

**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: November 17, 2010 at 4:00 p.m.**
: **Hearing Date: November 24, 2010 at 10:00 a.m.**
: :

**THIRD QUARTERLY INTERIM FEE APPLICATION FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF COZEN O’CONNOR AS AN ORDINARY
COURSE PROFESSIONAL TO THE DEBTOR FOR
THE PERIOD OF MAY 9, 2010 THROUGH AUGUST 8, 2010**

Name of Applicant:	Cozen O’Connor
Authorized to Provide Professional Services to:	Ordinary Course Professional to Debtor
Date of Retention:	Ordinary Course Motion Filed: 11/18/2009 Ordinary Course Order Entered: 12/3/2009
Period for which compensation and reimbursement is sought:	May 9, 2010 through August 8, 2010
Amount of compensation sought as actual, reasonable and necessary:	\$111,812.50 (Advanta Corp.) \$28,097.50 (AMCUSA)
Amount of expenses reimbursement sought as actual, reasonable and necessary:	\$1,528.38

¹ The Debtors in these jointly administered chapter 11 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).

This is a: Monthly Interim Final Application

The total time expended during the Third Interim Application Period for preparation of the Third Interim Application will be included in the Fourth Interim Application. Total time expended for preparation of First Interim Application 4.10 hours = \$963.50.

If this is not the first statement remitted, disclose the following for each prior statement:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
8/13/2010 Doc. 729	11/9/2009 – 2/8/2010	139,741.50	4,300.52	Pending	Pending
10/15/2010 Doc. 861	2/9/2010 – 5/8/2010	192,832.50	3,655.90	Pending	Pending

**IN THE UNITED STATES BANKRUPTCY COURT
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In re: : Chapter 11
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Debtors. : (Jointly Administered)
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REIMBURSEMENT OF EXPENSES OF COZEN O’CONNOR AS AN ORDINARY
COURSE PROFESSIONAL TO THE DEBTOR FOR
THE PERIOD OF MAY 9, 2010 THROUGH AUGUST 8, 2010**

Pursuant to Sections 330 and 331 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Court’s Order Pursuant to Sections 105(a), 327, 328, and 330 of the Bankruptcy Code Implementing Certain Procedures to Retain Compensate and Reimburse Ordinary Course Professionals dated December 3, 2009, Cozen O’Connor (“Cozen”) hereby files its Third Quarterly Application for Interim Compensation and for Reimbursement of Expenses (the “Third Interim Application”) for the Period from May 9, 2010 through August 8, 2010 (the “Third Interim Period”).

¹ The Debtors in these jointly administered chapter 11 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).

By this Third Interim Application, Cozen seeks an interim allowance of \$111,812.50 as compensation and \$1,528.38 for reimbursement of actual and necessary expenses for a total of \$113,340.88 (Less Quarterly Fee Cap Paid in the amount of \$75,000.00) leaving a balance due in the amount of \$38,340.88 for services provided to the Debtor, Advanta Corp. By this Third Interim Application, Cozen also seeks an interim allowance of \$28,097.50 as compensation for services provided to the jointly administered Debtor, Advanta Mortgage Corp. USA (“AMCUSA”). In support of this Third Interim Application, Cozen respectfully represents as follows:

Background

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. On November 8, 2009 (the “Petition Date”), the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the Bankruptcy Code.
3. On November 18, 2009 the Debtor filed an Motion for Authority to Implement Certain Procedures to Retain, Compensate and Reimburse Ordinary Course Professionals (the “OCP Motion”) [Docket No. 52]. An Order approving the OCP Motion was entered on December 3, 2009 (the “OCP Order”) [Docket No. 105].
4. The OCP Order authorizes the Debtors to retain and compensate, subject to various terms and conditions, professionals the Debtors employ in the ordinary course of their businesses (each, an “*Ordinary Course Professional*,” and collectively, the “*Ordinary Course Professionals*”), including, but not limited to Cozen O’Connor to provide corporate, litigation and tax counsel services to the Debtor.

5. The OCP Order further authorizes "...the Debtors to pay each Ordinary Course Professional 100% fees and 100% of disbursements incurred upon the submission to the Debtors and to the attorneys for the official committees appointed in these chapter 11 cases, and approval by the Debtors, of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred; provided, however, that the Ordinary Course Professional's total compensation and reimbursement shall not exceed \$75,000 for each three month period starting from the first full month following the commence of these chapter 11 cases (the "Quarterly Cap").

6. In the event that a professional's fees and expenses exceed the Quarterly Cap, the excess amount over the Quarterly Cap shall be subject to prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedures, the Local Rules, the fee guidelines of the U.S. Trustee, and any orders of the Court.

**Summary of Professional Compensation
and Reimbursement of Expenses Requested**

7. All services for which compensation is requested by Cozen were performed for or on behalf of the Debtors. There is no agreement or understanding between Cozen and any other person other than the members of Cozen for the sharing of compensation to be received for services rendered in these cases.

8. Pursuant to the OCP Order, on or about September 21, 2010, Cozen provided counsel to the Debtor an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred for the Third Interim Period (the “Cozen Third Interim Period Invoice”).

Identity of Professionals

9. The members, associates and paraprofessionals of Cozen O’Connor who have rendered professional services in the case during the Third Interim Period are as follows:

Bowers, Stephen L.	Sherman, Michael M.
Bright, Joseph C.	Zatz, Arthur A.
Dorsch, Jay A.	Roberts, Kenneth G.
Gallagher, Thomas J.	Mandell, Jill
Lee, Bernard	Adelman, Marilyn, D. (Para)
Miller, Camille	Deeney, Jill (Para)

10. The nature of the work performed during the Third Interim Period by the Cozen attorneys and paraprofessional who rendered services relating to each category set forth below together with the number of hours for each individual and the total compensation sought for each

category is fully set forth in Exhibit "A" attached hereto. These are Cozen's normal hourly rates for work of this character.

BKE103: Misc. Meetings.

Fees:	3,262.50	Total Time	4.50
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This category includes but is not limited attendance at misc. meetings.

BKE111: General Corporate.

Fees:	8,408.50	Total Time	13.20
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This category includes but is not limited to services provided related to General Corporate representation.

BKE113: Employee Issues.

Fees:	9,208.00	Total Time	15.60
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This category includes but is not limited to services provided related to Employee Issues.

BKE115: Tax Issues.

Fees:	89,970.00	Total Time	127.40
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This category includes but is not limited to services provided related to Tax Issues.

BKE116: Litigation/Adversary Proceedings. (AMCUSA)

Fees: 28,097.50 Total Time 55.7

This category includes but is not limited to services provided related to litigation and pending adversary proceedings.

BKE119: Cozen Fee Application Preparation

Fees: 963.50 Total Time 4.10

This category includes but is not limited to services provided related to preparation of Cozen O'Connor Quarterly Fee Applications.

Valuation of Services

11. Attorneys/Paraprofessionals of Cozen O'Connor have expended a total of **164.80 hours (Advanta Corp.) and 55.7 hours (AMCUSA)** in connection with this matter during the Third Interim Period, as follows:

**COMPENSATION BY PROFESSIONAL
MAY 9, 2010 THROUGH AUGUST 8, 2010**

DEBTOR: ADVANTA CORP.

Name of Professional-Members and of Counsel:	Department and Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation
L. S. Bowers	Business Law – 1999	375.00	1.0	375.00
J.C Bright	Business Law – 1970	650.00	.2	130.00
J. A. Dorsch	Employee Benefits and Executive	605.00	14.6	8,833.00

	Compensation – 1980			
T. J. Gallagher	Business Law – 1977	725.00	118.1	85,622.50
B. Lee	Business Law – 1977	595.00	4.7	2,796.50
C. Miller	Business Law – Intellectual Property – 1991	525.00	.9	472.50
M. M. Sherman	Business Law – 1969	695.00	7.3	5,073.50
A. A. Zatz	Business Law – 1971	550.00	13.6	7,480.00
Total Partners and Of Counsel		690.67	160.4	110,783.00

Name of Professional– Paralegals:	Department and Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation
M. Adelman	Business Law	220.00	.3	66.00
J. Deeney	Business Law – Bankruptcy	235.00	4.1	963.50
Total Associates		233.98	4.4	1,029.50

PROFESSIONAL TOTALS
MAY 9, 2010 THROUGH AUGUST 8, 2010

Professionals Totals:	Blended Rate	Total Hours Billed	Total Compensation
Members and Of Counsel	690.67	160.4	110,783.00
Paralegals/Library	233.98	4.4	1,029.50
Total Fees	678.47	164.8	111,812.50

**COMPENSATION BY PROFESSIONAL
MAY 9, 2010 THROUGH AUGUST 8, 2010**

DEBTOR: ADVANTA MORTGAGE CORP. U.S.A.

Name of Professional– Members and of Counsel:	Department and Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation
K. G. Roberts	Commercial Litigation - 1982	625.00	16.2	10,125.00
Total Partners and Of Counsel		625.00	16.2	10,125.00

Name of Professional– Associates:	Department and Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation
J. Mandell	Commercial Litigation – 1998	455.00	39.5	17,972.50
Total Associates		455.00	39.5	17,972.50

**PROFESSIONAL TOTALS
MAY 9, 2010 THROUGH AUGUST 8, 2010**

Professionals Totals:	Blended Rate	Total Hours Billed	Total Compensation
Members and Of Counsel	625.00	16.2	10,125.00
Associates	455.00	39.5	17,972.50
Total Fees	504.44	55.7	28,097.50

12. In accordance with the factors enumerated in 11 U.S.C. Section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Cozen during the Third Interim Period is fair and reasonable given (a) the complexity of the 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 this title.

Actual and Necessary Expenses

13. A summary of actual and necessary expenses incurred by Cozen for the Third Interim Period is attached hereto as Exhibit "B". Cozen utilizes outside copier services for high-volume projects, and this Third Interim Application seeks the recovery of those costs, if applicable. Cozen also charges all of its clients \$1.00 per page for outgoing facsimile transactions. On-line legal research (Lexis and Westlaw) is charged to clients at Cozen's discounted cost. The standard cost of Lexis and Westlaw research sessions is discounted each month by allocating the savings realized during that month pursuant to special contracts Cozen has negotiated with Lexis and Westlaw.

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

Requested Relief

15. By this Third Interim Application, Cozen requests that the Court approve payment of one hundred percent (100%) of the fees and expenses incurred by Cozen during the Third Interim Period of May 9, 2010 through August 8, 2010 in the amount of \$111,812.50 as compensation and \$1,528.38 for reimbursement of actual and necessary expenses for a total of \$113,340.88 (Less Quarterly Fee Cap Paid in the amount of \$75,000.00) leaving a balance due in the amount of \$38,340.88 for the Third Interim Period for services provided to the Debtor,

Advanta Corp. and an interim allowance of \$28,097.50 as compensation for the Third Interim Period for services provided to the Debtor, Advanta Mortgage Corp. USA (“AMCUSA”).

16. At all relevant times, Cozen has been a disinterested person as that term is defined in § 101(14) of the Bankruptcy Code.

Notice

17. Notice of this Third Interim Application will be provided to (i) the Office of the United States Trustee for the District of Delaware; (ii) Counsel to the Debtor; (iii) Warren H. Smith & Associates, P.C. as the fee auditor appointed in these chapter 11 cases; (iv) counsel to the official committee of unsecured creditors, and (v) all parties in interest having requested notice pursuant to Rule 2002 of the Bankruptcy Rules as of the date hereof. Cozen respectfully submits that no further notice of this Third Interim Application is required.

WHEREFORE, Cozen respectfully requests that this Court enter an order providing that an interim allowance be made to Cozen for the Third Interim Period in the amount of \$111,812.50 as compensation and \$1,528.38 for reimbursement of actual and necessary expenses for a total of \$113,340.88 (Less Quarterly Fee Cap Paid in the amount of \$75,000.00) leaving a balance due in the amount of \$38,340.88 for services provided to the Debtor, Advanta Corp. and an interim allowance of \$28,097.50 as compensation for services provided to the Debtor, Advanta Mortgage Corp. USA (“AMCUSA”) and that the Debtors be authorized and directed to pay Cozen the outstanding amount of such sums; and for such other and further relief as may be just and proper.

Dated: October 15, 2010

COZEN O'CONNOR

/s/ John T. Carroll, III

John T. Carroll, III (No. 4060)
1201 N. Market Street
Suite 1400
Wilmington, DE 19801
Telephone: (302) 295-2000
Facsimile: (302) 295-2013

Thomas J. Gallagher
Cozen O'Connor
1900 Market Street
Philadelphia, PA 19103
Telephone: (215) 665-4656
Facsimile: (215) 665-2000

Ordinary Course Counsel to the Debtor

**IN THE UNITED STATES BANKRUPTCY COURT
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In re: : Chapter 11
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ADVANTA CORP., *et al.*,¹ : Case No. 09-13931 (KJC)
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Debtors. : (Jointly Administered)
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**NOTICE OF THIRD QUARTERLY INTERIM FEE APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF COZEN O’CONNOR
AS AN ORDINARY COURSE PROFESSIONAL TO THE DEBTOR FOR
THE PERIOD OF MAY 9, 2010 THROUGH AUGUST 8, 2010**

PLEASE TAKE NOTICE that Cozen O’Connor (“Cozen”), an Ordinary Course Professional to the Debtor filed the Third Quarterly Interim Fee Application (the “Third Interim Application”) for the period of May 9, 2010 through August 8, 2010 (“Third Interim Period”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, DE 19801 (the “Bankruptcy Court”). By this Third Interim Application, Cozen seeks an interim allowance of \$111,812.50 as compensation and \$1,528.38 for reimbursement of actual and necessary expenses for a total of \$113,340.88 (Less Quarterly Fee Cap Paid in the amount of \$75,000.00) leaving a balance due in the amount of \$38,340.88 for the Third Interim Period for services provided to the Debtor, Advanta Corp. By this Third Interim Application,

¹ The Debtors in these jointly administered chapter 11 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).

Cozen also seeks an interim allowance of \$28,097.50 as compensation for the Third Interim Period for services provided to the Debtor, Advanta Mortgage Corp. USA (“AMCUSA”).

PLEASE TAKE FURTHER NOTICE that objections to the Third Interim Application, if any, must be filed and served so as to actually be received by the undersigned counsel at or before **4:00 p.m. (E.T.) on November 17, 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: Roger Schwartz, 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.).

PLEASE TAKE FURTHER NOTICE that if an objection is properly filed in accordance with the above procedures, a hearing on the Third Interim Application will be held on **November 24, 2010 at 10:00 a.m.** before the Honorable Kevin J. Carey, Chief United States Bankruptcy Court Judge, United States Bankruptcy Court, 824 N. Market Street, 5th Floor,

Courtroom No. 5, Wilmington, DE. Only those objections made in writing, timely filed, and served in accordance with the above procedures will be considered at the hearing.

Dated: October 15, 2010

COZEN O'CONNOR

/s/ John T. Carroll, III

John T. Carroll, III (No. 4060)
1201 N. Market Street
Suite 1400
Wilmington, DE 19801
Telephone: (302) 295-2028
Facsimile: (302) 295-2013

Thomas J. Gallagher
Cozen O'Connor
1900 Market Street
Philadelphia, PA 19103
Telephone: (215) 665-4656
Facsimile: (215) 665-2000

Ordinary Course Counsel to the Debtor

CERTIFICATION

Thomas J. Gallagher, after being duly sworn according to law, deposes and says:

- (a) I am a Shareholder with the applicant firm, Cozen O'Connor.
- (b) I have personally performed or supervised the legal services rendered by Cozen O'Connor, as ordinary course professional to the Debtor.
- (c) I have reviewed the foregoing Third Interim Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2, and submit that the Application substantially complies with such Rule.

/s/ Thomas J. Gallagher

Thomas J. Gallagher, Esquire
Cozen O'Connor
1900 Market Street
Philadelphia, PA 19103
Telephone: (215) 665-4656
Facsimile: (215) 665-2000

Dated: October 15, 2010

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FOR THE DISTRICT OF DELAWARE**

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

**ORDER APPROVING OF THIRD QUARTERLY INTERIM FEE APPLICATION FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF COZEN O’CONNOR
AS AN ORDINARY COURSE PROFESSIONAL TO THE DEBTOR FOR THE PERIOD
OF MAY 9, 2010 THROUGH AUGUST 8, 2010**

Upon consideration of the Third Quarterly Interim Fee Application for Compensation and Reimbursement of Expenses of Cozen O’Connor as an Ordinary Course Professional to the Debtor for the Period of May 9, 2010 through August 8, 2010 (the “Third Interim Application”)² filed in accordance with the OCP Order, and the Court having reviewed the Third Interim Application, and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Third Interim Application, and any hearing thereon, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Third Interim Application, it is hereby

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² Capitalized terms not otherwise defined herein shall have the same meanings ascribed to them in the Third Interim Application.

ORDERED, that the Third Interim Application is granted, and it is further

ORDERED, that Cozen is allowed compensation for services rendered during the Third Interim Period in the amount of \$111,812.50 as compensation and \$1,528.38 for reimbursement of actual and necessary expenses for a total of \$113,340.88 (Less Quarterly Fee Cap Paid in the amount of \$75,000.00) leaving a balance due in the amount of \$38,340.88 for services provided to the Debtor, Advanta Corp. and an interim allowance of \$28,097.50 as compensation for services provided to the Debtor, Advanta Mortgage Corp. USA ("AMCUSA"), and it is further

ORDERED, that the Debtors are authorized and directed to make payment to Cozen of 100% of any and all fees and 100% of any and all expenses that have not yet been paid in satisfaction of the allowed fees for services rendered and expenses incurred during the Third Interim Period.

Dated: _____, 2010
Wilmington, DE

BY THE COURT:

HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

EXHIBIT "A"

DEBTOR: ADVANTA CORP.



A PROFESSIONAL CORPORATION

1900 MARKET STREET PHILADELPHIA, PA 19103-3508 215.665.2000 800.523.2900 215.665.2013 FAX www.cozen.com

September 21, 2010

Advanta Corp.
P.O. Box 918
Welsh & Mckean Roads
Springhouse, PA 19477

Claim Rep.:
Our File No.: 01700.0001.000

Fees for Professional Services 05/09/10-08/08/10:	\$	111,812.50
Expenses Incurred:		1,528.38
Total Amount of Invoice No: 708183	\$	113,340.88
Less Quarterly Cap Payment		<u>(75,000.00)</u>
Balance Due this Quarter	\$	<u>38,340.88</u>

Total Amount due upon receipt of bill

Advanta Corp.
 Client Number: 01700.0001.000
 Invoice No.: 708183

September 21, 2010
 Page 2

01700.0001.000 Advanta Corp.
 255085.000 Advanta Corp./State and Local Taxes

Date	Initials	Task Code	Description	Hours
08/02/10	JCB	BKE115	Telephone call with Don Albert	.20
Total Hours Billed:				<u>0.20</u>

Time And Fee Summary

Timekeeper	Rate	Hours	Fees
Bright, J.	650.00	0.20 \$	130.00
Totals:		<u>0.20 \$</u>	<u>130.00</u>

Total for Matter 255085.000: \$ 130.00

ACTIVITY RECAP

Tax Issues	BKE115	.20
		.20

01700.0001.000 Advanta Corp.
 255135.000 Advanta/New Headquarters

Date	Initials	Task Code	Description	Hours
05/10/10	BL	BKE111	Review Lease (.7); revisions and edits (.8); telephone call from D. Epstein re: additional revisions (.2)	1.70
05/14/10	BL	BKE111	Review comments (.6); telephone call with D. Epstein (.2); review Lease (.7); review additional comments and Lease, insurance provisions (1.5)	3.00
			Total Hours Billed:	<u><u>4.70</u></u>

Time And Fee Summary

Timekeeper	Rate	Hours	Fees
Lee, B.	595.00	4.70 \$	2,796.50
Totals:		<u><u>4.70 \$</u></u>	<u><u>2,796.50</u></u>

Total for Matter 255135.000: \$ 2,796.50

ACTIVITY RECAP

General Corporate	BKE111	4.70
		4.70

01700.0001.000 Advanta Corp.
257305.000 Advanta Corp./Tax Planning

Date	Initials	Task Code	Description	Hours
05/10/10	TJG	BKE115	Review deconsolidation tax analysis with D. Albert	1.10
05/11/10	TJG	BKE115	Conference call with D. Albert concerning calculation of toll charge and ABC asset basis	1.10
05/11/10	AAZ	BKE115	Tax matters calculations for employee benefits	1.30
05/12/10	TJG	BKE115	Tax analysis of 1.597-4 issues concerning calculation of toll charge with particular emphasis on amount of excess of liabilities over tax basis	1.30
05/13/10	TJG	BKE115	Research Code Sec. 1.597-4 issues	1.80
05/13/10	TJG	BKE115	Tax issues in calculation of amount of toll charge during telephone call with D. Albert	1.00
05/14/10	AAZ	BKE115	Telephone call with William A. Rosoff re: split dollar	.20
05/17/10	TJG	BKE115	Review emails for Advanta POR	1.00
05/17/10	TJG	BKE115	Telephone call with D. Albert concerning 1.597-4 computations	1.10
05/17/10	TJG	BKE115	Tax conference call with WGM	.80
05/18/10	TJG	BKE115	Plan structure conference call with Weil.	1.30
05/19/10	TJG	BKE115	Deconsolidation election conference call with PBrowne and Weil to review calculations and methodology	1.00
05/20/10	TJG	BKE115	Review deconsolidation election tax issues	2.00
05/21/10	TJG	BKE103	Unsecured creditors' committee, including conference call regarding FDIC	4.50
05/24/10	TJG	BKE115	Telephone call with D. Albert concerning calculation of 2010 projected NOL in preparation for conference call on 5/25 with PBrowne	1.80
05/24/10	TJG	BKE115	Responses to D. Albert emails concerning calculation of built-in gain amounts	.50

Date	Initials	Task Code	Description	Hours
05/25/10	TJG	BKE115	Review D. Albert proposed calculation of 2010 NOL and built-in gain and loss items and follow up telephone call with Don regarding the same	1.70
05/25/10	TJG	BKE115	Conference call with PBrowne and D. Albert concerning calculations of built-in gain and loss items and 2010 NOL for SGolding and additional items that Advanta needed to produce for 5/26 Weil conference call	1.20
05/26/10	TJG	BKE115	Conference call among WGM (SGolding and MGoodman), Phil Browne, D. Albert and TJGallagher concerning calculation of 2010 NOL at ABC and Advanta and effect of built-in loss amounts.	1.50
05/26/10	TJG	BKE115	Review PBrowne spreadsheet for telephone call with WGM	.70
05/26/10	TJG	BKE115	Email response to D. Albert concerning deduction for expenses of reorganization	.80
05/27/10	TJG	BKE115	Conference call with D. Albert concerning calculation of 2010 NOL and items in calculation	1.50
05/27/10	TJG	BKE115	Draft and send email to D. Albert concerning deductibility of reorganization expenses	.60
05/27/10	TJG	BKE115	Lexis research for Hillsborough case on deduction for reorganization expenses	.40
05/28/10	TJG	BKE115	Review Treas. Reg. on loss limitation and application to Advanta loss from worthless ABC stock	1.10
05/28/10	TJG	BKE115	Telephone call with D. Albert concerning methodology for calculation of inside basis for ABC assets for SGolding schedule	.60
05/28/10	TJG	BKE115	Review emails with draft objection to automatic stay motion	.40
06/01/10	TJG	BKE115	Email response to D. Albert concerning deductibility and classification of reorganization expenses	1.00

Date	Initials	Task Code	Description	Hours
06/01/10	TJG	BKE115	Telephone call with D. Albert concerning preparation of calculation requested by SGolding for the projection of the 2010 NOL of Advanta and effect of Advanta Bank deconsolidation	1.60
06/01/10	TJG	BKE115	Tax planning for Advanta concerning effect of Treas. Reg. Sec. 1.1502-11 on calculation of the amount of the Consolidated NOL carried to 2010 and used to shelter income.	.70
06/01/10	TJG	BKE115	Email to D. Albert on acceleration of income due to accounting method change from deconsolidation of ABC	.40
06/02/10	TJG	BKE115	Research effect of 1.1502-11 regulations on computation of 2010 worthless stock loss	.80
06/02/10	TJG	BKE115	Telephone call with D. Albert concerning deconsolidation election	.90
06/02/10	TJG	BKE115	Research tax issues for deconsolidation election	1.10
06/02/10	TJG	BKE115	Email to D. Albert concerning deductibility of reorganization professional fees	.40
06/03/10	TJG	BKE115	Deconsolidation election tax planning	1.70
06/04/10	TJG	BKE115	Conference call with PBrowne and D. Albert regarding 2010 taxable income and deconsolidation election	1.40
06/07/10	TJG	BKE115	Research impact of loss deferral regulation on amount of worthless stock deductions	.90
06/07/10	TJG	BKE115	Revisions to WGM power point for deconsolidation analysis presentation to UCC	.60
06/07/10	TJG	BKE115	Discuss D. Albert deconsolidation analysis with D. Albert	.70
06/08/10	TJG	BKE115	Discussions with DAlbert concerning deconsolidation tax planning analysis	1.20
06/08/10	TJG	BKE115	Research impact of Treas. Reg. Sec. 1.1502-11 non-circularity regulation on amount of worthless stock deduction	.80
06/09/10	TJG	BKE115	Deconsolidation tax analysis conference call with client, WGM	1.00

Date	Initials	Task Code	Description	Hours
06/09/10	TJG	BKE115	Telephone call wit DAlbert and PBrowne to prepare for WGM deconsolidation conference call	.80
06/10/10	TJG	BKE115	Review and revise DAlbert tax deconsolidation spreadsheet	1.80
06/11/10	TJG	BKE115	Review Don Albert's Treas. Reg. Sec. 1.597-4 deconsolidation analysis spreadsheet	1.70
06/11/10	TJG	BKE115	Discuss deconsolidation analysis spreadsheet with DAlbert on telephone call	1.20
06/11/10	TJG	BKE115	Emails to SGoldring at WGM concerning construction of deconsolidation analysis spreadsheet	.20
06/14/10	TJG	BKE115	Tax planning for deconsolidation election (1.0); review of DAlbert schedules (.6)	1.60
06/14/10	TJG	BKE115	TJG revisions to WGM slides for presentation to unsecured creditors committee on deconsolidation election	.60
06/15/10	TJG	BKE115	Conference call with PBrowne concerning deconsolidation analysis	.80
06/15/10	TJG	BKE115	Research consolidated return issues for deconsolidation analysis	1.40
06/15/10	TJG	BKE115	Review DAlbert draft of deconsolidation schedules and mark up for revision	1.00
06/16/10	TJG	BKE115	Revisions to deconsolidation analysis	2.80
06/16/10	TJG	BKE115	Research Treas. Reg. 1.1502-11 to determine if there was a circular basis adjustment problem	.50
06/17/10	TJG	BKE115	Preparation for and conference call with Weil concerning deconsolidation analysis	1.00
06/17/10	TJG	BKE115	Research -32 Regulations on absorption of ABC NOLs in carryback and priority of absorption	1.80
06/17/10	TJG	BKE115	Review and mark up DAlbert deconsolidation spreadsheet analysis	1.10
06/17/10	TJG	BKE115	Mark up WGM PowerPoint presentation on deconsolidation issues	.40

Date	Initials	Task Code	Description	Hours
06/18/10	TJG	BKE115	Review and revise deconsolidation spreadsheet analysis	2.50
06/18/10	TJG	BKE115	Telephone calls with DAAlbert and PBrowne concerning deconsolidation analysis and calculation of amount of tax refund	1.30
06/19/10	TJG	BKE115	Revisions to spreadsheet analysis of deconsolidation election alternatives	2.00
06/19/10	TJG	BKE115	Telephone call with PBrowne regarding deconsolidation analysis	.30
06/19/10	TJG	BKE115	Research carryback of NOLs and calculation of -32 Regulations investment adjustments	1.20
06/20/10	TJG	BKE115	Tax research on absorption of NOLs under Code Sec. 6402 and -21 regulations	.80
06/20/10	TJG	BKE115	Draft and send emails to DAAlbert, PBrowne and MGoodman	.40
06/20/10	TJG	BKE115	Revisions to deconsolidation analysis spreadsheet	.60
06/21/10	TJG	BKE115	Revisions to deconsolidation analysis spreadsheets	4.20
06/22/10	TJG	BKE115	Revisions to deconsolidation analysis spreadsheets	4.30
06/23/10	TJG	BKE115	Revisions to deconsolidation analysis spreadsheets	4.10
06/23/10	TJG	BKE115	Revisions to spreadsheets; conference call with respect to new COD income amount	.00
06/24/10	TJG	BKE115	Deconsolidation spreadsheet analysis and revisions; emails to client and WGM	4.30
06/25/10	TJG	BKE115	Revisions to spreadsheet and email revisions to WGM and Advanta	2.50
06/28/10	TJG	BKE115	Analysis of deconsolidation material and planning for presentation to LW	2.60
06/29/10	TJG	BKE115	Responses to emails concerning deconsolidation analysis	.80

Date	Initials	Task Code	Description	Hours
06/30/10	TJG	BKE115	Conference call with PBrowne, DAlbert, WGM, FTI and LW Tax to discuss draft of deconsolidation slides and spreadsheet	1.80
06/30/10	TJG	BKE115	Telephone call with DAlbert and PBrowne to follow up on conference call and changes to spreadsheet	.60
07/01/10	JLD	BKE119	Review and assemble invoices issued to Debtors' counsel together with filed OCP pleadings in anticipation of drafting First Quarterly Fee Application of Cozen O'Connor as Ordinary Course Professional to Debtor	.30
07/01/10	TJG	BKE115	Discussion of revisions to deconsolidation slides and spreadsheet with DAlbert	1.40
07/06/10	TJG	BKE115	Review most recent draft of deconsolidation slides	.80
07/06/10	TJG	BKE115	Review of proposed representation letter for KPMG 382 analysis	.90
07/07/10	TJG	BKE115	Review latest version of deconsolidation slides/schedules	1.40
07/08/10	TJG	BKE115	Telephone call with DAlbert at Company regarding Hillsman amended W-2	.60
07/08/10	TJG	BKE115	Review newest draft of deconsolidation slides and spreadsheets	1.50
07/09/10	TJG	BKE115	Deconsolidation tax analysis	1.30
07/12/10	TJG	BKE115	Tax planning for deconsolidation election, review of emails	1.20
07/12/10	TJG	BKE115	Deconsolidation election tax planning; revisions to memo	.50
07/13/10	TJG	BKE115	Conference call with PBrowne, LBrowne and DAlbert concerning representation letter for KPMG Code Sec. 382 analysis	1.30
07/13/10	TJG	BKE115	Revise draft to deconsolidation election	1.10
07/14/10	TJG	BKE115	Revisions to deconsolidation election and email concerning the draft document	1.50

Date	Initials	Task Code	Description	Hours
07/14/10	TJG	BKE115	Review SGolding emails concerning deconsolidation election and need for Board approval	.40
07/15/10	TJG	BKE115	Conference call regarding UTAH NOL carry back issue with client, WGM	.70
07/15/10	TJG	BKE115	Revisions to draft of transmittal letter for Treas. Reg. Sec. 1.597-4 election	2.30
07/16/10	TJG	BKE115	Emails from DAlbert and discussion with DAlbert concerning filing of Treas. Reg. Sec. 1.597-4 election	.70
07/20/10	TJG	BKE115	Tax planning question from DAlbert and telephone call response	.30
07/21/10	TJG	BKE115	Emails from DAlbert concerning tax planning	.60
07/29/10	TJG	BKE115	Tax telephone call from DAlbert	.20
07/30/10	JLD	BKE119	Prepare initial draft of First Quarterly Interim Fee Application For Compensation And Reimbursement Of Expenses Of Cozen O'Connor As An Ordinary Course Professional To The Debtor For The Period Of November 9, 2009 Through February 8, 2010 together with proposed form of Order and notice thereto	3.00
08/02/10	JLD	BKE119	Prepare additional edits to Cozen O'Connor First Quarterly Interim Fee Application as Ordinary Course Professional to the Debtor	.80
08/02/10	TJG	BKE115	Tax discussion with DAlbert concerning returns	.40
			Total Hours Billed:	<u>123.70</u>

Time And Fee Summary

Timekeeper	Rate	Hours	Fees
Gallagher, T.	725.00	118.10 \$	85,622.50
Zatz, A.	550.00	1.50	825.00
Deeney, J.L.	235.00	4.10	963.50

Totals: 123.70 \$ 87,411.00

Disbursements	Value
Duplicating	\$ 22.20
Long distance telephone	30.72
Online research	1145.40
Travel related expenses	277.00
Total Disbursements:	<u>\$ 1,475.32</u>
Total for Matter 257305.000:	<u>\$ 88,886.32</u>

ACTIVITY RECAP

Meetings	BKE103	4.50
Tax Issues	BKE115	115.10
Cozen Fee Applications	BKE119	4.10
		123.70

01700.0001.000 Advanta Corp.
257555.000 Advanta Corp./Employee Benefit Matters

Date	Initials	Task Code	Description	Hours
05/10/10	JAD	BKE113	Telephone conference with J. Planver re ESOP and 401(k) Plan terminations (3.); research rollover agreement (.3)	.60
05/10/10	AAZ	BKE115	Employment matters, 409A provisions for correcting document deficiencies, severance exceptions, notice requirements	.80
05/11/10	AAZ	BKE115	Review 409A plan with Warren Fوسفeld, 409A compliance for various employee plans, info for S. Cooper	1.30
05/12/10	AAZ	BKE115	Telephone call with J. Plavner	.20
05/12/10	AAZ	BKE115	Review 409A compliance for SEIP, cash bonus plan, SERP, Chairman's Supp. Comp. Plan and Senior Management Change of Control Plan	3.20
05/14/10	JAD	BKE113	Meeting with S. Bowers	2.50
06/02/10	LSB	BKE113	Review ESOP and amendments for allocations to terminated participants (.8). Conferences with J. Dorsch. (.2)	1.00
06/10/10	JAD	BKE113	Research re ESOP issues (.5); telephone call re same (.4); telephone call with J. Plavner re same (.4); setting up meeting with TBA (.1); telephone call with TBA re same (.4)	1.80
06/11/10	JAD	BKE113	Telephone call with J. Plavner re ESOP testing	.30
06/22/10	JAD	BKE113	Review email from J. Plavner (.3); telephone call with C. Schwab re forfeiture (.4); telephone call with J. Plavner re definition of compensation (.3); telephone call with S. Margolis re same (.2)	1.20
06/22/10	AAZ	BKE115	Questions re: Due Diligence Questionnaire	.20
06/23/10	JAD	BKE113	Address testing issues and revise plan documents (.9); telephone call with W. Gotshal re same (.3); telephone call with J. Plavner re same (.3); draft resolutions re same (.6)	2.10
06/23/10	AAZ	BKE115	Prepare response to Latham due diligence questionnaire (2.0); Phil Browne comments (.5)	2.50

Date	Initials	Task Code	Description	Hours
06/24/10	AAZ	BKE115	Response to Due Diligence Questionnaire	.60
06/25/10	AAZ	BKE115	Tax research (.8); telephone call with P. Browne (.3)	1.10
07/01/10	JAD	BKE113	Finalize Administration Committee directory	.30
07/06/10	JAD	BKE113	Respond to ESOP inquiry (.4); respond to Weil and client (.1); review 401(k) memo (.4)	.90
07/09/10	JAD	BKE113	Review 401(k) memo (.1); telephone call with J. Plavner re termination of plan (.2)	.30
07/13/10	JAD	BKE113	Telephone call with A. Zatz re 409A	.20
07/15/10	JAD	BKE113	Review emails re 401(k) plan	.70
07/16/10	JAD	BKE113	Finalize memo (.3); telephone call with J. Plavner (.1)	.40
07/19/10	JAD	BKE113	Review emails from J. Plavner (.2); telephone call from J. Plavner (.2); telephone call with S. Margolis regarding audit for 5500 for ESOP (.2); telephone call with C. Schwab re same (.2)	.80
07/20/10	JAD	BKE113	Research re termination issues (.2); review emails re same (.1)	.30
07/21/10	JAD	BKE113	Emails to J. Plavner re expenses for ESOP (.2); conference with A. Zatz re 409a issue (.1)	.30
07/27/10	JAD	BKE113	Review emails re termination and respond to J. Plavner re same	.30
07/29/10	JAD	BKE113	Review emails re ESOP expense	.10
08/03/10	JAD	BKE113	Review emails re 401(k) and ESPO	.60
08/04/10	JAD	BKE113	Review emails re 401(k) and ESOP (.2); telephone call; with J. Plavner (.2)	.40
08/05/10	AAZ	BKE115	Telephone call with W. A. Rosoff (.4); review SEIP documents and file re: questions (1.1)	1.50
08/06/10	JAD	BKE113	Review emails from J. Plavner re 401(k) (.2); research and respond to emails (.3)	.50
08/06/10	AAZ	BKE115	Telephone call with W. A. Rosoff (.3); SEIP questions (.4)	.70

Total Hours Billed: 27.70

Time And Fee Summary

Timekeeper	Rate	Hours	Fees
Dorsch, J.A.	605.00	14.60 \$	8,833.00
Bowers, L. Stephen	375.00	1.00	375.00
Zatz, A.	550.00	12.10	6,655.00
Totals:		<u><u>27.70 \$</u></u>	<u><u>15,863.00</u></u>

Disbursements **Value**

Search fees - library	\$ 4.96
Duplicating	.10
Long distance telephone	48.00
Total Disbursements:	<u><u>\$ 53.06</u></u>

Total for Matter 257555.000: \$ 15,916.06

ACTIVITY RECAP

Employee Issues	BKE113	15.60
Tax Issues	BKE115	12.10
		27.70

01700.0001.000 Advanta Corp.
 257556.000 Advanta Corp./Corporate Assistance

Date	Initials	Task Code	Description	Hours
05/11/10	MMS	BKE111	Emails (.2); telephone conversation with S.Guisti (.1); draft dissolution documents for First Advanta Insurance Agency, Inc. (.9)	1.20
05/12/10	MMS	BKE111	Emails, plan of liquidation for First Advanta Insurance Agency	.60
05/13/10	CMM	BKE111	Discussion with Jay DeBois concerning trademark issues with FDIC and its control over Advanta Bank (.2); discussion with Mr. Stone concerning same (.2)	.40
05/13/10	MMS	BKE111	Emails; revise By-law Amendments	.70
05/14/10	CMM	BKE111	Correspondence with Ethan discussing strategies for proceeding with trademark matter and possible outcomes of various scenarios.	.50
05/14/10	MMS	BKE111	Exchange emails with S.Giusti	.20
05/19/10	MMS	BKE111	Emails (.3); revise Integra Addenda (1.7)	2.00
05/20/10	MMS	BKE111	Emails (.2); revise Integra Documents (.9)	1.10
07/01/10	MMS	BKE111	Emails; revise Agreements; telephone conversation with A.Howley	1.30
07/06/10	MMS	BKE111	Emails re Integra	.20
			Total Hours Billed:	<u>8.20</u>

Time And Fee Summary

Timekeeper	Rate	Hours	Fees
Miller, C M	525.00	0.90 \$	472.50
Sherman, M.	695.00	7.30	5,073.50
Totals:		<u>8.20 \$</u>	<u>5,546.00</u>

Advanta Corp.
Client Number: 01700.0001.000
Invoice No.: 708183

September 21, 2010
Page 16

Total for Matter 257556.000: \$ 5,546.00

ACTIVITY RECAP

General Corporation	BKE111	8.20
		8.20

Advanta Corp.
Client Number: 01700.0001.000
Invoice No.: 708183

September 21, 2010
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01700.0001.000 Advanta Corp.
261016.000 Advanta Corp./Business Credit Cards

Date	Initials	Task Code	Description	Hours
06/16/10	MDA	BKE111	Email to client re reservation of names	.30
Total Hours Billed:				<u><u>0.30</u></u>

Time And Fee Summary

Timekeeper	Rate	Hours	Fees
Adelman, M. D.	220.00	0.30 \$	66.00
Totals:		<u><u>0.30 \$</u></u>	<u><u>66.00</u></u>

Total for Matter 261016.000: \$ 66.00

ACTIVITY RECAP

General Corporate	BKE111	.30
		.30

Total all Matters: \$ 113,340.88



A PROFESSIONAL CORPORATION

1900 MARKET STREET PHILADELPHIA, PA 19103-3508 215.665.2000 800.523.2900 215.665.2013 FAX www.cozen.com

**COMPENSATION BY PROFESSIONAL
MAY 9, 2010 THROUGH AUGUST 8, 2010**

Name of Professional-Members and of Counsel:	Department and Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation
L. S. Bowers	Business Law – 1999	375.00	1.0	375.00
J. C. Bright	Business Law - 1970	650.00	.2	130.00
J. A. Dorsch	Employee Benefits and Executive Compensation – 1980	605.00	14.6	8,833.00
T. J. Gallagher	Business Law – 1977	725.00	118.1	85,622.50
B. Lee	Business Law - 1977	595.00	4.7	2,796.50
C. Miller	Business Law – Intellectual Property – 1991	525.00	.9	472.50
M. M. Sherman	Business Law – 1969	695.00	7.3	5,073.50
A. A. Zatz	Business Law – 1971	550.00	13.6	7,480.00
Total Partners and Of Counsel		690.67	160.4	110,783.00

**COMPENSATION BY PROFESSIONAL
MAY 9, 2010 THROUGH AUGUST 8, 2010**

Name of Professional-Paralegals/Library:	Department and Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation
M. Adelman	Business Law	220.00	.3	66.00
J. Deeney	Business Law – Bankruptcy	235.00	4.1	963.50
Total Associates		233.98	4.4	1,029.50

Federal Tax ID: 23-1732832

Total Amount due upon receipt of bill



**COZEN
O'CONNOR**

A PROFESSIONAL CORPORATION

1900 MARKET STREET, PHILADELPHIA, PA 19103-3508 215.665.2000 800.523.2900 215.665.2013 FAX www.cozen.com

**COMPENSATION BY PROFESSIONAL
MAY 9, 2010 THROUGH AUGUST 8, 2010**

Professionals Totals:	Blended Rate	Total Hours Billed	Total Compensation
Members and Of Counsel	690.67	160.4	110,783.00
Paralegals/Library	233.98	4.4	1,029.50
Total Fees	678.47	164.8	111,812.50

**COMPENSATION BY PROJECT CATEGORY
MAY 9, 2010 THROUGH AUGUST 8, 2010**

Category Code	Project Category	Hours	Total Compensation
BKE103	Meetings	4.50	3,262.50
BKE111	General Corporate	13.20	8,408.50
BKE113	Employee Issues	15.60	9,208.00
BKE115	Tax Issues	127.40	89,970.00
BKE119	Cozen Fee Application	4.10	963.50
		164.8	111,812.50

Federal Tax ID: 23-1732832

Total Amount due upon receipt of bill

EXHIBIT "A"

DEBTOR: ADVANTA MORTGAGE CORP. U.S.A.



A PROFESSIONAL CORPORATION

1900 MARKET STREET PHILADELPHIA, PA 19103-3508 215.665.2000 800.523.2900 215.665.2013 FAX www.cozen.com

September 21, 2010

Advanta Mortgage Corp. U.S.A.
P.O. Box 918
Welsh & McKean Roads
Springhouse, PA 19477

Claim Rep.:
Our File No.: 12130.0001.000

Fees for Professional Services 05/09/10-08/08/10:	\$ 28,097.50
Total Amount of Invoice No: 708055	<u>\$ 28,097.50</u>

Total Amount due upon receipt of bill

12130.0001.000 Advanta Mortgage Corp USA
255268.000 AMCUSA - Gilmor Class Action

Date	Initials	Task Code	Description	Hours
06/08/10	JLM	BKE116	Review correspondence from bankruptcy counsel re: calculations	.50
06/09/10	JLM	BKE116	Analysis of plaintiffs' POC claim and AMCUSA's data	2.80
06/10/10	JLM	BKE116	Further analysis of plaintiffs' claim and AMCUSA's data	2.60
06/11/10	JLM	BKE116	Correspondence re: plaintiffs' calculation of interest payments	.30
06/18/10	KGR	BKE116	Emails with Weil	.20
06/24/10	JLM	BKE116	Conference call re: POC and potential settlement strategy	.50
07/06/10	KGR	BKE116	Review of documents filed by Gilmor et al.	1.00
07/12/10	JLM	BKE116	Analysis of POC and supporting exhibits	3.30
07/13/10	JLM	BKE116	Review and analysis of POC and supporting evidence	6.60
07/14/10	JLM	BKE116	Further analysis of POC and supporting documentation and prepare analysis	2.90
07/15/10	JLM	BKE116	Further analysis of POCs	2.70
07/22/10	JLM	BKE116	Further analysis of evidence of Advanta's fees vs. fees claimed in plaintiffs' POC	1.80
07/23/10	JLM	BKE116	Further analysis of plaintiffs' POC (2.0); t/c with K. Roberts re overview of findings and discussing next steps (.3)	2.30
07/26/10	JLM	BKE116	Review and revise POC analysis (2.4); draft summary of findings re: POC review (2.3)	4.70
07/27/10	JLM	BKE116	Revise summary of findings	1.80
07/29/10	JLM	BKE116	Review memo re: POC analysis for conference call (.2); reschedule call (.1)	.30
07/30/10	JLM	BKE116	Review POC analysis and discuss next steps (2.0); analyze legal issues re: bases of plaintiffs claims (2.0); organize research questions (.7)	4.70

Total Hours Billed: 39.00

Time And Fee Summary

Timekeeper	Rate	Hours	Fees
Roberts, K.	625.00	1.20 \$	750.00
Mandell, J.	455.00	37.80	17,199.00
Totals:		<u><u>39.00 \$</u></u>	<u><u>17,949.00</u></u>

Total for Matter 255268.000: \$ 17,949.00

ACTIVITY RECAP

Litigation/Adversary Proceedings	BKE116	39.00
		39.00

12130.0001.000 Advanta Mortgage Corp USA
255271.000 AMCUSA-Baker Class Action

Date	Initials	Task Code	Description	Hours
06/01/10	KGR	BKE116	Email from J. Dubow (.2); review of documents (.6)	.80
06/02/10	KGR	BKE116	Review of files (1.0); email to Weil (.2)	1.20
06/04/10	KGR	BKE116	Emails and telephone conference with Weil	.40
06/07/10	KGR	BKE116	Review of documents (.6); discuss POC issues with J. Mandell (.2)	.80
06/08/10	KGR	BKE116	Discuss POC issues with J. Mandell	.40
06/09/10	JLM	BKE116	Analysis of plaintiffs' POC claim and AMCUSA's data	1.70
06/14/10	KGR	BKE116	Emails with Weil (.2); review of documents (1.0)	1.20
06/22/10	KGR	BKE116	Emails with Weil	.20
06/24/10	KGR	BKE116	Telephone conference with Weil, J. Dubow	.20
06/28/10	KGR	BKE116	Emails with Weil	.20
06/30/10	KGR	BKE116	Discuss litigation strategy with J. Mandell (.3); emails with Weil (.1)	.40
07/06/10	KGR	BKE116	Review of documents filed by Baker et al.	1.00
07/12/10	KGR	BKE116	Review of proofs of claim and underlying documents	1.60
07/23/10	KGR	BKE116	Review of documents (.6); telephone conference with J. Mandell (.2)	.80
07/26/10	KGR	BKE116	Discuss litigation strategy with J. Mandell (.2); review of documents (.5)	.70
07/27/10	KGR	BKE116	Memo re: proofs of claim (1.0); discuss litigation strategy with J. Mandell (.3)	1.30
07/28/10	KGR	BKE116	Memo re: proofs of claim (1.0); discuss litigation strategy with J. Mandell (.2)	1.20
07/29/10	KGR	BKE116	Analysis of proofs of claim and legal issues	1.80
07/30/10	KGR	BKE116	Discuss litigation strategy with J. Mandell and analysis of legal issues	.80

Total Hours Billed: 16.70

Time And Fee Summary

Timekeeper	Rate	Hours	Fees
Roberts, K.	625.00	15.00 \$	9,375.00
Mandell, J.	455.00	1.70	773.50
Totals:		<u>16.70 \$</u>	<u>10,148.50</u>

Total for Matter 255271.000: \$ 10,148.50

ACTIVITY RECAP

Litigation/Adversary Proceedings	BKE116	16.70
		16.70

Total all Matters: \$ 28,097.50



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**COMPENSATION BY PROFESSIONAL
MAY 9, 2010 THROUGH AUGUST 8, 2010**

Name of Professional—Members and of Counsel:	Department and Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation
K. G. Roberts	Commercial Litigation – 1982	625.00	16.2	10,125.00
Total Partners and Of Counsel		625.00	16.2	10,125.00

**COMPENSATION BY PROFESSIONAL
MAY 9, 2010 THROUGH AUGUST 8, 2010**

Name of Professional—Associates:	Department and Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation
J. Mandell	Commercial Litigation – 1998	455.00	39.5	17,972.50
Total Associates		455.00	39.5	17,972.50

Federal Tax ID: 23-1732832

Total Amount due upon receipt of bill



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**COMPENSATION BY PROFESSIONAL
MAY 9, 2010 THROUGH AUGUST 8, 2010**

Professionals Totals:	Blended Rate	Total Hours Billed	Total Compensation
Members and Of Counsel	625.00	16.2	10,125.00
Associates	455.00	39.5	17,972.50
Total Fees	504.44	55.7	28,097.50

**COMPENSATION BY PROJECT CATEGORY
MAY 9, 2010 THROUGH AUGUST 8, 2010**

Category Code	Project Category	Hours	Total Compensation
BKE116	Litigation/Adversary Proceedings	55.7	28,097.50
		55.7	28,097.50

Federal Tax ID: 23-1732832

Total Amount due upon receipt of bill

EXHIBIT "B"



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EXPENSE SUMMARY FOR THE PERIOD
MAY 9, 2010 THROUGH AUGUST 8, 2010

EXPENSES	AMOUNTS
Search Fees – Library	4.96
Duplicating	22.30
Long Distance Telephone	78.72
Online Research	1,145.40
Travel Related Expenses	277.00
TOTAL EXPENSES	1,528.38

Federal Tax ID: 23-1732832

Total Amount due upon receipt of bill

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost In
05/11/2010	4518	Arthur A. Zatz	62	1.00	0.25	0.25	Duplicating 1 copies 05/11	14766
09/21/2010		Invoice=708183		1.00	0.10	0.10		
05/12/2010	4556	Charles G. Kopp	A191	1.00	4.96	4.96	Pacer fees 04/07/10, CO0538	14766
09/21/2010		Invoice=708183		1.00	4.96	4.96		
		Voucher=1056564 Paid					Vendor=Pacer Service Center (public Access To C Balance=	
05/17/2010	4490	Thomas J. Gallagher	87	1.00	7.04	7.04	Long distance telephone 1 call 05/17	14790
09/21/2010		Invoice=708183		1.00	7.04	7.04		
05/18/2010	4490	Thomas J. Gallagher	87	1.00	14.08	14.08	Long distance telephone 1 call 05/18	14796
09/21/2010		Invoice=708183		1.00	14.08	14.08		
05/20/2010	4490	Thomas J. Gallagher	X41	1.00	117.00	117.00	Rail Fare, 21 May 2010, Thomas J. Gallagher,	14823
09/21/2010		Invoice=708183		1.00	117.00	117.00	William A. Rosoff From Advanta Corp., Client	
		Voucher=1059051 Paid					Vendor=Thomas J. Gallagher Balance= .00 Amount= 6.00	
05/21/2010	4490	Thomas J. Gallagher	X41	1.00	6.00	6.00	Taxi, 21 May 2010, Thomas J. Gallagher, Will	14823
09/21/2010		Invoice=708183		1.00	6.00	6.00	A. Rosoff From Advanta Corp., Client Meeting,	
		Voucher=1059051 Paid					Vendor=Thomas J. Gallagher Balance= .00 Amount= 6.00	
05/21/2010	4490	Thomas J. Gallagher	X41	1.00	8.00	8.00	Public Transportation, Thomas J. Gallagher,	14823
09/21/2010		Invoice=708183		1.00	8.00	8.00	William A. Rosoff From Advanta Corp., Billable,	
		Voucher=1059051 Paid					Vendor=Thomas J. Gallagher Balance= .00 Amount= 6.00	
05/21/2010	4490	Thomas J. Gallagher	X41	1.00	146.00	146.00	Rail Fare, 21 May 2010, Thomas J. Gallagher,	14823
09/21/2010		Invoice=708183		1.00	146.00	146.00	William A. Rosoff From Advanta Corp., Client	
		Voucher=1059051 Paid					Vendor=Thomas J. Gallagher Balance= .00 Amount= 6.00	
06/10/2010	1757	Jay A. Dorsch	87	1.00	31.36	31.36	Long distance telephone 1 call 06/10	15582
09/21/2010		Invoice=708183		1.00	31.36	31.36		
06/15/2010	4556	Charles G. Kopp	131	1.00	132.00	132.00	Westlaw Research GALLAGHER, THOMAS J 06/15/2010	15850
09/21/2010		Invoice=708183		1.00	132.00	132.00		
06/15/2010	4556	Charles G. Kopp	130	1.00	7.50	7.50	Lexis research GALLAGHER, THOMAS J 06/15/2010	15851
09/21/2010		Invoice=708183		1.00	7.50	7.50		
06/15/2010	4556	Charles G. Kopp	130	1.00	428.00	428.00	Lexis research GALLAGHER, THOMAS J 06/15/2010	15851
09/21/2010		Invoice=708183		1.00	428.00	428.00		
06/20/2010	4556	Charles G. Kopp	131	1.00	66.00	66.00	Westlaw Research GALLAGHER, THOMAS J 06/20/2010	15850
09/21/2010		Invoice=708183		1.00	66.00	66.00		
06/21/2010	4556	Charles G. Kopp	130	1.00	123.60	123.60	Lexis research GALLAGHER, THOMAS J 06/21/2010	15851
09/21/2010		Invoice=708183		1.00	123.60	123.60		
06/21/2010	4556	Charles G. Kopp	130	1.00	268.80	268.80	Lexis research GALLAGHER, THOMAS J 06/21/2010	15851
09/21/2010		Invoice=708183		1.00	268.80	268.80		
06/21/2010	4556	Charles G. Kopp	130	1.00	12.50	12.50	Lexis research GALLAGHER, THOMAS J 06/21/2010	15851
09/21/2010		Invoice=708183		1.00	12.50	12.50		
06/21/2010	4556	Charles G. Kopp	130	1.00	107.00	107.00	Lexis research GALLAGHER, THOMAS J 06/21/2010	15851
09/21/2010		Invoice=708183		1.00	107.00	107.00		
06/22/2010	1757	Jay A. Dorsch	87	1.00	3.84	3.84	Long distance telephone 1 call 06/22	15726
09/21/2010		Invoice=708183		1.00	3.84	3.84		
06/22/2010	4490	Thomas J. Gallagher	87	1.00	2.56	2.56	Long distance telephone 1 call 06/22	15726
09/21/2010		Invoice=708183		1.00	2.56	2.56		
06/22/2010	1757	Jay A. Dorsch	87	1.00	5.12	5.12	Long distance telephone 1 call 06/22	15726
09/21/2010		Invoice=708183		1.00	5.12	5.12		
06/22/2010	4490	Thomas J. Gallagher	87	1.00	0.64	0.64	Long distance telephone 1 call 06/22	15726
09/21/2010		Invoice=708183		1.00	0.64	0.64		
06/22/2010	4490	Thomas J. Gallagher	62	31.00	0.25	7.75	Duplicating 31 copies 06/22	15727
09/21/2010		Invoice=708183		31.00	0.10	3.10		
06/22/2010	4490	Thomas J. Gallagher	62	33.00	0.25	8.25	Duplicating 33 copies 06/22	15727
09/21/2010		Invoice=708183		33.00	0.10	3.30		

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost In
06/22/2010	4490	Thomas J. Gallagher	62	43.00	0.25	10.75	Duplicating 43 copies 06/22	15727
09/21/2010		Invoice=708183		43.00	0.10	4.30		
06/22/2010	4490	Thomas J. Gallagher	62	4.00	0.25	1.00	Duplicating 4 copies 06/22	15727
09/21/2010		Invoice=708183		4.00	0.10	0.40		
06/22/2010	4490	Thomas J. Gallagher	62	31.00	0.25	7.75	Duplicating 31 copies 06/22	15731
09/21/2010		Invoice=708183		31.00	0.10	3.10		
06/22/2010	4490	Thomas J. Gallagher	62	33.00	0.25	8.25	Duplicating 33 copies 06/22	15731
09/21/2010		Invoice=708183		33.00	0.10	3.30		
06/22/2010	4490	Thomas J. Gallagher	62	43.00	0.25	10.75	Duplicating 43 copies 06/22	15731
09/21/2010		Invoice=708183		43.00	0.10	4.30		
06/22/2010	4490	Thomas J. Gallagher	62	4.00	0.25	1.00	Duplicating 4 copies 06/22	15731
09/21/2010		Invoice=708183		4.00	0.10	0.40		
06/23/2010	1757	Jay A. Dorsch	87	1.00	7.04	7.04	Long distance telephone 1 call 06/23	15730
09/21/2010		Invoice=708183		1.00	7.04	7.04		
06/23/2010	4490	Thomas J. Gallagher	87	1.00	3.84	3.84	Long distance telephone 1 call 06/23	15731
09/21/2010		Invoice=708183		1.00	3.84	3.84		
06/24/2010	1757	Jay A. Dorsch	87	1.00	0.64	0.64	Long distance telephone 1 call 06/24	15735
09/21/2010		Invoice=708183		1.00	0.64	0.64		
06/28/2010	4490	Thomas J. Gallagher	87	1.00	2.56	2.56	Long distance telephone 1 call 06/28	15748
09/21/2010		Invoice=708183		1.00	2.56	2.56		
		BILLED TOTALS: WORK:				1,561.83	33 records	
		BILLED TOTALS: BILL:				1,528.38		
		GRAND TOTAL: WORK:				1,561.83	33 records	
		GRAND TOTAL: BILL:				1,528.38		