

**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
Re: Dkt. Nos. 102, 249, 1227, 1229, 1232, 1233,
1234, 1235, 1236 & 1237

CERTIFICATION OF COUNSEL

The undersigned certifies that:

1. On September 20, 2011, the Court is scheduled to hold a hearing to consider approval of final fee applications.
2. The Fee Auditor has issued his reports with respect to final fee applications and the Office of the United States Trustee has also consulted with various professionals concerning proposed reductions to certain applications. All professionals have agreed to the reductions proposed by the Fee Auditor and Office of the United States Trustee. The amounts set forth in the accompanying order reflect the recommendations of the Fee Auditor and Office of the United States Trustee. Both the Fee Auditor and Office of the United States Trustee have signed off on the attached form of order.
3. On September 15, 2011, the Court advised undersigned counsel to submit a proposed form of order under certification of counsel.

4. Attached hereto as Exhibit "A" is a proposed form of order.

Dated: September 15, 2011

DRINKER BIDDLE & REATH LLP

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Attorneys for FTI Consulting, Inc., as Trustee

EXHIBIT A

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

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In re:	:	
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ADVANTA CORP., <i>et al.</i> ,	:	Case No. 09-13931 (KJC)
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Debtors.	:	(Jointly Administered)
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Re: Dkt. Nos. 102, 249, 1227, 1229, 1232, 1233,
1234, 1235, 1236 & 1237

OMNIBUS ORDER APPROVING FINAL FEE APPLICATIONS

Upon consideration of the final fee applications (each an “*Application*” and collectively, the “*Applications*”) of those professionals (the “*Professionals*”) referenced on Exhibit 1 attached hereto for the fees incurred during the time periods set forth thereon (the “*Compensation Periods*”), pursuant to sections 105(a) and 331 of title 11 of the United States Code (the “*Bankruptcy Code*”), Fed. R. Bankr. P. 2016 and that certain *Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 Implementing Certain Procedures for the Interim Compensation and Reimbursement of Professionals* [Docket No. 102] (the “*Administrative Order*”) and/or (ii) the *Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Payment of Compensation and Reimbursement of Expenses of Professionals and Members of Official Committees and Consideration of Fee Applications* [Docket No. 249] (the “*Fee Auditor Order*”); and it appearing that the Court has jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the

Applications having been given; and it appearing that the relief requested in the Applications is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefore; and upon the Court's careful review of the Applications for compliance with case law and the Court's local rules; it is hereby:

ORDERED that the Applications are approved on a final basis; and it is further

ORDERED that the fees and expenses of the Professionals are allowed on a final basis in the amounts set forth in Exhibit 1; and it is further

ORDERED that the Debtors and/or Liquidating Trustee are authorized to make payment to each of the Professionals in the amount of 100% of any and all fees and 100% of any and all expenses listed in Exhibit 1 that have not yet been paid pursuant to the Fee Order; and it is further

ORDERED that any Professional covered under this Order that is holding a retainer is authorized to draw down on such retainer to satisfy any amounts due and owing under this Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: September ___, 2011

The Honorable Kevin J. Carey
United States Bankruptcy Court Judge

EXHIBIT 1

In re: Advanta Corp., et al.
Case No. 09-13931 (KJC)

Applicant	Role	Compensation Period	Fee Amount¹ Requested	Expense Amount Requested	Fee Auditor's/US Trustee's Recommended Reductions	Final Fees Approved	Final Expenses Approved
KPMG LLP	Auditors, Tax Consultants and Advisors to the Debtors	11/08/09 - 02/28/11	\$859,567.34	\$66,222.70	\$0	\$859,567.34	\$66,222.70
Latham & Watkins LLP	Counsel to the Official Committee of Unsecured Creditors	11/19/09 - 02/28/11	\$6,164,912.25	\$125,196.77	\$30,453.50 fees \$8,226.23 exp.	\$6,134,458.75	\$116,970.54
Warren H. Smith & Associates, P.C.	Fee Auditor	01/29/10 - 02/28/11	\$96,247.25	\$2,828.99	N/A	\$96,247.25	\$2,828.99
FTI Consulting, Inc.	Financial Advisor to the Official Committee of Unsecured Creditors	11/24/09 - 02/28/11	\$2,366,213.50	\$21,315.82	\$ 5,950 fees (per UST) \$ 0 exp.	\$2,360,263.50	\$21,315.82
Weil, Gotshal & Manges LLP	Counsel to the Debtors	11/08/09 - 02/28/11	\$8,045,901.40	\$363,837.87	\$6,154.00 fees \$ 223.45 exp.	\$8,039,747.40	\$363,614.42
Alvarez & Marsal North America, LLC	Financial Advisors to the Debtors	11/08/09 - 02/28/11	\$2,764,580.50	\$56,321.87	\$0	\$2,764,580.50	\$56,321.87

¹ In certain instances, the fees and expenses requested take into account agreed upon reductions from prior fee applications.

Applicant	Role	Compensation Period	Fee Amount¹ Requested	Expense Amount Requested	Fee Auditor's/US Trustee's Recommended Reductions	Final Fees Approved	Final Expenses Approved
Richards, Layton & Finger, P.A.	Co-Counsel to the Debtors	11/08/09 - 02/28/11	\$672,378.00	\$56,053.49	\$ 97.50 fees \$174.34 exp.	\$672,280.50	\$55,879.15
Drinker Biddle & Reath LLP	Co-Counsel to the Official Committee of Unsecured Creditors	11/23/09 - 02/28/11	\$403,008.75	\$6,898.93	\$0	\$403,008.75	\$6,898.93