

**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)

**Objection Deadline: TBA
Hearing Date: TBA**

**FIRST QUARTERLY APPLICATION FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
DRINKER BIDDLE & REATH LLP, COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
PERIOD FROM NOVEMBER 23, 2009 THROUGH MARCH 31, 2010**

Name of Applicant: Drinker Biddle & Reath LLP

Authorized to Provide Professional Services to: The Official Committee of Unsecured Creditors

Date of Retention: November 23, 2009

Period for Which Compensation and Reimbursement Is Sought: November 23, 2009 to March 31, 2010

Amount of Compensation Requested: \$61,619.50

Amount of Expense Reimbursement Requested: \$343.00

Summary of Monthly Fee Applications for Compensation Period:

Date Filed	Period Covered	Requested		Paid		20% Holdback
		Fees	Expenses	Fees	Expenses	Fees
5/17/2010	11/23/2009 to 12/31/2009	\$14,738.00	\$97.10	0.00	0.00	
5/17/2010	01/01/2010 to 01/31/2010	\$13,690.50	\$74.75	0.00	0.00	
5/17/2010	02/1/2010 to 02/28/2010	\$10,323.00	\$53.42	0.00	0.00	
5/17/2010	03/01/2010 to 03/31/2010	\$22,868.00	\$117.73	0.00	0.00	
Totals		\$61,619.50	\$343.00			

Prior Interim Fee Applications:

		Requested		Paid		20% Holdback
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses	
None						

**SUMMARY OF TIME AND THE HOURLY RATES CHARGED BY THE
 APPLICANT FOR ITS ATTORNEY AND PARALEGAL TIME FOR THE PERIOD
 FROM NOVEMBER 23, 2009 THROUGH AND INCLUDING MARCH 31, 2010**

Name of Professional Person	Position of the Applicant, number of years in that position, prior relevant experience, year of obtaining license to practice	Rate Per Hour	No. of Hours	Total Value
Andrew C. Kassner	Partner; Admitted to NY bar since 1984; PA bar since 1985; and DE bar since 2004	625.00	6.6	\$4,147.00
Robert K. Malone	Partner; Admitted to NJ bar since 1984	615.00	42.2	\$26,349.00
Howard A. Cohen	Partner; Admitted to DE bar since 2001	435.00	59.7	\$28,195.50
David P. Primack	Associate; Admitted to PA bar since 2002; DE bar since 2003	400.00	1.2	\$480.00
Brian P. Morgan	Associate; Admitted to NJ bar since 2008; and NY bar since 2009	305.00	1.5	\$457.50
Jane L. Gorman	Paralegal	255.00	7.5	\$1,912.50
Amy Kinslow	Paralegal	130.00	0.6	\$78.00
GRAND TOTAL			119.3	\$61,619.50
BLENDED RATE			516	

COMPENSATION BY PROJECT CATEGORY

DESCRIPTION	HOURS	AMOUNT
B100 Asset Analysis and Recovery	4	\$2,141.00
B101 Asset Disposition	0.8	\$500.00
B102 Business Operations	5.3	\$3,064.50
B103 Case Administration	54.4	\$30,777.50
B104 Claims Administration and Objections	10.5	\$4,982.50
B105 Employee Benefits/Pensions	0.2	\$125.00
B106 Fee/Employment Applications	27	\$11,677.50
B107 Fee/Employment Objections	4.4	\$2,124.00
B108 Financing	3.3	\$1,398.50
B109 Litigation	1.8	\$921.00
B110 Plan and Disclosure Statement	2.9	\$1,542.50
B111 Relief and Stay Proceedings	0.3	\$187.50
B112 Tax Issues	4.4	\$2,178.00
B113 Valuation	0	\$0.00
B114 Other	0	\$0.00
B115 Travel	0	\$0.00
Deduction for Travel Time		
TOTAL	119.3	\$61,619.50

EXPENSE SUMMARY

CATEGORIES	EXPENSES
Duplicating	\$120.60
Express Delivery Services (Parcels)	\$35.00
Filing Fees (Court)	\$124.21
Pacer	\$53.52
Postage	\$9.67
TOTAL	\$343.00

In accordance with the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 102], Drinker Biddle & Reath LLP (“Drinker Biddle”), seeks interim approval of the full amount of fees and expenses set forth in the above-referenced fee applications (with the release of all holdbacks) and authorization for the debtors and debtors-in-possession to pay the amounts requested in such fee applications in full.

WHEREFORE, Drinker Biddle & Reath LLP, respectfully requests that the Court enter the attached order and grant such other and further relief as is just and proper.

Dated: May 17, 2010

DRINKER BIDDLE & REATH LLP

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

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

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

DECLARATION OF HOWARD A. COHEN PURSUANT TO 28 U.S.C. § 1746

HOWARD A. COHEN, being duly sworn, deposes and says:

1. I am a member of the law firm Drinker Biddle & Reath LLP (“Drinker Biddle”), which maintains offices at 1100 North Market Street, Suite 1000, Wilmington, DE 19801, at the time the services set forth in the fee application were rendered. I am familiar with the matters set forth herein and make this certification in support of Drinker Biddle’s First Quarterly Application for Allowance of Compensation and Reimbursement of Expenses of Drinker Biddle & Reath LLP as Counsel for the Official Committee of Unsecured Creditors for the Period November 23, 2009 Through March 31, 2010 (the “Application”).

2. I have reviewed the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). The facts set forth in the foregoing Application are true and correct, and to the best of my knowledge, information and belief are in compliance with the Local Rules.

Dated: May 17, 2010

/s/ Howard A. Cohen
Howard A. Cohen (DE 4082)

**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)
)
_____) **Re: Docket No. _____**

**ORDER APPROVING FIRST QUARTERLY APPLICATION FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
OF DRINKER BIDDLE & REATH LLP AS COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

Upon the First Quarterly Application for Allowance of Compensation and Reimbursement of Expenses of Drinker Biddle & Reath LLP (“Drinker Biddle”), counsel for the Official Committee of Unsecured Creditors for the period from November 23, 2009 through March 31, 2010, and sufficient notice of the Application having been given; and this Court having found good and sufficient cause appearing therefore,

IT IS HEREBY ORDERED that:

1. The Application is granted;
2. Compensation for professional services rendered as counsel to the Official Committee of Unsecured Creditors for the period from November 23, 2009 through March 31, 2010, (as defined in the Application) is allowed and approved;
3. The Debtor is authorized and directed to pay to Drinker Biddle the amount of _____ for services rendered and _____ for reimbursement of expenses; and

4. Drinker Biddle has the right to seek at a later date compensation for services rendered and reimbursement for expenses incurred during the period of November 23, 2009 through March 31, 2010, that are not otherwise included in the relevant Applications.

Dated: _____, 2010

THE HONORABLE KEVIN J. CAREY
UNITED STATES CHIEF BANKRUPTCY JUDGE

**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)

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 17th day of May, 2010, I caused a true and correct copy of the *First Quarterly Application for Allowance of Compensation and Reimbursement of Expenses of Drinker Biddle & Reath LLP as Counsel for the Official Committee of Unsecured Creditors for the Period From November 23, 2009 Through March 31, 2010* to be served upon the following parties in the manner indicated.

David Klauder, Esq.
Office of the United States Trustee
District of Delaware
J. Caleb Boggs Federal Building
844 King Street, Room 2207
Wilmington, DE 19801

Chun I. Jang, Esq.
Richards Finger & Layton, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801

Advanta Corp.
Attn: Philip M. Browne
P.O. Box 844
Spring House, PA 19477-0844

Robert L. Lemons, Esq.
Weil, Gotshal & Manges, LLP
767 Fifth Avenue
New York, New York 10153

Dated: May 17, 2010

DRINKER BIDDLE & REATH LLP

/s/ Howard A. Cohen

Howard A. Cohen (DE 4082)
1100 North Market Street, Suite 1000
Wilmington, DE 19801-1254
Telephone: (302) 467-4200
Facsimile: (302) 467-4201

*Counsel for the
Committee of Unsecured Creditors*

-and-

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