

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

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

**NOTICE OF SECOND INTERIM FEE APPLICATION**

Name of Applicant (the “Applicant”)                      Alvarez & Marsal North America, LLC

Authorized to provide professional services to:                      the above-captioned Debtors and Debtors-in-Possession

Date of Retention:                      December 3, 2009 *Nunc pro Tunc* to Petition Date

Period for which compensation and reimbursement are sought:                      April 1, 2010 through July 31, 2010

Amount of compensation sought as actual, reasonable, and necessary:                      \$856,060.00

Amount of expense reimbursement sought as actual, reasonable, and necessary:                      \$ 18,382.02

This is an:      monthly      interim      final application.

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

Summary of Fee Applications for Compensation Period:

Date Served	Period Covered	Requested		Approved		Holdback Fees Requested
		Fees	Expenses	Fees	Expenses	Fees
6/10/2010 [508]	4/1/10 through 4/30/10	\$225,602.50	\$7,655.88	\$180,482.00	\$7,655.88	\$45,120.50
7/22/2010 [670]	5/1/10 through 5/31/10	\$234,259.50	\$3,524.26	\$187,407.60	\$3,524.26	\$46,851.90
8/20/2010 [741]	6/1/10 through 6/30/10	\$235,070.50	\$4,608.21	\$188,056.40	\$4,608.21	\$47,014.10
9/2/2010 [766]	7/1/10 through 7/31/10	\$161,127.50	\$2,593.67	Pending - Obj. Deadline 9/22/10 \$128,902.00	Pending - Obj. Deadline 9/22/10 \$2,593.67	\$32,225.50
<b>Totals</b>		<b>\$856,060.00</b>	<b>\$18,382.02</b>	<b>\$684,848.00</b>	<b>\$18,382.02</b>	<b>\$171,212.00</b>

The total amount of fees and expenses reflected in the Approved columns include amounts pending approval.

PLEASE TAKE NOTICE that, pursuant to 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*, dated December 3, 2009 [Docket No. 102] (the “**Interim Compensation Order**”), objections, if any, to the Interim Fee Application must be filed with the Bankruptcy Court and served on the Applicant at the address set forth below and the Notice Parties (as such term is defined in the Interim Compensation Order) so as to be received by **October 4, 2010 at 4:00 p.m. (Eastern Daylight Time)**.

Dated: September 14, 2010  
New York, NY

/s/ Joseph A. Bondi

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