

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

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

**FEE AUDITOR’S COMBINED FINAL REPORT REGARDING
THOSE FEE APPLICATIONS WITH *DE MINIMIS* OR NO FEE OR EXPENSE
ISSUES FOR THE THIRD INTERIM PERIOD**

This is the final report of Warren H. Smith & Associates, P.C., acting in its capacity as fee auditor in the above-captioned bankruptcy proceedings, regarding all the Interim Fee Applications of those firms for which we have *de minimis*¹ or no fee or expense issues for the Third Interim Period (collectively referred to hereafter as the “Applications”).²

BACKGROUND

1. Cozen O’Connor was retained as an ordinary course professional to provide legal services to the Debtors. Cozen O’Connor seeks approval of fees totaling \$139,910.00³ and expenses totaling \$1,528.38 for its services for the period from May 9, 2010 through August 8, 2010.⁴

¹For purposes of this report, applications with *de minimis* issues are those for which: (1) our recommended reductions total less than \$250, and (2) the applicant has agreed to our recommended reductions.

²The Third Interim Period encompasses the period of August 1, 2010 through November 30, 2010 (the “Application Period”). Each Application covers the Application Period unless otherwise indicated.

³Cozen O’Connor has attributed \$111,812.50 of its fee request to Debtor Advanta Corp., and \$28,097.50 of its fee request to Debtor AMCUSA.

⁴We note that the Debtors were authorized to retain Cozen O’Connor as an ordinary course professional in accordance with the Order Pursuant to Sections 105(a), 327, 328, and 330 of the Bankruptcy Code Implementing Certain Procedures to Retain, Compensate, and Reimburse Ordinary

2. Drinker Biddle & Reath LLP (“Drinker Biddle”) was retained as Delaware counsel to the Official Committee of Unsecured Creditors. Drinker Biddle seeks approval of fees totaling \$124,356.50 and expenses totaling \$2,088.15 for its services during the Application Period.

3. In conducting this audit and reaching the conclusions and recommendations contained herein, we reviewed in detail the Application in its entirety, including each of the time and expense entries included in the exhibits to the Application, for compliance with Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2011, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, Issued January 30, 1996 (the “U.S. Trustee Guidelines”), as well as for consistency with precedent established in the United States Bankruptcy Court for the District of Delaware, the United States District Court for the District of Delaware, and the Third Circuit Court of Appeals.

DISCUSSION

4. We have no objections to or issues with, any of the Applications.

CONCLUSION

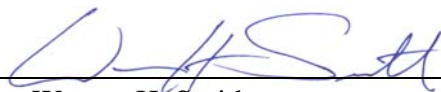
5. In summary, for the Application Period, we recommend approval of the following fees and expenses for these Applicants:

Course Professionals (the “OCP Order”) (Docket No. 105) entered herein on December 3, 2009. The OCP Order sets a quarterly cap of \$75,000.00 (inclusive of fees and expenses) for each three-month period starting from the first full month following the commencement of the case (the “Quarterly Cap”). The OCP Order provides that in the event 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. We note that Cozen O’Connor’s fees and expenses for the Application Period exceed the \$75,000.00 cap by \$64,910.00 and therefore require Court approval.

- a. Cozen O'Connor - \$139,910.00 in fees and \$1,528.38 in expenses for the period of May 9, 2010 through August 8, 2010; and
- b. Drinker Biddle - \$124,356.50 in fees and \$2,086.15 in expenses (\$2,088.15 minus \$2.00⁵).

Respectfully submitted,

WARREN H. SMITH & ASSOCIATES, P.C.

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FEE AUDITOR

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document has been served by First Class United States mail to the attached service list on this 2nd day of May, 2011.


Warren H. Smith

⁵This reduction is for a \$2.00 mathematical error in Drinker Biddle's expense request, to which reduction Drinker Biddle has agreed.

SERVICE LIST
Notice Parties

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