

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

In re: ADVANTA CORP, <i>et al.</i> , Debtors.	X : : : : : X	Chapter 11 Case No. 09-13931 (KJC) (Jointly Administered)
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Hearing Date: February 4, 2010 at 11:00 a.m.
Objection Deadline: January 8, 2010 at 4:00 p.m.

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS TO EMPLOY DRINKER BIDDLE & REATH LLP,
NUNC PRO TUNC TO NOVEMBER 23, 2009, AS DELAWARE COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS PURSUANT
TO 11 U.S.C. §§ 1103(a) AND 328(a) AND FED.R.BANKR.P. 2014**

The Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Advanta Corporation and its affiliated debtors and debtors in possession in these Chapter 11 cases (collectively, “Advanta” or the “Debtors”) herein submits this Application for the Entry of an Order Pursuant to 11 U.S.C. §§ 327(a), 330 and 1103(a) and Federal Rules of Bankruptcy Procedure 2014, 2016 and 5002 (the “Bankruptcy Rules”) Authorizing the Retention and Employment of Drinker Biddle & Reath LLP (“Drinker Biddle”), *nunc pro tunc* to November 23, 2009, as Delaware counsel to the Creditors’ Committee (the “Application”) in the above-captioned jointly administered Chapter 11 cases. In support of this Application, the Creditors’ Committee respectfully represents as follows:

BACKGROUND

1. On November 8, 2009 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the

Bankruptcy Code. By Order of this Court, the Debtors' cases are being jointly administered pursuant to Rule 1015 of the Bankruptcy Rules.

2. On November 19, 2009, the United States Trustee appointed the Creditors' Committee, which currently consists of the following five (5) members: (i) Bank of New York Mellon, indenture trustee; (ii) Stonehill Capital Management, LLC; (iii) DVL Incorporated; (iv) Brandywine Operating Partnership; and (v) Law Debenture Trust Company of New York, indenture trustee. The Creditors' Committee selected Stonehill as its chair. Shortly thereafter, the Creditors' Committee selected and retained, subject to this Court's approval, Drinker Biddle as its Delaware counsel.

3. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. The statutory predicates for the relief sought herein are sections 327(a), 330 and 1103(a) of the Bankruptcy Code, as supplemented by Rules 2014, 2016 and 5002 of the Bankruptcy Rules.

4. By way of this Application, the Creditors' Committee seeks authority to retain and employ Drinker Biddle to act as its Delaware counsel during these Chapter 11 cases, pursuant to sections 327(a), 330 and 1103(a) of the Bankruptcy Code, effective, *nunc pro tunc* to November 23, 2009.

QUALIFICATIONS

5. Drinker Biddle is a national law firm with its principal office located at One Logan Square, 18th and Cherry Streets, Philadelphia, Pennsylvania 19103. Drinker Biddle also has offices in Wilmington, Delaware; Florham Park, New Jersey; New York, New York; Washington, D.C.; Berwyn, Pennsylvania; Princeton, New Jersey; San Francisco, California; Los Angeles, California and Chicago, Illinois.

6. The Creditors' Committee has selected Drinker Biddle as its Delaware counsel because of the firm's extensive experience in and knowledge of business reorganizations under Chapter 11 of the Bankruptcy Code and its familiarity with Delaware practice and customs. The Creditors' Committee believes that Drinker Biddle is both well qualified and uniquely suited to serve as counsel in these Chapter 11 cases due to its representation over the years of creditors' committees in other national cases, many of which were filed in Delaware.

SERVICES TO BE RENDERED

7. The Creditors' Committee respectfully submits that it will be necessary to employ and retain Drinker Biddle to render professional services for the Creditors' Committee including, but not limited to, the following, under the direction of the Creditors' Committee:

- a. advising the Creditors' Committee with respect to its rights, powers, and duties in these cases;
- b. assisting and advising the Creditors' Committee in its consultations with the Debtors relative to the administration of these cases including the proposed sale of the Debtors' businesses as a going concern;
- c. assisting the Creditors' Committee in analyzing the claims of creditors and in negotiating with such creditors;
- d. assisting the Creditors' Committee with its investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors and of the operation of the Debtors' businesses in order to maximize the value of the Debtors' assets for the benefit of all creditors;
- e. assisting the Creditors' Committee in its analysis of, and negotiations with the Debtors or any third party concerning matters related to, among other things, the terms of a plan of reorganization or plan orderly liquidation;
- f. assisting and advising the Creditors' Committee with respect to any communications with the general creditor body regarding significant matters in these cases;
- g. commencing and prosecuting necessary and appropriate actions and/or proceedings on behalf of the Creditors' Committee;

- h. reviewing, analyzing or preparing, on behalf of the Creditors' Committee, all necessary applications, motions, answers, orders, reports, schedules, pleadings and other documents;
- i. representing the Creditors' Committee at all hearings and other proceedings;
- j. conferring with other professional advisors retained by the Creditors' Committee in providing advice to the members of the Creditors' Committee; and
- k. performing all other necessary legal services in these cases as may be requested by the Creditors' Committee in these Chapter 11 proceedings.

DISCLOSURES

8. To the best of the Creditors' Committee's knowledge, the partners, counsel and associates of Drinker Biddle do not have any connection with the Debtors, their creditors or other parties in interest, their respective attorneys, accountants or financial advisors, the United States Trustee, or any person employed in the office of the United States Trustee, except as set forth in the Affidavit of Robert K. Malone (the "Malone Affidavit"), attached hereto as **Exhibit "A"**.

9. To the best of the Creditors' Committee's knowledge, except as set forth in the Malone Affidavit, the partners, counsel and associates of Drinker Biddle do not represent or hold any interest adverse to the interest of the estates with respect to the matter for which it will be employed.

10. To the best of the Creditors' Committee's knowledge, the partners, counsel and associates of Drinker Biddle are "disinterested" persons, as defined in 11 U.S.C. § 101(14).

11. To the best of the Creditors' Committee's knowledge, except as set forth in the Malone Affidavit, the partners, counsel and associates of Drinker Biddle do not represent any other entity having an interest adverse to the interests represented by the Creditors' Committee in connection with these cases.

COMPENSATION

12. The Creditors' Committee is satisfied that Drinker Biddle is qualified to represent it in these cases in a cost-effective, efficient and timely manner and that its employment will be in the best interest of the Creditors' Committee and the estates.

13. Section 327(a) of the Bankruptcy Code authorizes the employment of a professional person on any reasonable terms and conditions of employment, including on an hourly basis.

14. Subject to this Court's approval and in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, the local rules and orders of this Court, the Creditors' Committee understands that Drinker Biddle will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in cases of this type in effect on the date such services are rendered and for its actual, reasonable and necessary out-of-pocket disbursements incurred in connection therewith, as set forth in the Malone Affidavit. Attorneys and paraprofessionals in Drinker Biddle offices bill their time in one-tenth increments and the current range of hourly rates is:

- | | | |
|----|---------------------|--------------|
| a. | Partners: | \$ 415 – 675 |
| b. | Counsel/Associates: | \$ 225 - 495 |
| c. | Paraprofessionals: | \$ 85 - 230 |

The Creditors' Committee is informed and understands that Drinker Biddle standard hourly rates are periodically adjusted by the firm.

15. Drinker Biddle intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the applicable Bankruptcy Rules, and the local rules and orders of this Court. Drinker Biddle

will seek compensation in compliance with the above rules, on an hourly basis, plus reimbursement of actual and necessary expenses incurred by Drinker Biddle.

16. In connection with the reimbursement of actual and necessary expenses, the Creditors' Committee has been informed that it is the policy of Drinker Biddle to charge all of its clients in all areas of practice for expenses incurred in connection with clients' cases. The expenses charged to Drinker Biddle's clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special and or hand delivery charges, document word processing charges, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses. The Creditors' Committee has been informed that Drinker Biddle believes it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. The Creditors' Committee has been assured that Drinker Biddle will charge the Creditors' Committee for these expenses in a manner at rates consistent with charges made to Drinker Biddle's other clients.

17. Drinker Biddle has not received any payment in respect of professional services and ancillary charges relating to these cases. No promises have been received by Drinker Biddle or any partner or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules and orders of this Court. Drinker Biddle has no agreement with any other entity to share with such entity any compensation received by the firm in connection with these Chapter 11 cases.

RELIEF REQUESTED AND REASONS THEREFOR

18. Based upon the foregoing, the Creditors' Committee respectfully seeks the entry of an Order authorizing the employment of Drinker Biddle as its Delaware counsel for the Creditors' Committee, *nunc pro tunc* to November 23, 2009, on an hourly-rate basis, plus properly reimbursable expenses and out-of-pocket costs as an expense of administration and/or in accordance with any order of this Court, subject to Court approval.

BASIS FOR RELIEF REQUESTED

19. To assist the Creditors' Committee with its statutory rights and duties under section 1103(c) of the Bankruptcy Code, a committee may retain counsel. See 11 U.S.C. §§ 1103(a) and 328(a). Specifically, section 1103(a) of the Bankruptcy Code provides, in relevant part, that "[a]t a scheduled meeting of a committee appointed under section 1102 of this title, at which a majority of the members of such committee are present, and the court's approval, such committee may select and authorize the employment of such committee of one or more attorneys ... to represent the committee." 11 U.S.C. § 1103(a).

20. Section 328(a) of the Bankruptcy Code provides, in relevant part, that "a committee appointed under section 1102 of this title, with the court's approval, may employ or authorize the employment of a professional person under section ... 1103 of this title, ... on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, or on a contingency fee." 11 U.S.C. § 328(a).

21. Since the formation meeting in these cases, Drinker Biddle has been diligently working with the Creditors' Committee to respond to pending motions. Moreover, the time necessary to obtain the names for, and review the results of, a comprehensive conflicts check takes a significant amount of time in a case, such as the Debtors', with a relatively large number

of creditors and other parties in interest. Therefore, the Creditors' Committee requests that this Court approve this Application as of November 23, 2009, in order to compensate Drinker Biddle for work performed prior to the prompt submission of this Application to the Court. See e.g., In re United Financial Corp., 241 B.R. 521, 526 (Bankr. D. Del. 1999) ("In fact, the United States Trustee recognizes that in large chapter 11 cases, given the press of urgent matters to be determined in the early days of the chapter 11 proceeding, the preparation and filing of retention applications for all professionals may be delayed. If such applications are filed within 30 days of the petition date, therefore, the United States Trustee will, not ordinarily object."); cf. F/S Airlese II, Inc. v. Simon (In re F/S Airlese II, Inc.), 844 F.2d 99, 103 (3d Cir. 1988) (not approving application *nunc pro tunc* where counsel delayed for seven months before filing employment application).

NOTICE

22. Pursuant to Del. Bankr. L.R. 2014(b), 9013-1, and 2002-1(b) Drinker Biddle has provided notice of this Application to: (i) the Office of the United States Trustee for Region Three; (ii) Members of the Creditors' Committee; (iii) counsel for the Debtors; and (iv) all parties who have formally requested notice in these proceedings electronically via the Courts' CM/ECF system or by first class mail, postage pre-paid. The Creditors' Committee respectfully submits that no further notice is necessary or required.

WHEREFORE, the Creditors' Committee respectfully requests that the Court enter an order approving and authorizing its selection of Drinker Biddle, as Delaware counsel to the Creditors' Committee in these cases, effective *nunc pro tunc* to November 23, 2009 and granting such other and further relief as the Court deems just and proper.

Dated: December 21, 2009
Wilmington, Delaware

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF ADVANTA CORP, ET AL.**

By: Stonehill Capital Management, LLC

By: /s/ Michael Stern
Name: Michael Stern
Date: December 21, 2009

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

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

Hearing Date: February 4, 2010 at 11:00 a.m.
Objection Deadline: January 11, 2010 at 4:00 p.m.

**NOTICE OF APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS TO EMPLOY DRINKER BIDDLE & REATH LLP,
NUNC PRO TUNC TO NOVEMBER 23, 2009, AS DELAWARE COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS PURSUANT
TO 11 U.S.C. §§ 1103(a) AND 328(a) AND FED.R.BANKR.P. 2014**

TO: THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; COUNSEL TO THE DEBTORS; AND ALL PARTIES THAT HAVE REQUESTED NOTICE PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2002.

Proposed Delaware Counsel for the Official Committee of Unsecured Creditors has filed the ***APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO EMPLOY DRINKER BIDDLE & REATH LLP, NUNC PRO TUNC TO NOVEMBER 23, 2009, AS DELAWARE COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS PURSUANT TO 11 U.S.C. §§ 1103(a) AND 328(a) AND FED.R.BANKR.P. 2014*** (the "Application").

Responses to the Application, if any, must be filed on or before **4:00 p.m. (E.T.) January 11, 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 upon the undersigned counsel so that the response is received on or before the Objection Deadline.

A HEARING ON THE APPLICATION WILL BE HELD ON **FEBRUARY 4, 2010 AT 11:00 A.M. (E.T.)**, BEFORE THE HONORABLE KEVIN J. CAREY, UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5th FLOOR, WILMINGTON, DELAWARE 19801.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: December 21, 2009
Wilmington, Delaware

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Andrew C. Kassner (DE 4507)
Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

- and -

Robert K. Malone (*pro hac vice*)
500 Campus Drive
Florham Park, NJ 07932-1047
Telephone: (973) 360-1100
Facsimile: (973) 360-9831

Proposed Counsel for the Official
Committee of Unsecured Creditors

EXHIBIT A

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

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

**AFFIDAVIT OF ROBERT K. MALONE PURSUANT TO 11 U.S.C. §§ 327(a), 330
AND 1103(a) AND FED. R. BANKR. P. 2014, 2016 AND 5002 IN SUPPORT OF THE
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF DRINKER BIDDLE & REATH LLP *NUNC PRO TUNC*
TO NOVEMBER 23, 2009 AS COUNSEL TO THE CREDITORS' COMMITTEE**

STATE OF NEW JERSEY)
) SS.
COUNTY OF MORRIS)

ROBERT K. MALONE, of full age, being duly sworn, according to law, deposes and states the following:

1. I am an attorney at law of the State of New Jersey and I am admitted to practice before the United States District Courts for the District of New Jersey, the Eastern and Southern Districts of New York. I am a partner in the law firm of Drinker Biddle & Reath LLP, a Delaware Limited Liability Partnership ("Drinker Biddle"), which maintains an office at 500 Campus Drive, Florham Park, New Jersey 07932-1047. Drinker Biddle also maintains offices in Wilmington, Delaware; Philadelphia, Pennsylvania; Berwyn, Pennsylvania; Princeton, New Jersey; Washington, D.C.; New York, New York; San Francisco, California; Los Angeles, California and Chicago, Illinois.

2. I submit this Affidavit in support of the application for order pursuant to sections 327(a), 330 and 1103(a) of Title 11 of the United States Code (the "Bankruptcy Code") and Federal Rules of Bankruptcy Procedure 2014, 2016 and 5002 (the "Bankruptcy Rules")

authorizing the retention and employment of Drinker Biddle as counsel to the Official Committee of Unsecured Creditors (the "Creditors' Committee") of Advanta Corporation and its affiliated debtors and debtors in possession in these Chapter 11 cases (collectively, "Advanta" or the "Debtors") effective as of November 23, 2009.

SERVICES TO BE RENDERED

3. Drinker Biddle has agreed to render professional services for the Creditors' Committee including, but not limited to, the following, under the direction of the Creditors' Committee:

- a. advise the Creditors' Committee with respect to its rights, powers, and duties in these cases;
- b. assist and advise the Creditors' Committee in its consultations with the Debtors relative to the administration of these cases including the sale of the Debtors' businesses as a going concern;
- c. assist the Creditors' Committee in analyzing the claims of creditors and in negotiating with such creditors;
- d. assist the Creditors' Committee with its investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors and of the operation of the Debtors' businesses in order to maximize the value of the Debtors' assets for the benefit of all creditors;
- e. assist the Creditors' Committee in its analysis of, and negotiations with the Debtors or any third party concerning matters related to, among other things, the terms of a plan of reorganization or plan of orderly liquidation;
- f. assist and advise the Creditors' Committee with respect to any communications with the general creditor body regarding significant matters in these cases;
- g. commence and prosecute necessary and appropriate actions and/or proceedings on behalf of the Creditors' Committee;
- h. review, analyze or prepare, on behalf of the Creditors' Committee, all necessary applications, motions, answers, orders, reports, schedules, pleadings and other documents;

- i. represent the Creditors' Committee at all hearings and other proceedings;
- j. confer with other professional advisors retained by the Creditors' Committee in providing advice to the Members of the Creditors' Committee;
- k. to perform all other necessary legal services in these cases as may be requested by the Creditors' Committee in these Chapter 11 proceedings.

4. Neither I, Drinker Biddle, nor any partner, counsel, or associate of Drinker Biddle, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or any other party in interest, their respective attorneys, accountants or financial advisors, the United States Trustee, or any person employed in the office of the United States Trustee, except as hereinafter set forth.

5. Neither I, Drinker Biddle, nor any partner, counsel or associate of Drinker Biddle, insofar as I have been able to ascertain, holds or represents any interest adverse to the Creditors' Committee in the matters upon which Drinker Biddle is to be engaged.

6. Drinker Biddle is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code and modified by section 1107(b) of the Bankruptcy Code. To the best of my knowledge Drinker Biddle, its partners, associates and counsel:

- a. are not creditors, insiders of the Debtors or equity security holders of the Debtors;
- b. are not and were not investment bankers for any outstanding securities of the Debtors;
- c. have not been, within three years before the date of the filing of the Debtors' Chapter 11 petitions:
 - (1) investment bankers for a security of the Debtors, or
 - (2) an attorney for such an investment banker in connection with the offer, sale or issuance of a security of the Debtors;

- d. are not and were not, within two years before the date of the filing of the Debtors' Chapter 11 petition, a director, officer, or employee of the Debtors or of any investment banker as specified in subparagraphs b or c of this paragraph; and
- e. do not have an interest materially adverse to the interest of the estates or any class of equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtors or any investment banker specified in subparagraph (b) or (c) of this paragraph, or for any other reason.

7. Drinker Biddle maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflict check system maintained by Drinker Biddle is designed to include, among other things, (i) every matter for which the firm is now or has been engaged; (ii) the entity by which the firm is now or has been engaged; (iii) the identity of related parties; (iv) the identity of adverse parties; and (v) the attorney in the firm that is knowledgeable about the matter. It is the policy of Drinker Biddle that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter and related and adverse parties. The information is thereafter circulated to all attorneys for their review. Following receipt of the conflict check results, the partner opening the file must review the conflict check and, if there are any potential conflicts, provide a brief description of how the potential conflict was resolved and return the conflict check to the Intake Committee for approval. As part of this process, the database is regularly updated for every new matter undertaken by Drinker Biddle. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

8. The conflict check indicated that Drinker Biddle does not represent any of entities described in the Debtors' filings in any matters related to the Debtors or these Chapter 11 cases. I am currently unaware of any Drinker Biddle relationship with the entities described in the Debtors' filings in these cases.

9. Due to the fact that Drinker Biddle is a large firm with a national practice, it may have rendered services or had business associations with some of the Debtors' creditors, equity holders, affiliates, other parties in interest, or their respective attorneys and accountants and other professionals in the ordinary course of Drinker Biddle's professional practice. However, none of these services have been in connection with these cases. Also, Drinker Biddle is unable to state with certainty that every client relationship or other connection has been disclosed. In this regard, in the event Drinker Biddle discovers additional information that it determines requires disclosure, it will promptly file a supplemental disclosure with the Court.

COMPENSATION

10. As of the date of this Affidavit, Drinker Biddle has received no compensation for its work related to the representation of the Creditors' Committee.

11. Subject to this Court's approval and in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules and Orders of the Court, Drinker Biddle will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in cases of this type in effect on the date such services are rendered and for its actual, reasonable and necessary out-of-pocket disbursements incurred in connection therewith, as set forth in the Affidavit. Attorneys and paraprofessionals in Drinker Biddle's offices bill their time in one-tenth increments and the current range of hourly rates is

- a. Partners: \$ 415 - 675
- b. Counsel/Associates: \$ 225 - 495
- c. Paraprofessionals: \$ 85 - 230

Drinker Biddle's standard hourly rates are periodically adjusted by the firm.

12. Drinker Biddle intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the local rules and orders of this Court. Drinker Biddle will seek compensation in compliance with the above rules, on an hourly basis, plus reimbursement of actual and necessary expenses incurred by Drinker Biddle.


13. In connection with the reimbursement of actual and necessary expenses, it is the policy of Drinker Biddle to charge all of its clients in all areas of practice for expenses incurred in connection with clients' cases. The expenses charged to clients of Drinker Biddle include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special and or hand delivery charges, document word processing charges, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses. The Creditors' Committee has been informed that Drinker Biddle believes it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. The Creditors' Committee has been assured that Drinker Biddle will charge the Creditors' Committee for payment by the Debtors' estates for these expenses in a manner and at rates consistent with charges made to other clients of Drinker Biddle.

14. Drinker Biddle has not received any payment in respect of professional services and ancillary charges relating to these cases. No promises have been received by Drinker Biddle


or any partner or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the local rules of this Court and orders of this court. Drinker Biddle has no agreement with any other entity to share with such entity any compensation received by the firm in connection with these Chapter 11 cases.

15. The proposed employment of Drinker Biddle is not prohibited by or improper under Rule 5002 of the Bankruptcy Rules. I am not related, and to the best of my knowledge, and except as set forth below, no attorney at the firm who will be involved in this case is related, to any United States Bankruptcy Judge or District Court Judge for the District of Delaware or to the United States Trustee for this district or any employee in the office thereof.

16. The foregoing statements are made to the best of my knowledge as of the date hereof. In the event any additional information warranting disclosure becomes known, Drinker Biddle will file supplemental affidavits regarding this retention at such time as any additional relevant information may become known.


Robert K. Malone

Subscribed and sworn to before me
this 18th day of December, 2009.


Diane Meaney
A Notary Public of New Jersey
My Commission Expires July 29, 2011

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

-----	X	
In re:	:	Chapter 11
	:	
ADVANTA CORP, <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
	:	
Debtors.	:	(Jointly Administered)
-----	X	
		Re: Docket No. _____

**ORDER PURSUANT TO 11 U.S.C. §§ 327(a), 330 AND 1103(a) AND FED. R. BANKR. P.
2014, 2016 AND 5002 AUTHORIZING THE RETENTION AND EMPLOYMENT OF
DRINKER BIDDLE & REATH LLP *NUNC PRO TUNC* TO NOVEMBER 23, 2009 AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

UPON CONSIDERATION of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) in the above-captioned Chapter 11 bankruptcy cases, for an order, pursuant to sections 327(a), 330 and 1103(a) of Title 11 of the United States Code (as amended, the “Bankruptcy Code”) and Federal Rules of Bankruptcy Procedure 2014, 2016 and 5002 (as amended, the “Bankruptcy Rules”), authorizing the Creditors’ Committee to employ and retain the law firm of Drinker Biddle & Reath LLP (“Drinker Biddle”) as its Delaware counsel, *nunc pro tunc* to November 23, 2009; and upon the Affidavit of Robert K. Malone, a partner of Drinker Biddle, in support of Drinker Biddle’s retention and employment as counsel to the Creditors’ Committee (the “Malone Affidavit”); and the Court finding based on the representations made in the Application and the Malone Affidavit that, except as disclosed in the Malone Affidavit, said attorneys do not represent any entity having an adverse interest in connection with the Chapter 11 cases and do not hold or represent an interest adverse to the estates with respect to the matters on which Drinker Biddle is retained, and the employment of Drinker Biddle as counsel to the Creditors’ Committee is appropriate; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. Pursuant to sections 327(a), 330 and 1103(a) of the Bankruptcy Code, the Committee be and hereby is authorized and empowered to employ the firm of Drinker Biddle & Reath LLP, *nunc pro tunc* to November 23, 2009, to act as its Delaware counsel in connection with these Chapter 11 cases, and Drinker Biddle is authorized to perform the services set forth in the Application and such other services as is necessary and appropriate in connection with the prosecution of these Chapter 11 cases.

2. Drinker Biddle shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the rules of this Court, and such other procedures as may be fixed by order of this Court.

Dated: _____, 2010

THE HONORABLE KEVIN J. CAREY
CHIEF UNITED STATES BANKRUPTCY JUDGE

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

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

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 21st day of December, 2009, I caused a true and correct copy of the *Application of the Official Committee of Unsecured Creditors to Employ Drinker Biddle & Reath LLP, Nunc Pro Tunc to November 23, 2009, as Delaware Counsel for the Official Committee of Unsecured Creditors Pursuant to 11 U.S.C. §§ 1103(a) and 328(a) and Fed.R.Bankr.P. 2014* to be served on all parties by operation of the Case Management/Electronic Case Filing System for the United States Bankruptcy Court for the District of Delaware.

Dated: December 21, 2009

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)
1100 N. Market Street, Suite 1000
Wilmington, DE 19801
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

Proposed Counsel for the Official
Committee of Unsecured Creditors