

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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:
In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors. : Jointly Administered
:
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**NOTICE OF FIRST INTERIM VERIFIED FEE APPLICATION OF
WARREN H. SMITH & ASSOCIATES, P.C. AS FEE AUDITOR FOR ALLOWANCE
OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Name of Applicant:	Warren H. Smith & Associates, P.C.
Authorized to Provide Services:	As Fee Auditor to the Estates
Date of Retention:	Feb. 4, 2010 <i>nunc pro tunc</i> through Jan. 29, 2010
Period for Which Compensation and Reimbursement is Sought:	December 1, 2009 through March 31, 2010
Amount of Compensation Requested:	\$1,054.50
Amount of Expense Reimbursement Requested:	\$34.60
Amount of Compensation Requested Less Holdback:	\$843.60
Amount of Compensation Paid For Applicable Period:	\$260.00
Amount of Expenses Reimbursed For Applicable Period:	\$0.00
Total Amount of Holdback Fees in Aggregate:	\$829.10

CUMULATIVE SUMMARY OF FEE APPLICATIONS OF WARREN H. SMITH & ASSOCIATES, P.C. FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD DECEMBER 1, 2009 THROUGH MARCH 31, 2010:

Month; Filing Date; Docket No.	Total Fees Requested	Total Expenses Requested	Certification of No Objection Filing Date; Docket No.	Amount of Fees Paid (80%)	Amount of Expenses paid (100%)	Amount of % Hold back Fees Sought
February 2010 3/8/2010 316	\$325.00	\$0.00	3/29/2010 365	\$260.00	\$0.00	\$65.00
March 2010 4/6/2010 393	\$729.50	\$34.60	4/27/2010 446	\$0.00	\$0.00	\$764.10
Total	\$1,054.50	\$34.60		\$260.00	\$0.00	\$829.10

CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY:

Project Category	Total Hours For The Period 12/1/09 through 3/31/10	Total Fees For The Period 12/1/09 through 3/31/10
Accounting/Auditing	5.2	\$838.50
Fee Application	2.0	\$216.00
Total	7.2	\$1,054.50

CUMULATIVE EXPENSE SUMMARY:

Expense Category	Total Expenses for the Period 12/1/09 through 3/31/10
Copying Cost	\$0.80
Long Distance	\$0.00
Third Party Copies & Document Mailing	\$22.76
Travel Expenses	\$0.00
Fed-Ex	\$0.00
Postage	\$0.00
PACER Research	\$11.04
Westlaw	\$0.00
TOTAL	\$34.60

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OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, dated December 3, 2009 (the “Administrative Order”), and the Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Allowance of Payment of Compensation and Reimbursement of Expenses of Applicants and Consideration of Fee Applications, dated February 4, 2010 (the “Fee Auditor Order”), the law firm of Warren H. Smith & Associates, P.C. (“WHS”) hereby files this First Interim Verified Fee Application of Warren H. Smith & Associates, P.C. as Fee Auditor for Allowance of Compensation and for Reimbursement of Expenses (the “Application”). By this Application, WHS seeks that this Honorable Court award it reasonable compensation for professional legal services rendered as fee auditor for the estates of Advanta Corp. *et al.*, (“Debtors”) in the amount of \$1,054.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$34.60 for the period commencing December 1, 2009 through March 31, 2010 (the “Interim Period”). In support of its Application, WHS respectfully states as follows:

Background

1. On November 8, 2009 the Debtors filed voluntary petitions in this Court for relief under Chapter 11 of the Bankruptcy Code (the "Code"), 11 U.S.C. §§ 101 *et. seq.*, as amended. The Debtors continued in possession of their assets and were authorized to operate and manage their respective businesses pursuant to Bankruptcy Code §§ 1107 (a) and 1108.

2. On February 4, 2010, this Court signed the Fee Auditor Order, approving the retention of WHS as fee auditor for the Debtors. The Fee Auditor Order authorized WHS to be compensated: "at the ordinary hourly rate of the Auditor for services of this nature."

Compensation Paid and its Source

3. All services for which compensation is requested by WHS were performed for or on behalf of the bankruptcy estate and the Debtors and not on behalf of any committee, creditor or other person.

4. Other than interim payments from the Debtors set forth in the notice, above, WHS has received no payment or promise for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these cases, and there is no agreement or understanding between WHS and any other person other than members of the firm for the sharing of compensation to be received for services rendered in these cases.

Summary of Services

5. Attached hereto as Exhibit B are WHS's billing statements for the Interim Period. These statements contain detailed daily time logs describing the time expended by each attorney and para-professional for the Interim Period.

6. To the best of WHS's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by

the Office of the United State Trustee, Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2001, and the Administrative Order.

7. During the Interim Period, WHS spent 2 hours of time for \$216.00 in fees seeking its own compensation. The professional of WHS who has rendered professional services to the Debtors in these cases during the Interim Period is Bobbi Ruhlander. The para-professionals of WHS whom have rendered professional services to the Debtors in this case during the Interim Period are Anthony Lopez, James Wehrmann and Melanie White.

Disbursements

8. WHS has incurred \$34.60 in disbursements for the Case Period for copies, postage, long distance, travel expenses, Pacer research and third party copies and document mailing expenses.

Valuation of Services

9. The rates charged by each professional during the Interim Period are set forth in Exhibit A. These rates are equal to or below WHS's normal hourly rates of compensation for work of this character. Attorneys and para-professionals of WHS have expended a total of 7.2 hours in connection with this matter during the Interim Period. The reasonable value of the services rendered by WHS for the Interim Period in these cases under Chapter 11 is \$1,054.50.

10. In accordance with the factors enumerated in 11 U.S.C. §§ 330, the amount of fees and expenses requested by WHS is fair and reasonable given (a) the complexity of these cases, (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. Moreover, WHS has reviewed the requirements of Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2001, and believes that this

application complies with that rule.

WHEREFORE, WHS respectfully requests that an allowance be made to it in the amount of \$1,054.50 as compensation for necessary professional services rendered, and the sum of \$34.60 as reimbursement of actual necessary costs and expenses, for a total of \$1,089.10 for the period commencing December 1, 2009 through March 31, 2010, that such sums be authorized for payment, and for such other and further relief as this Court may deem just and proper.

Dated: May 7, 2010

WARREN H. SMITH & ASSOCIATES, P.C.



Warren H. Smith

Republic Center
325 N. St. Paul, Suite 1250
Dallas, Texas 75201
(214) 698-3868
(214) 722-0081 FAX
whsmith@whsmithlaw.com

CERTIFICATE OF SERVICE

I, Warren H. Smith, caused the preceding report to be served by First Class United States mail on the persons on the service list attached to the original on file, this 7th day of May, 2009.
Copies of the service list may be obtained by contacting the undersigned.



Warren H. Smith

VERIFICATION

STATE OF TEXAS '
 '
 '
COUNTY OF DALLAS '

SS:

Warren H. Smith, after being duly sworn according to law, deposes and says:

1. I am the principal in the applicant firm, Warren H. Smith & Associates, P.C., and have been admitted to the bar of the Supreme Court of Texas since 1987.

2. I have personally performed many of the services rendered by Warren H. Smith & Associates, P.C. as fee auditor in these cases and am thoroughly familiar with all other work performed by the professionals in the firm.

3. I have reviewed the foregoing 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 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2001, and submit that the Application substantially complies with such rule.



Warren H. Smith

SWORN TO AND SUBSCRIBED before me, a Notary Public for the State and County aforesaid, on the 7th day of May, 2010.



Melanie White

**UNITED STATES BANKRUPTCY COURT
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ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
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Debtors. : Jointly Administered
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**ORDER APPROVING FIRST INTERIM VERIFIED FEE
APPLICATION OF WARREN H. SMITH & ASSOCIATES, P.C.
FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

AND NOW, this _____ day of May, 2010, upon the First Interim Verified Fee Application of Warren H. Smith & Associates, P.C. for Allowance of Compensation and Reimbursement of Expenses (the "Application") dated May 7, 2010, the Court having been satisfied that the interim compensation and reimbursement requested therein is reasonable and justified given (a) the complexity of these cases, (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 in cases other than cases under Title 11, and after notice and a hearing;

IT IS HEREBY ORDERED that the Application is approved and that the Debtors, or their successors in interest, are authorized and directed to pay to Warren H. Smith & Associates, P.C. the sum of \$1,054.50 as compensation for necessary professional services rendered for the period December 1, 2009 through March 31, 2010, and the sum of \$34.60 for reimbursement of actual and necessary costs and expenses incurred for the same period.

United States Bankruptcy Judge

Service List

United States Trustee

David L. Buchbinder, Esq.
Office of the United States Trustee
844 N. King Street, Room 2207
Lock Box 35
Wilmington, DE 19801

Counsel to the Debtors

Mark D. Collins, Esq.
Paul N. Heath, Esq.
Richards Layton & Finger, P.A.
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Wilmington, DE 19801

Counsel to the Debtors

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Debra A. Dandeneau, Esq.
Robert J. Lemons, Esq.
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New York, New York 10153

Financial Advisor to the Debtors

Ari Lefkovits
Lazard Freres & Co. LLC
30 Rockefeller Plaza, 61st Floor
New York, NY 10020

Independent Auditors and Accountants for the Debtors

Benjamin Fried
Deloitte Tax LLP
Suite 1200
695 Town Center Drive
Costa Mesa, CA 92626-7188

Special Counsel to the Debtors

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Katherine A. Traxler, Esq.
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Special Counsel to the Debtors

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Sacramento, CA 95814

Special Counsel to the Debtors

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Gatzke Dillon & Ballance LLP
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Special Litigation Counsel to the Debtors

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Mitchell Silberburg & Knupp LLP
11377 West Olympic Boulevard
Los Angeles, CA 90064

Ordinary Course Professionals to the Debtors

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Morrison & Foerster, LLP
425 Market Street
San Francisco, CA 94105-2482

Special Corporate Counsel to the Debtors

Jay M. Sakalo, Esq.
Bilzin Sumberg Baena Price & Axelrod LLP
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200 South Biscayne Blvd.
Miami, FL 33131-2385

**Corporate Communications Consultants
to the Debtors**

Michael S. Sitrick
Sitrick and Company Inc.
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Suite 800
Los Angeles, CA 90067

**Counsel to the Official Committee of
Unsecured Creditors**

Laura Davis Jones, Esq.
Richard M. Pachulski, Esq.
Hamid R. Rafatjoo, Esq.
Timothy P. Cairns, Esq.
Pachulski Stang Ziehl & Jones LLP
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P.O. Box 8705
Wilmington, DE 19899-8705

**Co-Financial Advisor to the Official
Committee of Unsecured Creditors**

Eric Carlson
Imperial Capital, LLC
55 Second Street, Suite 1950
San Francisco, CA 94105

**Co-Financial Advisor to the Official
Committee of Unsecured Creditors**

Alex Stevenson
Xroads Solutions Group, LLC
1821 East Dyer Road, Suite 225
Santa Ana, CA 92705

**Appraisers for the Official Committee of
Unsecured Creditors**

Randall Bell
Bell Anderson & Sanders LLC
496 Broadway
Laguna Beach, CA 92651

Exhibit A

Name of Professional	Position, No. of Years in that Position, Year Licensed	Hourly Billing Rate	Total Billed Hours	Total Compensation
Bobbi Ruhlander	Member of Texas Bar since 1991	\$260	.7	\$182.00
Bobbi Ruhlander	Member of Texas Bar since 1991	\$265	.3	\$79.50
Anthony Lopez	Clerk since 2002	\$45	.7	\$31.50
James Wehrmann	Legal Assistant since 1989	\$152.50	.2	\$30.50
Melanie White	Legal Asst. since 2005	\$140	4.2	\$588.00
Melanie White	Paralegal since 2005	\$130	1.1	\$143.00
			7.2	\$1,054.50

Total Hours 7.2

Total Fees \$ 1,054.50

Exhibit B

(see attached)

Warren H. Smith & Associates, P.C.

325 North St. Paul Street
Suite 1250
Dallas, TX 75201
Tax Id# 01-0584406

Invoice submitted to:
Advanta Corp.
Attention: Philip M. Browne
P.O. Box 844
Springhouse PA 19477

May 06, 2010

In Reference To: Advanta Corp.
Invoice #10472

Professional Services

		<u>Hours</u>	<u>Amount</u>
2/3/2010 MW	Research PACER for Order Appointing Fee Examiner (.4).	0.40	52.00
2/4/2010 MW	research regarding Order Appointing Fee Auditor (.3); send same to B. Ruhlander and W. Smith (.1).	0.40	52.00
2/8/2010 MW	Review Order Appointing Fee Auditor to determine whether we need to file Notice of Appearance (.2); draft email to B. Ruhlander re same (.1).	0.30	39.00
2/9/2010 BSR	research docket for case status and review of various retention orders (.5); review compensation order and draft email to Melanie White re same (.2)	0.70	182.00
3/2/2010 MW	Research Order Appointing Fee Auditor to retrieve information needed for monthly fee applications (.5); draft initial fee application of Warren H. Smith & Associates (1.0); Research PACER for all parties requesting service (1.0); draft service list re same (1.5); send same to B. Ruhlander and L. Hamm (.1); send fee application to J. Wehrmann for review (.1).	4.20	588.00
3/3/2010 JAW	Proofread W.H. Smith February 2010 fee detail and notice (0.1); e-mail to M. White re: any revisions to same (0.1)	0.20	30.50

214 698-3868

	<u>Hours</u>	<u>Amount</u>
3/8/2010 AL E-filing of WWSA's February Fee Application	0.30	13.50
3/15/2010 BSR research docket for pertinent orders and applications and review case status	0.30	79.50
3/29/2010 AL Prepare and E-File WWSA's February CNO	0.40	18.00
	<hr/>	<hr/>
For professional services rendered	7.20	\$1,054.50
Additional Charges :		
3/31/2010 Third party copies & document prep/setup.		22.76
Copying cost		0.80
PACER Charges		11.04
		<hr/>
Total additional charges		\$34.60
		<hr/>
Total amount of this bill		\$1,089.10

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony Lopez	0.70	45.00	\$31.50
Bobbi S. Ruhlander	0.30	265.00	\$79.50
Bobbi S. Ruhlander	0.70	260.00	\$182.00
James A. Wehrmann	0.20	152.50	\$30.50
Melanie White	4.20	140.00	\$588.00
Melanie White	1.10	130.00	\$143.00