

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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

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**AFFIDAVIT AND DISCLOSURE STATEMENT OF THOMAS J. GALLAGHER,  
ON BEHALF OF COZEN O'CONNOR**

STATE OF PENNSYLVANIA

ss:

COUNTY OF PHILADELPHIA

THOMAS J. GALLAGHER, being duly sworn, upon his oath, deposes and says as follows:

1. I am a member and shareholder of Cozen O'Connor located at 1900 Market Street, Philadelphia, Pennsylvania, 19103-3508 (the "*Company*").
2. Advanta Corp. and certain of its direct and indirect subsidiaries and affiliates collectively, the "*Debtors*") have requested that the Company provide legal services to the Debtors, and the Company has consented to provide such services (the "*Services*").

3. The Services include, but are not limited to, the following:

Providing income tax advice in connection with federal and state income tax issues arising in the ordinary course of the Debtors' operations and in connection with these chapter 11 cases.

Representing the Debtors' as counsel in the following cases:

Ragan v. Advanta Corp. et al, No. 2:09cv04974-CMR

Hiatt v. Advanta Corp. et al, No. 2:09cv05467-CMR

Steamfitters Local 449 Pension Fund v. Advanta Corp. et al, No. 09-CV-4730

Providing income tax and ERISA advice in connection with employee benefit plans of the Debtors.

4. The Company may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtors, or other parties in interest in these chapter 11 cases. The Company does not perform services for any such person in connection with these chapter 11 cases. In addition, the Company does not have any relationship with any such person, their attorneys, or their accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Company is to be retained. The Company provides services to, and anticipates continuing to provide services to, officers, directors, employees and shareholders of the Debtors including, but not limited to, Dennis Alter, William Rosoff, and Phillip Browne. The Company will not perform services for any such person in connection with these chapter 11 cases.

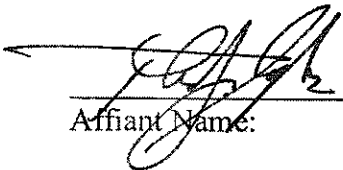
5. Neither I nor any principal of or professional employed by the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Company.

6. Neither I nor any principal of or professional employed by the Company, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which the Company is to be retained.

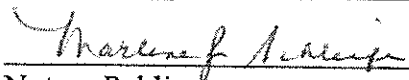
7. As of the date of the commencement of their chapter 11 cases, the Debtors owed the Company \$0 for prepetition services.

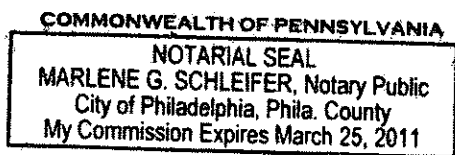
8. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this affidavit.

9. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on December 8, 2009, at Philadelphia, PA.

  
\_\_\_\_\_  
Affiant Name:

SWORN TO AND SUBSCRIBED before  
me this 8<sup>th</sup> day of December, 2009

  
\_\_\_\_\_  
Notary Public



**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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

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**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Advanta Corp and its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors")

**DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS TO:**

Weil, Gotshal & Manges LLP  
757 Fifth Avenue  
New York, NY 10153  
Attn: David Griffiths

All questions must be answered. Please use "none," "not applicable;" or "N/A" as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of company:  
  
Cozen O'Connor  
1900 Market Street  
Philadelphia, Pennsylvania 19103-3508
2. Date of retention: December 8, 2009
3. Type of services to be provided (accounting, legal, etc.):  
  
Legal services

4. Brief description of services to be provided:

Providing income tax advice in connection with federal and state income tax issues arising in the ordinary course of the Debtors' operations and in connection with these chapter 11 cases.

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Providing income tax and ERISA advise in connection with employee benefit plans of the Debtors.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

(a) Average hourly rate (if applicable): Not applicable.

Hourly rates for Members of the Firm are in the range \$350 to \$725/hour.

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

August 2009	\$35,333
September 2009	\$61,028
October 2009	\$103,003
Monthly average for three preceding months	\$66,487

6. Prepetition claims against any of the Debtors held by the company:

Amount of claim: \$0

Date claim arose: Not Applicable

Nature of claim: Not Applicable

7. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the company:

Name: Not Applicable

Status: Not Applicable

Amount of claim: Not Applicable

Date claim arose: Not Applicable

Nature of claim: Not Applicable

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the company is to be employed.

Not Applicable

9. Name of individual completing this form.

Thomas J. Gallagher

Dated: December 8, 2009

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