ 287	\$ 114.80

EXHIBIT D3

Advanta Corporation
Retention/Fee Application Preparation
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Tatum,Pamela Renea	26-Apr-10	Research and revise the March fee application and Narrative based on M. Sellers (KPMG) comments.	0.6	\$ 287	\$ 172.20
Tatum,Pamela Renea	26-Apr-10	Finalize the draft fee application and related files and forward to partners for review.	0.8	\$ 287	\$ 229.60
Tatum,Pamela Renea	27-Apr-10	Prepare the February draft invoice and allocation and send to Manager for review along with the Certificate of No Objection.	0.8	\$ 287	\$ 229.60
Toscano,Carlo P	27-Apr-10	Partner review of the March fee statement related to the tax work.	1.1	\$ 656	\$ 721.88
Tatum,Pamela Renea	28-Apr-10	Prepare and transmit correspondence to OGC regarding the language to be included in monthly fee application regarding additional services.	0.4	\$ 287	\$ 114.80
Tatum,Pamela Renea	28-Apr-10	Review the local rules for inclusion of certain expense items.	0.2	\$ 287	\$ 57.40
Tatum,Pamela Renea	28-Apr-10	Research cash posted and finalize the February draft invoice and allocation and send to EMC along with the Certificate of No Objection to issue.	0.5	\$ 287	\$ 143.50
Tatum,Pamela Renea	28-Apr-10	Research and respond to questions from the tax partner regarding the December, January and February outstanding fees.	0.4	\$ 287	\$ 114.80
Tatum,Pamela Renea	28-Apr-10	Research and respond to questions from the tax partner regarding the March fee statement.	0.5	\$ 287	\$ 143.50
Depman,John P.	28-Apr-10	Call with P. Tatum (KPMG) to review the fee statement, narrative and prior monthly invoice allocations.	0.5	\$ 536	\$ 267.75
Tatum,Pamela Renea	28-Apr-10	Call with J. Depman (KPMG) to review the fee statement, narrative and prior monthly invoice allocations.	0.5	\$ 287	\$ 143.50

EXHIBIT D3

Advanta Corporation
Retention/Fee Application Preparation
April 1, 2010 through April 30, 2010

Name	Date	Description	Hours	Rate	Amount
Tatum,Pamela Renea	28-Apr-10	Research and respond to questions from the audit team regarding the March fee statement.	0.8	\$ 287	\$ 229.60
Tatum,Pamela Renea	29-Apr-10	Discussions with M. Sellers (KPMG) and research regarding language to be incorporated into	0.3	\$ 287	\$ 86.10
Sellers,Monica	29-Apr-10	Discussions with P. Tatum (KPMG) and research regarding language to be incorporated into	0.3	\$ 364	\$ 109.05
Tatum,Pamela Renea	29-Apr-10	Review and respond to various correspondences' from OGC and Partner regarding the language to be incorporated into monthly fee application.	0.5	\$ 287	\$ 143.50
Tatum,Pamela Renea	29-Apr-10	Revise the fee statement and narrative based on recommendations from OGC.	0.5	\$ 287	\$ 143.50
Tatum,Pamela Renea	29-Apr-10	Review the March fee statement based on various conversations with the team.	0.5	\$ 287	\$ 143.50
Sellers,Monica	29-Apr-10	Discussion with Office of General Counsel regarding billings in bankruptcy court.	0.6	\$ 364	\$ 218.10
Sellers,Monica	30-Apr-10	Provide final comments to monthly fee application.	0.3	\$ 364	\$ 109.05
Tatum,Pamela Renea	30-Apr-10	Review and respond to various correspondences' from OGC and Partner regarding the language to be incorporated into monthly fee application.	0.5	\$ 287	\$ 143.50
Tatum,Pamela Renea	30-Apr-10	Finalize the March fee statement and forward to Debtors Counsel for distribution to the Notice Party list.	1.0	\$ 287	\$ 287.00
Total Retention/Fee Application Preparation			51.5		\$ 15,616.93

EXHIBIT D4

Advanta Corporation
Non Working Travel Time
April 1, 2010 through April 30, 2010

Note: It is KPMG's policy that all Non Working Travel Time is billed at 50% in compliance with the U.S. Trustee Guidelines and the Local Rules issued to the retained professionals in this case.

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Subtotal Non Working Travel Time			<u>\$ -</u>
		Less 50% Discount			\$ -
		Total Non Working Travel Time	<u>0.0</u>		<u>\$ -</u>

EXHIBIT D5

Advanta Corporation
Bankruptcy Accounting Services
April 1, 2010 through April 30, 2010

<u>Name</u>	<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
		Total Bankruptcy Accounting Services	<u>0.0</u>		<u>\$ -</u>

EXHIBIT D6

Advanta Corporation
Compliance Pursuant to a Subpeona
April 1, 2010 through April 30, 2010

Name	Date	Description ⁽¹⁾	Hours	Rate ⁽²⁾	Amount
Stemple,Jennifer	15-Apr-10		1.0	\$ 575	\$ 575.00
Total Compliance Pursuant to a Subpoena			1.0		\$ 575.00

On or about March 17, 2010, KPMG, LLP received a subpoena and responded accordingly.

⁽¹⁾ KPMG has not provided time descriptions associated with the subpoena as we believe that information is privileged.

⁽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.

EXHIBIT E

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

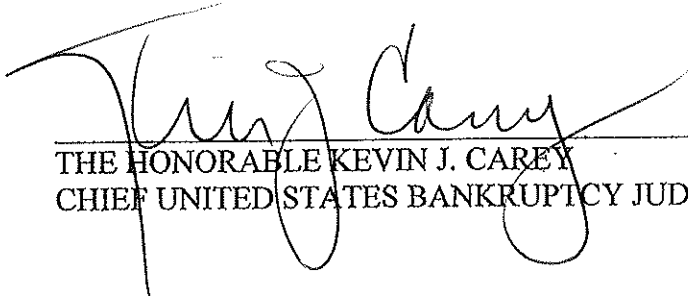
ORDERED that, notwithstanding anything in the Application, the Declaration or the Engagement Letters to the contrary, during the pendency of the Chapter 11 Cases and without prejudice to KPMG seeking different terms in other cases, KPMG will not employ independent contractors to provide professional 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 F

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: TBD, if necessary Obj. Due: 06/10/10 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, being duly sworn, deposes and says:

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 fifth fee application for compensation and allowance of expenses for the period April 1, 2010 through April 30, 2010 (the “Application”).

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.

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 21st day of May, 2010.



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